

This is a Preliminary Prospectus relating to these securities, a copy of which has been filed with the British Columbia and Alberta Securities Commissions but which has not yet become final for the purpose of distribution. Information contained herein is subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted prior to the time a receipt is obtained from the British Columbia and Alberta Securities Commission for a final Prospectus.

This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence. These securities have not and will not be registered under the United States Securities Act of 1933, as amended, or the securities laws of any state of the United States of America, and may not be offered or sold in the United States unless registered under applicable securities laws or unless an exemption from such registration is available.

INITIAL PUBLIC OFFERING

DATED: June 26, 2000

PRELIMINARY PROSPECTUS

**ACCESS WEST CAPITAL CORP.
(a capital pool company corporation)**

Suite 211 – 2383 King George Highway
White Rock, B.C. V4A 5A4
Telephone: 604-531-3231
Fax: 604-536-2369

**\$225,000
1,500,000 common shares**

PRICE: \$0.15 PER COMMON SHARE

Access West Capital Corp. (the "Company") hereby offers through its agent, Goepel McDermid Inc. (the "Agent"), 1,500,000 common shares (the "Shares") for sale to the public at a price of \$0.15 per Share (the "Offering"). The purpose of the Offering is to provide the Company with funds to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction (as defined herein), which must be approved by the Canadian Venture Exchange (the "Exchange") as well as by a "Majority of the Minority" (as defined herein) of the shareholders of the Company. See "Business of the Company" and "Use of Proceeds".

	Price to the Public⁽¹⁾	Agent's Commission⁽²⁾	Proceeds to the Company⁽³⁾
Per common share	\$0.15	\$0.015	\$0.135
Total Offering ⁽⁴⁾	\$225,000	\$22,500	\$202,500

(1) The price to the public was established through negotiations between the Company and the Agent.

(2) The Agent will receive a commission of 10% of the gross proceeds of this Offering or \$22,500, being \$0.015 per share sold. In addition, the Agent will be granted a non-transferable warrant to purchase up to 150,000 common shares exercisable until 18 months from the date the Company's common shares are listed for trading on the Exchange at a price of \$0.15 per common share ("Agent's

Warrant”). The Agent’s Warrant is qualified and distributed under this Prospectus. The Company will reimburse the Agent for out-of-pocket expenses incurred in connection with this Offering (including legal fees) of approximately \$4,000, of which \$ ♦ has been paid. See “Plan of Distribution”. The Company has also agreed to pay the Agent a corporate finance fee of \$5,000 plus G.S.T. in consideration for the Agent agreeing to act as sponsor of the Company. See “Sponsorship”.

- (3) Before deduction of the balance of the costs of this Offering, estimated to be \$33,375 including listing fees and expenses.
- (4) A total of 1,500,000 common shares are offered hereunder, not including the Agent’s Warrant or the incentive stock options granted to the directors and officers of the Company to purchase up to 300,000 common shares.

This Offering is made on a commercially reasonable efforts basis and is subject to a minimum subscription being received by the Company, being the sale of all of the Shares offered hereunder. See “Plan of Distribution”. This Offering is subject to the provisions of Policy 2.4 of the Exchange (“Policy 2.4”) dealing with capital pool companies (“CPCs”). Under Policy 2.4, the maximum purchase by any single subscriber to this Offering is restricted to 30,000 Shares, being 2% of the total Offering, and the maximum purchase by any subscriber together with that subscriber’s Associates and Affiliates (as defined in Policy 2.4) is 60,000 Shares, or 4% of the total Offering. **An investment in the Company’s securities should be considered highly speculative given the nature of the Company’s business and the present stage of its development. The Company does not have business operations or assets other than cash, and has no Agreement in Principle (as defined in Policy 2.4) for the acquisition of a business or asset at the time of this Offering. Furthermore, there is no assurance that the Company will identify businesses or assets that warrant acquisition or participation. The financial risk of the Company’s future activities will be borne to a significant degree by purchasers of Shares under the Offering. Investors will be relying on the Company’s ability to find and finance business opportunities. If a business prospect is identified by the Company and acquisition thereof or participation therein is warranted, additional funds may be required to complete the acquisition or participation, and there is no guarantee that the Company will be able to obtain such financing. An acquisition financed by the issuance of additional common shares of the Company may result in dilution to investors hereunder and may result in a change of control of the Company.**

INVESTMENTS IN SMALL BUSINESSES INVOLVE A HIGH DEGREE OF RISK. THEREFORE THIS OFFERING IS SUITABLE ONLY FOR THOSE INVESTORS WHO ARE WILLING TO RELY SOLELY ON MANAGEMENT OF THE COMPANY AND WHO CAN AFFORD TO LOSE ALL OF THEIR INVESTMENT. SEE “RISK FACTORS”, “BUSINESS OF THE COMPANY”, “MANAGEMENT AND KEY PERSONNEL”, “USE OF PROCEEDS” AND “DIRECTORS, OFFICERS AND PROMOTERS”.

THERE IS CURRENTLY NO ESTABLISHED MARKET THROUGH WHICH THE SHARES OFFERED BY THIS PROSPECTUS MAY BE SOLD AND AS SUCH, PURCHASERS MAY NOT BE ABLE TO DISPOSE OF THEM ON A TIMELY BASIS.

An application has been made to conditionally list the Shares on the Exchange. Listing is subject to the Company fulfilling all the listing requirements of the Exchange respecting CPCs including prescribed share distribution and financial requirements on or before ♦. Other than the Shares issued under the initial distribution pursuant to this Prospectus and any common shares issued pursuant to the exercise of stock options granted to the directors of the Company, the issuance of securities of the Company is not permitted between the date of the receipt for the (Preliminary) Prospectus and the time the securities commence trading on the Exchange. The Exchange may suspend from trading or delist the common shares of the Company where the Company has failed to complete a Qualifying Transaction within 18 months following the date the common shares of the Company are listed on the Exchange, or where the Company has failed to acquire and develop operating assets acceptable to the Exchange by that date. Notwithstanding that a transaction may meet the definition of a Qualifying Transaction, the Exchange may not approve a Qualifying Transaction where the Company fails to meet the minimum listing requirements of the Exchange upon completion of the Qualifying Transaction or certain other events in the discretion of the Exchange.

This Offering will be made in accordance with the rules and policies of the Exchange on a day determined by the Agent and the Company (the “Offering Day”), which will be on or before the earlier of 90 days after the date (the “Effective Date”) a final receipt for the (final) Prospectus is issued by the British Columbia and Alberta Securities Commissions, and 12 months from the date of issue by the British Columbia and Alberta Securities Commissions of the receipt for the (preliminary) Prospectus.

Upon completion of this Offering, but without giving effect to the exercise of either the Agent's Warrant or incentive stock options issued by the Company, this issue will represent 50% of the common shares then outstanding. Upon completion of this Offering, the public will own 1,500,000 common shares representing 50% of the common shares then outstanding. Promoters, insiders, and the holders of escrow shares will own 1,500,000 common shares representing 50% of the common shares then outstanding assuming no exercise of either the Agent's Warrant or incentive stock options issued by the Company. See "Share Capital – Principal Holders of Securities". The Agent will not acquire any common shares of the Company pursuant to this Offering other than common shares acquired on exercise of the Agent's Warrant.

No person is authorized by the Company to provide any information or to make any representations other than those contained in this Prospectus in connection with the issue and sale of the shares offered pursuant to this Prospectus. See "Plan of Distribution".

We, as Agent, hereby sponsor the Company for the listing of its common shares on the Exchange, and conditionally offer the Shares for sale to the public, if, as, and when issued and in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of Lang Michener Lawrence & Shaw, Barristers and Solicitors, Vancouver, B.C. on behalf of the Company and by Salley Bowes Harwardt, Solicitors, Vancouver, B.C. on behalf of the Agent, of such legal matters for which approval has been specifically sought by the Company or the Agent. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that certificates for the Shares in definitive form will be available for delivery on the date the Offering is closed.

Goepel McDermid Inc.

Suite 1000 – 601 West Hastings Street
Vancouver, B.C. V6B 5E2
Telephone: 604 654-1111

TABLE OF CONTENTS

	Page		Page
PROSPECTUS SUMMARY	i	EXISTING AND PROPOSED SHARE CAPITAL.....	14
THE COMPANY	1	OPTIONS AND OTHER RIGHTS TO PURCHASE COMMON SHARES.....	15
BUSINESS OF THE COMPANY	1	FULLY DILUTED SHARE CAPITAL.....	15
POLICY 2.4.....	1	PRINCIPAL HOLDERS OF VOTING SECURITIES	16
<i>GLOSSARY OF TERMS</i>	1	ESCROW SHARES	16
DESCRIPTION AND GENERAL DEVELOPMENT OF THE COMPANY.....	4	DIVIDEND RECORD AND POLICY	17
CRITERIA FOR ACQUISITIONS	4	PRIOR SALES	18
METHOD OF FINANCING ACQUISITIONS OR PARTICIPATION ..	5	DESCRIPTION OF SECURITIES OFFERED	18
MANAGEMENT AND KEY PERSONNEL	5	COMMON SHARES.....	18
PLAN OF DISTRIBUTION	6	MODIFICATION OF TERMS.....	18
TERMS OF DISTRIBUTION.....	6	SPONSORSHIP AND FISCAL AGENCY AGREEMENTS	18
APPOINTMENT OF AGENT	6	INVESTOR RELATIONS ARRANGEMENTS	18
AGENT'S WARRANT.....	7	RELATIONSHIP BETWEEN COMPANY AND AGENT	18
OWNERSHIP OF SHARES OF THE COMPANY	7	RELATIONSHIP BETWEEN COMPANY AND PROFESSIONAL PERSONS	19
USE OF PROCEEDS	7	LEGAL PROCEEDINGS	19
ADMINISTRATION COSTS	8	AUDITORS, REGISTRAR AND TRANSFER AGENT	19
RISK FACTORS	9	MATERIAL CONTRACTS	19
NO EXISTING BUSINESS; NO ASSURANCE OF QUALIFYING TRANSACTION	9	INSPECTION OF MATERIAL CONTRACTS	19
NO OPERATING HISTORY.....	9	OTHER MATERIAL FACTS	19
REQUIREMENT FOR ADDITIONAL FINANCING.....	9	PURCHASER'S STATUTORY RIGHTS	20
RELIANCE ON MANAGEMENT; DIRECTORS' AND OFFICERS' INVOLVEMENT IN OTHER PROJECTS.....	10	CERTIFICATE OF THE COMPANY	21
NO PUBLIC MARKET	10	CERTIFICATE OF THE AGENT	22
POSSIBLE TRADING SUSPENSION OR DELISTING.....	10		
IMPACT OF THE YEAR 2000 ISSUE	10		
DILUTION.....	10		
DIRECTORS, OFFICERS AND PROMOTERS	10		
AGGREGATE OWNERSHIP OF SECURITIES	11		
APPOINTMENT OF DIRECTORS	11		
OTHER REPORTING ISSUERS.....	11		
CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES.....	12		
PENALTIES OR SANCTIONS	12		
INDIVIDUAL BANKRUPTCIES	12		
CONFLICTS OF INTEREST	12		
INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTERS AND OTHER MANAGEMENT	13		
PAYMENTS TO INSIDERS AND PROMOTERS	13		
EXECUTIVE COMPENSATION	13		
OPTIONS GRANTED	13		
RELATED PARTY TRANSACTIONS	13		
SHARE CAPITAL	14		
AUTHORIZED AND ISSUED SHARES	14		

PROSPECTUS SUMMARY

The following is a summary of the principal features of this Offering. More detailed information is contained in the body of this Prospectus.

- COMPANY:** **Access West Capital Corp.**
- BUSINESS OF THE COMPANY:** The Company is a CPC as defined in Policy 2.4. The principal business of the Company is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of Exchange approval and the approval of a “Majority of the Minority” of the shareholders of the Company. Until the completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses in connection with potential Qualifying Transactions. The Company does not have business operations or assets other than seed capital, and has no written or oral agreements for the acquisition of assets or businesses at this time. See “Business of the Company”.
- DIRECTORS AND MANAGEMENT:** The Directors and Officers of the Company are as follows:
- James Mitchell**
President, Chief Executive Officer and Director
Mr. Mitchell is a 52 year old consultant to public and private companies whose current principal occupation is President, Chief Executive Officer and Director of the Company. He was previously employed by Lake City Gaming Corp., a Tier 1 Exchange issuer, as its Vice-President of Marketing from January 1998 to January 2000. He was also a Director and Secretary of Lake City Gaming Corp. from January 1998 to December 14, 1999. Previously he was Director, Marketing and Sales for the Harrison Hot Springs Hotel from July 1973 to December 1997.
- Lorne Torhjelm**
Secretary, Chief Financial Officer and Director
Mr. Torhjelm is 56 years old. He is currently President, Director and Chief Executive Officer of Commonwealth Energy Corp., a reporting issuer whose shares are listed on the Exchange. He was also a director of Scimitar Hydrocarbons Inc. from April 1995 to July 1996 and of Renco Resources Ltd. from June 1996 to December 1996. He is also the President and sole shareholder of R.N.J. Ventures Inc. a private real estate and financial investment company.
- Douglas Wolters**
Director
Mr. Wolters is 24 years old. He currently serves as office manager for Commonwealth Energy Corp. Mr. Wolters received a Bachelor of Business Administration from Trinity Western University in April, 1997.
- See “Management and Key Personnel” and “Directors and Officers”.
- AGENT:** Goepel McDermid Inc. (the “Agent”).
- OFFERING:** The Company is offering 1,500,000 Shares at a price of \$0.15 per Share for aggregate gross proceeds of \$225,000. The Agent will receive a commission of \$0.015 per Share being 10% of the aggregate gross proceeds, a corporate finance fee of \$5,000 plus applicable taxes, and reasonable expenses of the Agent including legal fees estimated to be \$4,000 plus G.S.T. On completion of the Offering, the Company will grant a non-transferable warrant to the Agent (the “Agent’s Warrant”), to purchase up to 150,000 common shares at a price of \$0.15 per share, exercisable for a period of 18 months from the day the Shares of the Company commence trading on the Exchange, which Agent’s Warrant is qualified and distributed under this Prospectus. See “Plan of Distribution”.

USE OF PROCEEDS: The proceeds from the Offering (after deducting Agent's commission) will be \$202,500, which, together with the Company's existing working capital of \$103,531 as at May 31, 2000, will total \$306,031. Offering expenses (inclusive of legal, audit, printing, filing, corporate finance fees, and expenses of the Agent) are estimated at \$41,350, of which \$8,000 have been paid to date, leaving approximately \$33,350 remaining to be paid, and resulting in net proceeds to the Company of \$272,681. Until completion of a Qualifying Transaction, no more than 30% of the aggregate gross proceeds of the issuance of all securities by the Company, inclusive of the securities offered hereby, will be used for purposes other than identifying and evaluating assets or businesses. Assuming the Company requires the maximum period of 18 months to identify a Qualifying Transaction estimated corporate and administrative expenses would be \$36,000 leaving the Company with approximately \$236,681 (excluding interest thereon) to identify and evaluate potential acquisitions and complete the Qualifying Transaction. The Company may not have sufficient funds to commit to such acquisitions, once identified and evaluated, and additional funds may be required. See "Use of Proceeds" and "Risk Factors".

RISK FACTORS: An investment in the Shares should be regarded as highly speculative due to the Company's current stage of development, and is subject to a number of risks, including the following:

- The Company was only recently incorporated, and at the time of this Offering does not have business operations or assets other than cash, and has not entered into an Agreement in Principle (see "Business of the Company – Policy 2.4 – *Glossary of Terms*") or any other agreements for the acquisition of a business or asset. The Company does not have a history of earnings and there is no assurance that it will produce revenues, operate profitably or provide a return on investment in the future. Accordingly, the Offering is suitable only for those investors who can afford to lose all of their investment.
- There is no assurance that the Company will identify a business or asset worth acquiring. If a suitable business or asset is identified, management may determine that current market conditions make the terms of the acquisition uneconomic. The Company may find that even if the terms of the acquisition are economically sound, it may not be able to finance the acquisition and additional funds will be required to complete the transaction. The Exchange may refuse to accept a proposed transaction as a Qualifying Transaction.
- The Company is in competition with others with greater resources. The financial risk of the Company's future activities will be borne to a significant degree by purchasers of Shares under the Offering. The net proceeds from the Offering will be sufficient to identify only a limited number of businesses or assets and, if so identified, the Company may not be able to finance the acquisition unless it obtains additional funds. An acquisition financed by the issuance of common shares of the Company could result in a change of control of the Company and further dilution to this Company's shareholders.
- There is currently no public market for the common shares of the Company and there can be no assurance that an active public market on any stock exchange will develop or be sustained after the Offering.
- The Exchange may suspend from trading or delist the common shares of the Company if the Company fails to complete a Qualifying Transaction within 18 months following the date the Shares are listed on the Exchange, or if the Company does not have at least \$25,000 in working capital at any time.

- The Company is relying solely on the past business experience of its directors and officers to identify a Qualifying Transaction of merit. The success of the Company is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Company.
- The directors and officers of the Company will not be devoting all of their time to the affairs of the Company, but will be devoting such time as is required to effectively manage the Company. Some of the directors and officers of the Company are engaged and will continue to be engaged in the search for assets or business prospects for themselves or on behalf of others, including other listed companies.

As a result of these factors, this Offering is suitable only for those investors who are willing to rely solely on the management of the Company and who can afford to lose all of their investment. See “Risk Factors”, “Business of the Company”, Directors, Officers and Promoters”, “Management and Key Personnel”, See “Use of Proceeds”.

THE COMPANY

Access West Capital Corp. (the “Company”), was incorporated on March 29, 2000 under the *Company Act* (British Columbia) by the registration of its Memorandum and Articles. The Company is a capital pool company (“CPC”) as defined in the Canadian Venture Exchange (the “Exchange”) Listings Policy 2.4 (“Policy 2.4”) described below.

The head office of the Company is located at Suite 211 – 2383 King George Highway, White Rock, B.C., V4A 5A4, telephone: (604) 531-3231, fax: (604) 536-2369, email: coenergy@direct.ca. The registered and records office of the Company is located at 1500 – 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7.

The Company has no subsidiaries.

BUSINESS OF THE COMPANY

Policy 2.4

CPC Concept

The Exchange is the successor entity to the Vancouver and Alberta Stock Exchanges, and includes in its policies certain provisions for the listing of common shares of a CPC as set out in Policy 2.4. Policy 2.4 allows a CPC formed by individuals acceptable to the Exchange to complete an initial public offering (“IPO”) of common shares to raise an unallocated pool of investment funds. Proceeds from the offering must be used by the CPC primarily to investigate business opportunities for acquisition. This acquisition, called a Qualifying Transaction, must qualify the CPC for listing as a Tier 1 or Tier 2 company on the Exchange.

Glossary of Terms

Several important words and phrases used in this Prospectus are defined in Policy 2.4. These words and phrases and their definitions are as follows:

“**Affiliate**” generally means in respect of a company, a subsidiary of that company, the parent of that company, or another company that is under common control.

“**Agreement in Principle**” means any enforceable agreement or any other agreement or similar commitment which identifies the fundamental terms upon which the parties agree or intend to agree which

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction,

and in respect of which there are no material conditions to closing (other than receipt of shareholder approval and the approval of the Exchange), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Related Parties to the CPC or the Related Parties to the Qualifying Transaction.

“**Associate**”, where used to indicate a relationship with a person, means a partner of that person, a trust in which that person has a substantial beneficial interest or for which the person serves as a trustee or in a similar capacity, a company of which that person beneficially owns or controls 10% of the voting rights attached to all voting securities

of that company or the person's spouse or child or a relative of that person or that person's spouse if that relative has the same home as the person.

"Completion of the Qualifying Transaction" means the date of the shareholders' meeting at which the proposed Qualifying Transaction was approved by shareholders provided that:

- (a) all post-meeting documentation is subsequently filed with the Exchange; and
- (b) the Final Exchange Notice is issued by the Exchange.

"Control Person" means any person that holds a sufficient number of any of the securities of a CPC so as to materially affect the control of the CPC, or that holds more than 20% of the CPC's outstanding voting shares.

"Final Exchange Notice" means the Exchange Notice (or bulletin) issued following closing of the Qualifying Transaction and the submission of all post-meeting documentation which evidences the Exchange's final acceptance of the Qualifying Transaction.

"Majority of the Minority Approval" means a vote at a properly constituted meeting of the common shareholders of the CPC which vote must be passed by at least 50% plus one vote of the votes cast by shareholders, other than Related Parties of the CPC and Related Parties of the Qualifying Transaction.

"Qualifying Transaction" is a transaction whereby the CPC:

- (a) issues or proposes to issue, in consideration for the acquisition of a Significant Asset, common shares or securities convertible, exchangeable or exercisable into common shares which, if fully converted, exchanged or exercised would represent more than 25% of its common shares issued and outstanding immediately prior to the issuance;
- (b) enters into an arrangement, amalgamation, merger or reorganization with another company with Significant Assets, whereby the ratio of securities which are distributed to the shareholders of the CPC and the other company results in the shareholders of the other company acquiring control of the Resulting Issuer; or
- (c) otherwise acquires Significant Assets (other than for cash),

but excludes a transaction which consists solely of the issuance for cash by the CPC of common shares or securities convertible, exchangeable or exercisable into common shares, representing more than 25% of the CPC's common shares issued and outstanding immediately prior to the issuance.

"Related Parties" means, in relation to a company, a promoter, officer, director or other insider or control person of that company and any Associates or Affiliates of any such persons.

"Related Parties to the Qualifying Transaction" means the Seller(s), any Target Issuer(s), the Related Parties of the Seller(s), the Related Parties of any Target Issuer(s) and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all of such other parties.

"Seller(s)" means one or all of the beneficial owners, other than a Target Issuer, of the Significant Assets which are to be purchased, optioned, or otherwise acquired by the CPC as its Qualifying Transaction.

"Significant Assets" means one or more assets or businesses which, when acquired by the CPC, together with any other concurrent transactions results in the CPC meeting the minimum listing requirements under the Exchange's policies.

"Target Issuer" means a company which is the beneficial owner of the Significant Assets to be acquired by the CPC as its Qualifying Transaction, where the acquisition is to be conducted through the purchase of securities of

that company, whether by security purchase agreement, take-over bid, amalgamation, plan of arrangement or other corporate reorganization.

Overview

Directors and officers of the CPC must first contribute a minimum of \$100,000 in seed capital during the CPC's private stage. Other Related Parties to the CPC may then contribute additional seed capital to a maximum total seed capital of \$500,000. The gross proceeds to the company from its initial public offering ("IPO") must be equal to or greater than \$200,000 but must not exceed \$500,000. The funds raised in the private stage, together with the net proceeds of the IPO, must not exceed \$700,000. No single purchaser may purchase more than 2% of the common shares offered under the IPO. The maximum number of common shares sold under the IPO which may be directly or indirectly purchased by any purchaser, together with that purchaser's Associates and/or Affiliates is 4% of the common shares offered under the IPO. On completion of the IPO there must be a minimum of 1,000,000 free-trading common shares held by at least 300 shareholders (excluding Related Parties to the CPC), each of whom must hold at least 500 common shares.

Under Policy 2.4, certain common shares of the CPC are held in escrow and thus made subject to resale restrictions. All common shares acquired in the private stage at less than the IPO price no matter who acquires them, must be held in escrow. All common shares of the CPC acquired by Related Parties to the CPC either in the private stage, pursuant to the IPO, or from treasury after the IPO but prior to the Qualifying Transaction, must be escrowed. As well, all common shares acquired in the secondary market prior to the Qualifying Transaction by Control Persons of the CPC must also be escrowed. Escrow shares (except common shares acquired pursuant to stock options) will be released from escrow as to 10% following issuance of the final Exchange Notice approving the Qualifying Transaction, with an additional 15% being released every six months following the date of the initial release. Any common shares acquired by directors or officers of the CPC pursuant to the exercise of stock options are released from escrow on the date of the Final Exchange Notice. If the CPC fails to identify a Qualifying Transaction within 18 months of the listing of the CPC's common shares on the Exchange, all listed common shares of the CPC which were issued at less than the IPO price are subject to forfeiture and cancellation.

Once the CPC is listed, it then commences the process of finding Significant Assets and completing a Qualifying Transaction. The essence of a Qualifying Transaction is that it allows the CPC to meet the minimum listing requirements of the Exchange and have it no longer classified as a CPC. During this process, the CPC is prohibited from utilizing its assets for any purpose other than searching for Significant Assets and completing a Qualifying Transaction, subject to certain exceptions. Essentially, not less than 70% of the CPC's assets must be used to identify and evaluate assets or businesses for a prospective Qualifying Transaction. These expenses include, but are not limited to, the cost of valuations or appraisals, business plans, feasibility studies and technical assessments, geological reports, financial statements and legal and accounting services. Not included in this 70% figure are certain expenses including listing and filing fees, fees, costs and commissions payable to the CPC's sponsor, other costs of the issue of securities including legal and audit expenses relating to the preparation and filing of the CPC prospectus and certain administrative general expenses of the CPC.

CPC's are prohibited from making any payments to Related Parties to the CPC or Related Parties to the Qualifying Transaction or to any person engaged in investor relations activities in respect of the CPC or any company that may be formed as a result of completing a Qualifying Transaction. This prohibition however, does not extend to reasonable expenses or office supplies, office rent and related utilities, reasonable expenses for equipment leases and certain legal services.

Subject to prior Exchange acceptance, up to an aggregate of \$100,000 may be used by a CPC as a deposit for proposed arm's length Qualifying Transactions; however, a maximum of \$25,000 of such deposit may be advanced as a non-refundable deposit, unsecured deposit or advance to preserve assets without prior Exchange approval. The balance of the \$100,000 deposit must be refundable and is to be held in trust pending completion of the Qualifying Transaction. Subject to prior Exchange approval and adequate public disclosure, funds raised by a CPC pursuant to a private placement conducted after completion of the IPO and commencement of trading of the CPC's common shares but before completion of the Qualifying Transaction may be used to provide a secured loan or other deposit.

Once an Agreement in Principle regarding a Qualifying Transaction has been entered into, the CPC must immediately prepare and submit to the Exchange a comprehensive news release describing the proposed terms of the Qualifying Transaction and other factors relevant to the Qualifying Transaction including details concerning the principals of the Target Issuer, details of any proposed financing arrangements and the name of the CPC sponsor (this must be an Exchange Member firm) if one has been retained in connection with the Qualifying Transaction. Trading in the CPC's common shares will be halted once an Agreement in Principle has been reached and a comprehensive news release is submitted to the Exchange. The CPC then files documents required by the Exchange pertaining to the CPC's sponsor and its future directors, senior officers, Promoters and other Insiders (all as defined by Policy 2.4), and requests the approval from the Exchange to recommence trading. Within 60 days after the public announcement of an Agreement in Principle, the CPC must submit to the Exchange detailed particulars of the Qualifying Transaction and draft proxy materials to be used in connection with a meeting of the CPC shareholders to consider and approve the terms of the Qualifying Transaction. If this documentation is not filed within the 60-day period, trading in the common shares of the CPC will be halted until the filing has been made. The proxy materials must contain prospectus level disclosure and CPC's shareholders must give Majority of the Minority Approval to the Qualifying Transaction. The purpose of entering into a Qualifying Transaction is to ensure that the CPC meets the Exchange's minimum listing requirements for a either a Tier 1 or a Tier 2 company and if the CPC will not meet such requirements upon completion of the Qualifying Transaction, the Exchange in its discretion may not approve it. However, once the shareholders of the CPC have granted its approval to the Qualifying Transaction and the CPC has received the Exchange's approval, the Final Exchange Notice will be issued and the CPC's designation as such will be changed to that of a Tier 1 or Tier 2 company.

Shares of the CPC issued to acquire Significant Assets will be required to be held in escrow on substantially the same terms and conditions as the escrow provisions relating to the CPC's seed common shares. The release provisions may be accelerated however, if the Significant Assts to be acquired in exchange for the CPC common shares are supported by a valuation acceptable to the Exchange.

Interested parties may obtain a copy of Policy 2.4 from the Exchange's internet web site (www.cdnx.ca).

Description and General Development of the Company

The Company is a recently incorporated company and has not conducted operations of any kind. The principal business of the Company is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition subject to receipt of shareholder approval and acceptance for filing by the Exchange. Until the completion of a Qualifying Transaction, the Company may not carry on any business other than the identification and evaluation of assets or businesses in connection with potential Qualifying Transactions. The Company has no Significant Assets (except cash) or business and no predetermined plans or Agreements in Principle relating to the acquisition of a Qualifying Transaction.

The Company does not currently have a specific type of business opportunity that it is likely to pursue. Accordingly, all prospective acquisition opportunities within the broadest possible range of businesses or industries will be reviewed.

Criteria for Acquisitions

The Company proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Company's directors and officers. The Company's directors will evaluate proposed acquisitions based on business fundamentals, economic viability and potential for success using the expertise and experience of the directors and officers. Once a prospective acquisition target has been identified and evaluated, the Company will proceed to negotiate the terms upon which it may acquire an interest in the asset or business. The acquisition of, or participation in, assets or businesses may arise in numerous ways and the Company has not placed geographical restrictions on such acquisitions or participations. The Company has not established pre-determined criteria for such participations or acquisitions. The Company, in considering whether to approve the terms of a Qualifying Transaction, will be guided by, among other criteria, the following:

- the prospects for growth, having regard to existing or potential market share;

- the skill of the existing management team, either as it exists or as it may be modified as a consequence of the acquisition; and
- basic financial considerations such as the overall cost of the acquisition and the necessity of obtaining further debt or equity financing required to complete or exploit the acquisition.

Approval of acquisitions will be made by the Company's directors. Once a Qualifying Transaction satisfactory to the Company's directors has been identified, the Company will seek a review by and acceptance of the Exchange as well as Majority of the Minority Approval of the shareholders as required by Policy 2.4. In the event an acquisition is to be made from a promoter, officer or director of the Company or from a corporation with whom such promoter, director or officer is affiliated or associated, the acquisition will be at fair market value. Evidence of fair market value will likely be established using one of the valuation methods set out in section 4.2 of Policy 5.4 of the Exchange, including but not limited to a formal valuation or appraisal, value of net tangible assets or a fixed multiple of cash flow.

Method of Financing Acquisitions or Participation

The Company proposes to use cash, bank financing, convertible debt, issuance of treasury shares via private or public financing, or some combination thereof, to finance prospective acquisitions. If treasury shares are issued, such issuance will likely result in a change of control of the Company and may result in further dilution to investors acquiring Shares pursuant to this Offering.

MANAGEMENT AND KEY PERSONNEL

The success of the Company will be determined by the ability of its directors and officers based on their past business experience and success to identify a Qualifying Transaction of merit. See also "Directors, Officers and Promoters – Principal Occupation" below.

The following is a description of the management and key personnel of the Company and their background and experience:

James Mitchell, *President, Chief Executive Officer and Director*

Mr. Mitchell is a consultant to public and private companies and President, Chief Executive Officer and Director of the Company. He was formerly Vice-President and Secretary of Lake City Gaming Corp., a Tier 1 issuer on the CDNX. A high school graduate, Mr. Mitchell was employed from 1973 to 1997 by the Harrison Hot Springs Hotel in Harrison Hot Springs, British Columbia, in a variety of positions with increasing responsibility, culminating in his appointment as Director of Sales & Marketing in 1987. He joined Lake City Gaming Corp. in January of 1998 and acted as that company's Secretary and Vice-President.

Lorne Torhjelm, *Secretary, Chief Financial Officer and Director*

Mr. Torhjelm has served as a director and senior officer of several companies. Currently, Mr. Torhjelm is the President and Chief Executive Officer of Commonwealth Energy Corp., a public company on the CDNX engaged in the exploration and development of oil and gas in Wyoming, Texas, and Oklahoma. He is also the President of R.N.J. Ventures Ltd., a private real estate and financial investment corporation.

Douglas Wolters, *Director*

Granted a BBA from Trinity Western University in Langley, British Columbia, Mr. Wolters has recently gained knowledge and experience dealing with public company regulatory and compliance issues. Since June 1997, Mr. Wolters has worked for Commonwealth Energy Corp. He specializes in securities and exchange regulatory compliance issues, investor communications, financings, and setting up company database and operating systems.

PLAN OF DISTRIBUTION

Terms of Distribution

The Company, by its Agent, hereby offers to the public in British Columbia and Alberta 1,500,000 common shares ("Shares") at an offering price of \$0.15 per Share (the "Offering").

The Offering will be made in accordance with the rules and policies of the Exchange and will take place on a day (the "Effective Date") to be determined by the Agent and the Company, with the consent of the Exchange, on or before the earlier of 90 days from the date a receipt for the (final) Prospectus is issued by the British Columbia and Alberta Securities Commissions (the "Commissions") and 12 months from the date of issue of the receipt for the (preliminary) Prospectus by the Commissions. The Company will receive the net proceeds from the Offering within ten business days of completion of the Offering.

Until all of the Shares are sold, all subscription monies will be deposited with and held in trust by the Agent. If all of the Shares are not sold within the prescribed time, then all subscription proceeds held by the Agent will be returned to subscribers in full without deduction or interest.

In accordance with the rules and policies of the Exchange, clients of the Agent will have preference, to the extent there is demand, for 100% of the Offering. The Agent may allocate the Offering among its clients with such preference as it may determine in its sole discretion. If client demand is less than 100% of the Offering, the difference between the total Offering and client demand may be allocated to members of the Exchange, including the Agent, and their partners, directors, officers, registered representatives and employees. Notwithstanding the foregoing, no single purchaser may purchase directly or indirectly more than 30,000 Shares, being 2% of the Shares offered hereunder. Also, the minimum number of Shares which may be purchased directly or indirectly by any purchaser, together with that purchaser's Associates and Affiliates, is 60,000 Shares, or 4% of the Shares offered hereunder.

Other than payments to be made to the Agent as disclosed in this section, there are no payments in cash, securities or other consideration being made, to a promoter, finder, or any other person or company in connection with this Offering. The directors, officers and other insiders of the Company may purchase Shares from this Offering, provided, however, that any Shares so purchased will be subject to the same escrow restrictions described under "Share Capital – Escrowed Securities".

In accordance with the policies of the Exchange, trading in all securities of the Company other than the initial distribution of the Shares pursuant to this Prospectus, is not permitted between the date of the receipt for the Company's (preliminary) Prospectus and the time the Shares are listed for trading on the Exchange.

There are no agreements or arrangements whereby the Agent is to sell any portion of the Offering outside of British Columbia or Alberta.

Appointment of Agent

By an agency agreement dated for reference June 26, 2000 (the "Agency Agreement"), the Company appointed the Agent as its Agent for the Offering. Under the terms of the Agency Agreement, the Company has agreed to pay to the Agent a commission of 10% of the price of each Share sold pursuant to the Offering, payable in cash and a corporate finance fee of \$5,000 plus applicable taxes payable in cash. The Company has also agreed to reimburse the Agent in respect of its legal fees and expenses incurred in connection with the Offering estimated to be \$4,000 inclusive of taxes and expenses. The price of the Shares and the commission payable to the Agent were established through negotiation between the Company and the Agent. The Agent is not obligated to purchase any Shares pursuant to the Offering. Subject to the completion of the Offering, the Company has also granted to the Agent, the Agent's Warrant described below.

The Agent reserves the right to offer selling group participation, in the normal course of the brokerage business to selling groups of other licensed dealers, brokers and investment dealers, who may or may not be offered part of the commission and/or Agent's Warrant derived from the Offering.

The obligations of the Agent under the Agency Agreement may be terminated at any time before the closing of the Offering and the listing of the Shares on the Exchange at the Agent's discretion on the basis of the assessment of the state of the financial markets and may also be terminated at any time on the occurrence of certain stated events.

The Company has granted the Agent a right of first refusal to provide further public equity financing to the Company for a period of 18 months from the date the Company's shares are listed, posted and called for trading on the Exchange.

The Agent has also the right of first refusal to be retained as sponsors of the Company, as required by Policy 2.4, at the time the Company proceeds with a Qualifying Transaction, on terms no less favourable than may be provided to the Company by another Exchange Member firm.

As of the date of this Prospectus, the Agent owns no common shares of the Company.

Agent's Warrant

Pursuant to the Agency Agreement and subject to the completion of the Offering, the Company has granted the Agent a warrant to purchase up to 150,000 common shares of the Company for a period of 18 months from the date the Shares are listed for trading on the Exchange and which may be exercised at a price of \$0.15 per share (the "Agent's Warrant"). In accordance with Policy 2.4, up to 50% of the common shares issuable to the Agent on the exercise of the Agent's Warrant may be sold by the Agent prior to the completion of a Qualifying Transaction. The balance may only be sold by the Agent once the Company has completed the Qualifying Transaction. The Agent's Warrant is qualified and distributed under this Prospectus.

The Agent's Warrant will contain, among other things, anti-dilution provisions and provisions for the appropriate adjustment in the class, number and price of the common shares issuable pursuant to any exercise thereof upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the common shares of the Company, the payment of stock dividends or the amalgamation of the Company.

For a description of the sponsorship provisions of the Agency Agreement, see "Sponsorship and Fiscal Agency Agreement".

Ownership of Shares of the Company

Under Policy 2.4, during the period subsequent to the listing of the Company's securities on the Exchange until completion of the Qualifying Transaction, the aggregate number of securities of the Company owned directly or indirectly by the Agent, its employees or affiliates (the "Pro Group") and associates of the Pro Group cannot exceed 20% of the total issued and outstanding listed securities of the Company, excluding securities reserved for issuance at a future date. No member of the Pro Group may own the Company's securities prior to the listing of such securities on the Exchange.

USE OF PROCEEDS

The proceeds from the Offering (after deducting Agent's commission) will be \$202,500, which, together with the Company's existing working capital of \$103,531 as at May 31, 2000, total \$306,031. Expenses relating to this Offering will be approximately \$41,350 of which \$8,000 has been paid. The following table indicates the uses to which the Company proposes to put the funds available to it:

Offering Expenses

Remaining costs of this issue including legal, audit and printing costs, Agent’s expenses and Agent’s corporate finance fees (including GST) (\$8,000 has been paid to the date of this Prospectus)⁽¹⁾ \$33,350

Corporate and Administrative Expenses

Administrative fees (for a maximum 18 month period)		
Transfer Agent fees	\$4,500	
Compliance with Shareholder Disclosure Requirements	6,300	
Office expenses	10,800	
Regulatory filing fees	6,300	
Legal, audit and other fees not relating to a Qualifying Transaction	<u>8,100</u>	
		\$36,000

Expenses relating to prospective Qualifying Transactions

Available for identifying and evaluating prospective Qualifying Transactions \$236,681

Total: **\$306,031**

(1)	Listings and filing fees	\$9,000
	Professional fees (inclusive of costs of Agent’s counsel)	\$15,000
	Printing- Prospectus and share certificates	\$4,000
	Agent’s corporate finance fees (incl. GST)	<u>\$5,350</u>
	Total:	\$33,350

Administration Costs

The Company’s budget for administrative expenses has been prepared for an 18-month period, being the prescribed maximum time to complete a Qualifying Transaction in accordance with Policy 2.4. The Company’s administrative expenses are estimated to average approximately \$2,000 per month, as follows:

Office Expenses	\$ 600
Regulatory Filing Fees	350
Transfer Agency Fees	250
Continuous Disclosure Expenses	350
Professional fees not relating to the Qualifying Transaction	<u>450</u>
TOTAL	<u>\$ 2,000</u>
TOTAL (for an 18-month period)	<u>\$36,000</u>

The foregoing budget is based on the Company’s projected monthly administrative expenses. The Company will spend the funds available to it on the completion of this Offering to further the Company’s stated business objectives set out in “Business of the Company”. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives. Expenses in a category may be less than or may exceed the amount budgeted. The Company will only redirect the funds to other expense categories in accordance with Exchange policies. See “Business of the Company – Policy 2.4 Overview” on page 3.

Notes:

- (1) In accordance with Policy 2.4, until the completion of a Qualifying Transaction, no more than 30% of the aggregate gross proceeds of the issuance of all securities by the Company, inclusive of the securities offered hereby, will be used for purposes other than the cost of identifying and evaluating assets or businesses. The Company's budget for administrative fees covers a period of 18 months.
- (2) If the Agent exercises the Agent's Warrant, there will be available to the Company additional funds to a maximum of \$22,500. If all stock options are exercised there will be an additional \$45,000 available to the Company. These funds will be added to the working capital of the Company. See "Share Capital".
- (3) If the Company completes a Qualifying Transaction before spending the \$236,681 allocated to identifying and evaluating assets or businesses (including professional fees in connection therewith), the Company may use the remaining funds to finance or partially finance the acquisition of, or participation in, assets or a business or for other purposes.
- (4) Under Policy 2.4, Related Parties to the CPC may not receive compensation for management services rendered to the Company prior to completion of the Qualifying Transaction and such costs cannot be accrued and paid subsequent to the Qualifying Transaction.
- (5) The net proceeds of the Offering will not be applied for the benefit of the Agent or any related party of the Agent other than as set out above.

RISK FACTORS

Investments in small businesses involve a high degree of risk and investors should not invest any funds in this Offering unless they can afford to lose their entire investment.

No Existing Business; No Assurance of Qualifying Transaction

There is no assurance that the Company will identify potential businesses or assets which warrant acquisition or investment, in whole or in part. As at the date of this Prospectus, the Company has not identified any potential business or assets for acquisition. Furthermore, the acquisition of an interest in a business or asset, if effected through the issuance of common shares from treasury, will likely result in a change of control of the Company, and security holders acquiring common shares under this Prospectus may suffer further dilution of their investment. There is no assurance that the Company will identify a business or asset with a view to acquisition. If a suitable business or asset is identified, management may determine that current market conditions make the terms of the acquisition uneconomic. The Company may find that even if the terms of the acquisition are economically sound, it may not be able to finance the acquisition and additional funds will be required to complete the transaction. The Company may be in competition with others with greater resources. The Company does not have business operations or assets other than cash, and has no agreements for the acquisition of a business or asset at the time of this Offering. This Offering is suitable only for those investors who are willing to rely solely on the management of the Company and who can afford to lose all of their investment. See "Business of the Company", "Management and Key Personnel", "Directors, Officers and Promoters" and "Use of Proceeds".

No Operating History

This Offering is highly speculative since the Company was only recently incorporated and has not commenced business operations. The Company has no assets other than cash and the proceeds from this Offering, and has neither a history of earnings nor has it paid any dividends and it is unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future.

Requirement for Additional Financing

The net proceeds from the Offering will be sufficient to identify only a limited number of businesses or assets and, if so identified, the Company may not be able to finance the acquisition unless it obtains additional funds. There is no assurance that the Company will be able to secure financing or that such financing will be obtained on terms favourable to the Company. Failure to obtain adequate financing could result in significant delays in identifying a Qualifying Transaction and the Company may risk becoming delisted or cease traded.

Reliance on Management; Directors' and Officers' Involvement in Other Projects

The directors of the Company will be devoting such time as is required to effectively manage the Company. The Company will be dependent on its management team, each of whom will not be remunerated for any services they provide prior to the Qualifying Transaction. The loss of any one of them could have an adverse effect on the Company. In such event, the Company will seek satisfactory replacements but there can be no guarantee that proper personnel may be found.

The directors and officers of the Company will not be devoting all their time to the affairs of the Company, but will be devoting such time as required to effectively manage the Company. Some of the directors and officers of the Company are engaged and will continue to be engaged in the search for property or assets or business prospects on their own behalf or on behalf of others. Accordingly, conflicts may arise from time to time. Any conflicts will be subject to the procedures and remedies under the *Company Act* (British Columbia). No members of management have entered into non-competition agreements with the Company. See "Management and Key Personnel" and "Directors, Officers and Promoters".

No Public Market

There is currently no public market for the common shares of the Company and there can be no assurance that an active public market on a stock exchange will develop or be sustained after the Offering.

Possible Trading Suspension or Delisting

The Exchange may suspend from trading or delist the securities of the Company if the Company fails to complete a Qualifying Transaction within 18 months from the date of listing. Notwithstanding that a transaction may meet the definition of a Qualifying Transaction, the Exchange may not approve a Qualifying Transaction where the Company fails to meet the minimum listing requirements of the Exchange's policies upon completion of the Qualifying Transaction or for any other reason in the sole discretion of the Exchange.

Impact of the Year 2000 Issue

The "Year 2000 Issue" is a term used to describe a problem encountered by certain computer programs where dates have been written using two digits rather than four. Computer programs that have date sensitive software may recognize a date using "00" as the year 1900 rather than the year 2000. This could result in system failures or miscalculations causing disruptions of operations including, among other things, a temporary inability to process transactions, send invoices or engage in similar normal business activities. The Company is currently using systems which can effectively process Year 2000 transactions and does not anticipate that its software or computer systems will require any modification or replacement in response to the "Year 2000 Issue". However, there can be no assurances that systems of other companies with which the Company has, or may in the future have, business dealings will not incur problems relating to the Year 2000 Issue.

Dilution

The financial risk of the Company's future activities will be borne to a significant degree by purchasers of Shares under the Offering. Investors will suffer immediate dilution respecting their investment in the common shares of the Company under this Offering.

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names, ages and municipalities of residence of the directors and officers of the Company, their positions and offices with the Company, their principal occupations during the past five years and the number, class and kind of securities of the Company held by each of them as of June 26, 2000. See also "Management and Key Personnel" for additional information regarding the principal occupations of the Company's directors.

Name, Age and Municipality of Residence	Position Held	Principal Occupation for Past Five Years	Number of Securities of the Company Held (% of class)			
			Common Shares Before Offering	(% of class)	Common Shares After Offering ⁽¹⁾	(% of class) ⁽²⁾
James Mitchell, 52, Harrison Hot Springs, B.C.	President, CEO and Director	Consultant to public and private companies, President, Chief Executive Officer and Director of the Company; formerly Director, Secretary and Vice-President, Marketing for Lake City Gaming Corp.; Previously Director, Marketing and Sales, Harrison Hot Springs Hotel	683,334	45.56%	683,334	22.78%
Lorne Torhjem, 56, Surrey, B.C.	Secretary, CFO and Director	President, Chief Executive Officer and Director, Commonwealth Energy Corp.; President and sole owner R.N.J. Ventures Inc.	683,333	45.56%	683,333	22.78%
Douglas Wolters, 24 Abbotsford, B.C.	Director	Office Manager, Commonwealth Energy Corp.; Previously, university student	133,333	8.89%	133,333	4.44%
TOTAL SECURITIES			<u>1,500,000</u>	100%	<u>1,500,000</u>	100%

Notes:

- (1) These common shares are subject to escrow restrictions. See "Share Capital".
- (2) Assuming no exercise of Agent's Warrant or stock options. See "Payments to Insiders and Promoters".

Aggregate Ownership of Securities

Upon completion of this Offering, the directors, officers and promoters of the Company, as a group, will beneficially own, directly or indirectly, 1,500,000 common shares of the Company, being 50% of the then issued and outstanding common shares of the Company (excluding common shares issuable pursuant to the exercise of stock options and the Agent's Warrants).

Appointment of Directors

The directors of the Company are elected by the shareholders at each annual general meeting and typically hold office until the next annual general meeting at which time they may be re-elected or replaced.

The Articles of the Company also permit the directors to appoint directors to fill any casual vacancies that may occur due to resignations of directors. Individuals appointed as directors to fill casual vacancies hold office like any other director until the next annual general meeting at which time they may be re-elected or replaced.

Other Reporting Issuers

The directors, officers and promoters of the Company who have been directors, officers and promoters of other reporting issuers within the past five years prior to the date of this Prospectus, including the periods during which they acted in such capacity are:

<u>Name of Director, Officer or Promoter</u>	<u>Name of Reporting Issuer</u>	<u>Position</u>	<u>Term</u>
James Mitchell	Lake City Gaming Corp.	Director, Secretary and Vice-President, Marketing	January 1998 to December 1999
	Porcher Island Gold Corp. (formerly Tenby Developments Ltd.)	Director	August 15, 1996 to November 27, 1997
	Fjordland Minerals Ltd. (formerly Ellios Resources Ltd.)	Director	May 17, 1996 to June 27, 1996
Lorne Torhjelm	Commonwealth Energy Corp.	President, Chief Executive Officer and Director	December 1997 to present
	Scimitar Hydrocarbons Inc.	Director	April 1995 to July 1996
	Renco Resources Ltd.	Director	May 1996 to December 1996

Corporate Cease Trade Orders or Bankruptcies

No director, officer or promoter of the Company is, or within the five years prior to the date of this Prospectus has been, a director, officer or promoter, of any other company that, while that person was acting in that capacity was the subject of a cease trade or similar order or an order that denied that company access to any statutory exemptions for a period of more than 30 consecutive days, or was declared bankrupt or made a voluntary assignment in bankruptcy, or made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that company.

Penalties or Sanctions

No director, officer or promoter of the Company has, within the 10 years before the date of this Prospectus, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion or management of a publicly traded company, or theft or fraud.

Individual Bankruptcies

No director, officer or promoter of the Company has, within the five years before the date of this Prospectus, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to any proceedings with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Company also holding positions as directors and/or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where

the directors and officers will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies under the *Company Act* (British Columbia). See “Risk Factors”.

INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTERS AND OTHER MANAGEMENT

No director, officer or promoter or other member of management of the Company, or any associate or affiliate of any such person, is or has been indebted to the Company.

PAYMENTS TO INSIDERS AND PROMOTERS

Executive Compensation

No remuneration has been paid by the Company to any director or officer since its incorporation. Pursuant to Policy 2.4, no remuneration, consulting fees, deposits or similar payments may be paid to or accrued for the benefit of Related Parties, and no remuneration may be paid by the Company to any individual or entity providing investor relations, promotional or marketing making services to the Company before completion of a Qualifying Transaction by the Company. See “Policy 2.4” and “Use of Proceeds”.

The Company will only reimburse such individuals their reasonable expenses incurred in pursuit of carrying out the Company’s intended business objectives. Any payment made to such individuals after the Qualifying Transaction will not relate to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction. The Company will not hire any individuals as part of the management team until after the completion of a Qualifying Transaction.

Options Granted

Options to purchase up to 300,000 common shares of the Company have been granted, pursuant to incentive stock option agreements dated June 1, 2000, to the Company’s directors and officers as set forth in the table below.

Name	Securities under Options Granted (#)	Exercise of Base Price (\$/Security)	% of Total Options Granted to Employees in Fiscal Year	Market Value of Securities Underlying Options on the Date of Grant (\$/Security) ⁽¹⁾	Expiration Date
James Mitchell	136,667	\$0.15	45.56%	N/A	May 31, 2000
Lorne Torhjem	136,667	\$0.15	45.56%	N/A	May 31, 2000
Douglas Wolters	26,666	\$0.15	8.88%	N/A	May 31, 2000

Notes:

- (1) As the Company’s common shares were not listed on the Exchange at the date of grant, the market value of the securities underlying the options on the date of grant is not applicable.

The Exchange’s policies require, and the directors have undertaken that the common shares issued on the exercise, prior to the completion of the Qualifying Transaction, of these stock options will be escrowed until the completion of the Qualifying Transaction.

Related Party Transactions

The Company was recently incorporated and has not acquired assets or services from an insider, promoter or member of management or any of their respective associates or affiliates.

SHARE CAPITAL

Authorized and Issued Shares

The authorized capital of the Company consists of 100,000,000 common shares without par value. As at June 26, 2000, there were 1,500,000 common shares issued and outstanding. See "Prior Sales". All of the common shares rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and the entitlement to dividends. The holders of the common shares are entitled to receive notice of all meetings of shareholders and to attend and vote the Shares at the meetings. Each common share carries with it the right to one vote.

In the event of liquidation, dissolution or winding-up of the Company or other distribution of its assets, the holders of the common shares will be entitled to receive, on a pro-rata basis, all of the assets remaining after the Company has paid out its liabilities. Distribution in the form of dividends, if any, will be set by the Board of Directors.

There are no restrictions on the repurchase or redemption by the Company of common shares. There are no indentures or agreements limiting the payment of dividends. There are no common rights, special liquidation rights, pre-emptive rights or subscription rights attached to any common shares.

Provision as to modification, amendment or variation of the rights attached to the shares of the Company are contained in the Company's Articles and the *Company Act* (British Columbia). Generally speaking, substantive changes to the share capital requires the approval of the shareholders by special resolution (at least 75% of the votes cast).

As of the date of this Prospectus, the Company has no outstanding loans or other obligations.

Existing and Proposed Share Capital

The following table represents the Company's share capital both before and after the issuance of the common shares issuable upon the completion of the Offering.

		<u>Number of Issued Securities</u>	<u>Price per Security</u>	<u>Total Consideration</u>
(a)	Prior sales of securities issued as of June 26, 2000	1,500,000 ⁽¹⁾	\$ 0.075	\$ 112,500
(b)	Offering	<u>1,500,000</u>	\$ 0.15	<u>\$ 225,000</u>
(c)	To be issued and outstanding if all securities being offered are sold	3,000,000		\$ 337,500

Notes:

- (1) These common shares of the Company are held in escrow in accordance with Policy 2.4. See "Escrowed Shares".
- (2) As of June 26, 2000 there are 450,000 common shares of the Company reserved for future issuance: 300,000 for stock options and 150,000 for the Agent's Warrant. See "Share Capital" and "Plan of Distribution".

Options and Other Rights to Purchase Common Shares

Stock Options

The Company has outstanding the following options to purchase common shares as of June 26, 2000:

<u>Name of Optionee</u>	<u>Number</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
Lorne Torhjelm	136,667	\$0.15	May 31, 2005
Doug Wolters	26,666	\$0.15	May 31, 2005
James Mitchell	136,667	\$0.15	May 31, 2005
TOTAL	300,000		

All of the stock options are non-transferable and terminate on the earlier of the expiry date or the 30th day following the day on which the director ceases to be either a director, officer or employee of the Company. Pursuant to Policy 2.4 any common shares issued on exercise of these stock options will be held in escrow in accordance with Policy 2.4. See "Escrowed Shares".

Agent's Warrant

Subject to completion of this Offering, the Company has granted the Agent's Warrant to the Agent, entitling the Agent to purchase up to 150,000 common shares of the Company at any time up to the close of business 18 months from the date the Company's common shares are listed, posted and called for trading on the Exchange at a price of \$0.15 per share. A total of fifty (50%) percent of the common shares acquired pursuant to the exercise of the Agent's Warrant may be sold by the Agent prior to completion of a Qualifying Transaction by the Company. The remaining fifty (50%) percent may only be sold after completion of a Qualifying Transaction. See "Plan of Distribution".

There are no assurances that the options or warrants described above will be exercised in whole or in part.

Fully Diluted Share Capital

	<u>Shares Issued or Allotted</u>	<u>Number of Securities</u>	<u>Percentage of Total</u>
(a)	Issued as of June 26, 2000	1,500,000	43.48%
(b)	Offered under the Prospectus	1,500,000	43.48%
(c)	securities reserved for future issue as of the date of this Prospectus	450,000 ⁽¹⁾	13.04%
TOTAL		3,450,000	100%

Notes:

- (1) As of the date of this Prospectus, the following common shares of the Company are reserved for future issuance: 150,000 common shares on exercise of the Agent's Warrant and 300,000 common shares on exercise of stock options.

Principal Holders of Voting Securities

As at June 26, 2000, the only persons or companies of record or known to the Company to beneficially own, directly or indirectly, or to have control or direction over, more than 10% of the issued common shares of the Company are as follows:

Name and Municipality of Residence	No. of Securities ⁽¹⁾	Percentage Prior to Offering	Percentage After Offering
Lorne Torhjem, Surrey, B.C.	683,333	45.56%	22.78%
James Mitchell, Harrison Hot Springs, B.C.	683,334	45.56%	22.78%

Notes:

- (1) These securities are subject to an escrow agreement pursuant to the policies of the Exchange. See “Escrow Shares” below.

Escrow Shares

Pursuant to Policy 2.4, all seed capital common shares issued at a price less than the IPO offering price are subject to escrow. Related Parties to the CPC must have all their beneficially-owned common shares held in escrow, whether acquired prior to or pursuant to the IPO, or acquired from treasury after the IPO but prior to the completion of a Qualifying Transaction. In addition, any common shares acquired by a Control Person prior to the Qualifying Transaction, either in the secondary market, or through a private placement or in any other manner (determined after giving effect to such issuance) must be held in escrow. And all common shares issued prior to the Qualifying Transaction as a result of the exercise of stock options must also be held in escrow.

Release of common shares from escrow is subject to completion by the Company of a Qualifying Transaction. All escrow shares (except those acquired pursuant to the exercise of a stock option) will be released from escrow as to 10% following issuance of the Final Exchange Notice approving the Qualifying Transaction, and an additional 15% on each of the days that is 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the date of the initial release. Shares acquired pursuant to exercise of stock options by directors or officers of the CPC are released from escrow on the completion of a Qualifying Transaction.

The following individuals currently hold common shares which are held in escrow pursuant to an escrow agreement dated April 20, 2000 (as described below under “Escrow Agreement”).

Name	No. of Securities	Percentage Prior to Offering	Percentage After Offering ⁽¹⁾
Lorne Torhjem	683,333	45.56%	22.78%
Doug Wolters	133,333	8.89%	4.44%
James Mitchell	683,334	45.56%	22.78%

Notes:

- (1) Prior to the exercise of Agent’s Warrant and stock options.

(the above parties, collectively, are the “Escrow Shareholders”)

Any transfers of escrow shares not specifically provided for in the standard Exchange escrow agreement require the prior written consent of the Exchange. The Exchange will generally only permit a transfer of escrow shares to incoming principals in connection with a Qualifying Transaction.

Securities held by Principals of the Resulting Issuer (as those terms are defined in Policy 2.4) at the date of completion of the Qualifying Transaction are held according to the escrow requirements of Policy 5.4 of the Exchange, although the Exchange may exempt certain holders according to the provisions of Policy 2.4. At its discretion, the Exchange may order any other securities issued in conjunction or contemporaneous with or in contemplation of a Qualifying Transaction to be held according to the escrow requirements of Policy 5.4 of the Exchange.

Up to 50% of the common shares acquired by the Agent on exercise of the Agent's Warrant (assuming the Agent's Warrant is fully exercised) may be sold by the Agent before the completion of the Qualifying Transaction.

In the event a Qualifying Transaction is not completed, and an Exchange notice is issued delisting the Company, all seed capital common shares held by insiders of the Company or trusts or holding companies that are controlled by insiders, and issued at a price less than the IPO offering price must be immediately cancelled. Any other seed shares must be cancelled 10 years from the date of the Exchange notice.

At the date of this Prospectus all of the common shares of the Company are held in escrow and beneficially owned by insiders of the Company (see "Escrow Agreements").

Escrow Agreement

The Company and those shareholders listed under "Share Capital – Escrow Shares" (the "Escrow Shareholders") are beneficial owners of common shares of the Company and have entered into a "discount seed share" escrow agreement made effective the 20th day of April, 2000, among the Company, CIBC Mellon Trust Company and the Escrow Shareholders pursuant to which 1,500,000 common shares of the Company (the "Escrow Shares") are held in escrow (the "Escrow Agreement"). The Escrow Agreement provides that the Escrow Shares are held in escrow pursuant to its terms and the beneficial ownership thereof may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the prior written consent of the Exchange, or if applicable, the Commissions.

Policy 2.4 provides that the Exchange will generally permit a transfer of Escrow Shares in an arm's length Qualifying Transaction to incoming principals of the Company. In the event of the bankruptcy or death of an Escrow Shareholder, the escrow agent, with written notification to the Exchange, may transfer such Escrow Shareholder's Escrow Shares to the trustee in bankruptcy, executor, administrator or such other person as is legally entitled to become the registered owner of the Escrow Shares. Escrow Shares which are transferred as a result of such circumstances will remain in escrow and be subject to the Escrow Agreement.

If the Company is wound up, the holders of any Escrow Shares remaining in escrow will assign their rights to receive any distribution to be made to shareholders attributable to such Escrow Shares to CIBC Mellon Trust Company in trust for the holders of common shares not subject to escrow.

Upon completion of the Offering the Escrow Shares will represent 50% of the issued and outstanding common shares of the Company.

DIVIDEND RECORD AND POLICY

The Company has not paid any dividends on its outstanding common shares since its incorporation and does not anticipate that it will do so in the foreseeable future. The declaration of dividends on the common shares of the Company is within the discretion of the Company's directors and will depend upon the assessment of, among other factors, earnings, capital requirements and the operating and financial condition of the Company.

PRIOR SALES

Since the date of incorporation of the Company, common shares of the Company have been issued as follows:

<u>Date</u>	<u>Number of Common Shares</u>	<u>Issue Price per Common Share</u>	<u>Aggregate Issue Price</u>	<u>Nature of Consideration Received</u>
May 23, 2000	1,500,000 ⁽¹⁾	\$0.075	\$112,500	Cash

Notes:

- (1) All of these common shares are escrowed. See “Share Capital – Escrow Shares”.

DESCRIPTION OF SECURITIES OFFERED

Common Shares

The holders of the Company’s common shares are entitled to dividends as and when declared by the Directors of the Company. They are also entitled to one vote per share on all matters at all meetings of the Shareholders of the Company and, upon liquidation, are entitled to receive such assets of the Company as are distributable pro rata to the holders of the common shares. All of the common shares to be outstanding on completion of this Offering will be fully paid and non-assessable. There are no pre-emptive rights or conversion rights attached to the common shares. There are also no warrants, redemption or purchase for cancellation or surrender provisions, sinking or purchase fund provisions, or any provisions as to modification, amendment or variation of any such rights or provisions attached to the common shares of the Company.

Modification of Terms

The *Company Act* (British Columbia) provides that the rights and provisions attached to any class of common shares may not be modified, amended or varied unless consented to by special resolution passed by a majority of not less than 3/4 of the votes cast in person or by proxy by holders of common shares of that class.

SPONSORSHIP AND FISCAL AGENCY AGREEMENTS

As part of its services under the Agency Agreement, the Agent has agreed to act as sponsor for the listing of the Company’s common shares on the Exchange. Under the terms of the Agency Agreement, the Agent is entitled to a corporate finance fee of \$5,000 plus applicable taxes. The Company has not entered into any other sponsorship or fiscal agency agreements and has no plans to enter into any such agreements in the near future. The Company however, will be required to obtain sponsorship by an Exchange member firm at the time the Company enters into a Qualifying Transaction. See “Plan of Distribution – Appointment of Agent” and “Business of the Company”.

INVESTOR RELATIONS ARRANGEMENTS

The Company has also not entered into any agreement or understanding with any person to provide promotional or investor relations services for the Company or its securities, or to engage in any activities for the purposes of stabilizing the market for the Company’s common shares, either now or in the future.

RELATIONSHIP BETWEEN COMPANY AND AGENT

The Company is not a related party or connected party, as defined in the *Securities Rules* (British Columbia and Alberta) (the “Rules”), of the Agent, nor are any securities being offered from the holdings of a selling shareholder who is a related or connected party to the Company.

RELATIONSHIP BETWEEN COMPANY AND PROFESSIONAL PERSONS

No professional person as defined in section 106(2) of the *Securities Rules* (British Columbia) or section 85(1) of the *Securities Rules* (Alberta), including the Company's solicitor or any partner of such solicitor's firm, has any beneficial interest, direct or indirect, in any securities or property of the Company or an associate or affiliate of the Company.

LEGAL PROCEEDINGS

There are no actual or pending legal proceedings to which the Company is a party or of which any of its assets are subject.

AUDITORS, REGISTRAR AND TRANSFER AGENT

The Company's auditor is Dale Matheson Carr-Hilton, 1700 – 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1.

The registrar and transfer agent of the Company is CIBC Mellon Trust Company, Suite 1600, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1.

MATERIAL CONTRACTS

The Company has not entered into any material contracts since its incorporation except as follows:

1. Agency Agreement dated June 26, 2000 with Goepel McDermid Inc. See "Plan of Distribution".
2. Incentive Stock Option Agreements dated June 1, 2000 between the Company and each of James Mitchell, Lorne Torhjelm, and Douglas Wolters. See "Share Capital – Options and Other Rights to Purchase Common Shares".
3. Escrow Agreement dated April 20, 2000 among the Company, CIBC Mellon Trust Company, James Mitchell, Lorne Torhjelm, and Douglas Wolters. See "Share Capital – Escrow Shares".

Inspection of Material Contracts

The above contracts may be inspected at the registered office of the Company's solicitors, Lang Michener Lawrence & Shaw, at 1500 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7 during normal business hours while the securities offered by this Prospectus are in the course of distribution and for a period of 30 days after completion of the distribution.

OTHER MATERIAL FACTS

The Company's common shares are not listed on any other exchange.

There are no other material facts relating to the securities proposed to be offered which have not been disclosed elsewhere in this Prospectus.

PURCHASER'S STATUTORY RIGHTS

The *Securities Acts* of British Columbia and Alberta (the "Acts") provide purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a Prospectus and any amendment. The Acts further provide a purchaser with remedies for rescission or damages where the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages are exercised by the purchaser within the time limits prescribed by the Acts. The purchaser should refer to sections 83, 131, 135 and 140 of the *Securities Act* (British Columbia), and sections 92, 106, 168, 170 and 175 of the *Securities Act* (Alberta), for the particulars of these rights or consult with a legal advisor.

ACCESS WEST CAPITAL CORP.

FINANCIAL STATEMENTS

FOR THE INITIAL PERIOD FROM THE DATE OF
INCORPORATION (NOTE 1) TO MAY 31, 2000

AUDITORS' REPORT

To the Directors of
ACCESS WEST CAPITAL CORP.

We have audited the balance sheet of **Access West Capital Corp.** as at May 31, 2000 and the statements of operations and deficit and cash flows for the period from the date of incorporation (Note 1) to May 31, 2000. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2000 and the results of its operations and cash flows for the period from incorporation (Note 1) to May 31, 2000 in accordance with generally accepted accounting principles consistently applied.

"DALE, MATHESON, CARR-HILTON" (signed)

**Vancouver, B.C.
June 6, 2000**

CHARTERED ACCOUNTANTS

ACCESS WEST CAPITAL CORP.

BALANCE SHEET - MAY 31, 2000

		2000
		\$
ASSETS		
CURRENT ASSETS		
Cash		104,313
Accounts receivable		218
Prepaid expenses		4,500
		109,031
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable		1,000
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 2)		112,500
DEFICIT		<u>(4,469)</u>
		108,031
		109,031

APPROVED BY THE DIRECTORS:

"Doug Wolters" (signed) _____ **Director**

"Lorne Torhjem" (signed) _____ **Director**

- See Accompanying Notes -

ACCESS WEST CAPITAL CORP.

STATEMENT OF OPERATIONS AND DEFICIT
FROM THE DATE OF INCORPORATION (NOTE 1)
TO MAY 31, 2000

	2000
	\$
<hr/>	
ADMINISTRATIVE EXPENSES	
Accounting	1,000
Bank charges	16
Legal fees	<u>3,498</u>
	<u>4,514</u>
LOSS BEFORE OTHER INCOME	(4,514)
OTHER INCOME	
Interest income	45
<hr/>	
NET LOSS AND DEFICIT	(4,469)

- See Accompanying Notes -

ACCESS WEST CAPITAL CORP.

STATEMENT OF CASH FLOW

FROM THE DATE OF INCORPORATION (NOTE 1)
TO MAY 31, 2000

	2000
	\$
<hr/>	
CASH FLOW PROVIDED BY (USED FOR):	
OPERATIONS	
Net loss	(4,469)
Net changes in non-cash operating accounts:	
Accounts receivable	(218)
Prepaid expenses	(4,500)
Accounts payable	<u>1,000</u>
	<u>(8,187)</u>
FINANCING	
Issuance of share capital	112,500
<hr/>	
INCREASE IN CASH AND CASH BALANCE AT PERIOD END	104,313
<hr/> <hr/>	

- See Accompanying Notes -

ACCESS WEST CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS

FROM THE DATE OF INCORPORATION (NOTE 1)
TO MAY 31, 2000

1. OPERATIONS

The Company was incorporated on March 29, 2000 under the Company Act (British Columbia). The Company is a Venture Capital Pool company as defined in the Canadian Venture Exchange Listings Policy 2.4.

The principal business of the Company is to identify and evaluate opportunities for the acquisition of an interest in business assets or a business enterprise, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to Exchange approval and the approval of a majority of non-related party shareholders.

Until the completion of a Qualifying Transaction, the Company may not carry on any business other than the identification and evaluation of assets or businesses in connection with potential qualifying transactions. Should the Company not identify a qualifying transaction within 18 months of its initial public listing, all listed common shares issued at less than the initial public offering price are subject to forfeiture and cancellation. The Company is in the process of preparing documents and filing materials for a planned initial public offering. **(Note 4)**.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Administrative expenditures

Administrative expenditures not directly related to identifying and evaluating opportunities for the acquisition of business assets or a business enterprise are recognized as period costs and are expensed in the period incurred.

b) Financial instruments

The Company's financial instruments consist of cash, accounts receivable and accounts payable. The fair market value of these instruments approximate their carrying value due to their short term nature.

3. SHARE CAPITAL

(a) Share capital
Authorized - 100,000,000 common shares without par value

Issued and outstanding:

	<u>Shares</u>	<u>\$</u>
Issued in the period	<u>1,500,000</u>	<u>112,500</u>

ACCESS WEST CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS

FROM THE DATE OF INCORPORATION (NOTE 1)
TO MAY 31, 2000

3. SHARE CAPITAL - CONT'D

(b) Escrow shares

As at the period end, there were 1,500,000 common shares held in escrow. Escrow shares will be released from escrow as to 10% following issuance of the final exchange notice approving the qualifying transaction, with an additional 15% being released every six months following the date of the initial release.

4. SUBSEQUENT EVENTS

- a) As at the date of the audit report, the Company was in the process of filing a preliminary prospectus with the British Columbia and Alberta Securities Commission. This filing is for an initial public offering of 1,500,000 common shares at a price of \$0.15 per share.

Under the proposed offering, the Agent will receive a commission of 10% of the gross proceeds of the offering. In addition, the Agent will be granted non-transferable warrants to purchase up to 150,000 common shares exercisable for up to eighteen months from the date the Company's common shares are listed for trading on the Canadian Venture Exchange. The agreement includes a corporate finance fee of \$5,000 to the agent.

- b) Subsequent to the period end the Company granted incentive stock options to directors and officers for the issuance of up to 300,000 common shares exercisable at \$0.15 per share expiring May 31, 2005.

CERTIFICATE OF THE COMPANY

Dated: June 26, 2000

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part 9 of the *Securities Act* (British Columbia) and the rules thereto, and by Part 8 of the *Securities Act* (Alberta) and the regulations thereto.

“James Mitchell” (signed)
JAMES MITCHELL
Chief Executive Officer

“Lorne Torhjem” (signed)
LORNE TORHJELM
Chief Financial Officer

ON BEHALF OF THE BOARD

“Lorne Torhjem” (signed)
LORNE TORHJELM
Director

“Douglas Wolters” (signed)
DOUGLAS WOLTERS
Director

CERTIFICATE OF THE PROMOTERS

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part 9 of the *Securities Act* (British Columbia) and the rules thereto and by Part 8 of the *Securities Act* (Alberta) and the regulations thereto.

“Lorne Torhjem” (signed)
LORNE TORHJELM

“James Mitchell” (signed)
JAMES MITCHELL

“Douglas Wolters” (signed)
DOUGLAS WOLTERS

CERTIFICATE OF THE AGENT

Dated: June 26, 2000

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part 9 of the *Securities Act* (British Columbia) and the rules thereto, and Part 8 of the *Securities Act* (Alberta) and the regulations thereto.

GOEPEL MCDERMID INC.

Per: “Gord Medland” (signed)
Gord Medland
Vice President and Managing Director