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.

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

THESE SECURITIES HAVE NOT BEEN 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

DATE: October 16, 2000
EFFECTIVE DATE: ______, 2000

PRELIMINARY PROSPECTUS

MaxTech Ventures Inc.

Suite 115 – 12830 Clarke Place
Richmond, British Columbia
V6V 2H1
Telephone: (604) 789-1283

(a Capital Pool Company Offering)

Offering of:
1,500,000 Common Shares at $0.20 per share
(the "Offering")

MaxTech Ventures Inc. (the “Issuer”) hereby offers through its agent Goepel McDermid Inc. (the “Agent”) for sale to the public hereunder 1,500,000 common shares without par value at a price of $0.20 per share.

The purpose of this issue is to provide the Issuer with a minimum of funds with which to identify and evaluate properties or businesses with a view to acquisition or participation in order to complete a Qualifying Transaction (as defined herein) acceptable to the Canadian Venture Exchange (the "Exchange") and the majority of the minority shareholders of the Issuer. See "Business of the Issuer" on page 4 and "Use of Proceeds" on page 10 herein.

	Price to Public [1]	Agents’ Discounts or Commissions [2]	Net Proceeds to Issuer [3]
Per Share:	$0.20	$0.02	$0.18
Total:	$300,000	$30,000	$270,000 [4]

[1] The price of the common shares of the Issuer (the "Shares") to be sold to the public was determined through negotiations between the Issuer and the Agent.

[2] The Issuer has agreed to pay the Agent a commission of $0.02 per Share sold under the Offering. In addition to this commission, as compensation for the Agents’services, the Issuer has agreed to grant the Agent a non-transferable option (the "Agent’s Option”) to purchase up to 150,000 common shares of the Issuer exercisable

at a price of $0.20 per share. The Agent's Option will be granted to the Agent upon the completion of the Offering and will be exercisable for a period of 18 months from the date the Shares are listed on the Exchange. This Prospectus also qualifies the issuance of the Agent's Option to the Agent (see "Options and Other Rights to Purchase Shares") and "Plan of Distribution" on pages 22 and 25 herein). The Issuer has agreed to pay the Agent a corporate finance fee of $7,490 (including GST). The Issuer has also agreed to reimburse the Agent for the reasonable expenses incurred by the Agent in connection with the Offering.

[3] Before deduction of the costs of the Offering estimated to be $25,000.

[4] The Offering is subject to a minimum subscription of 1,500,000 Shares being received by that date which is selected as the "Offering Day" by the Issuer and the Agent (refer to section headed "Plan of Distribution" on page 25. All subscription funds received by the Agent will be held in trust by the Agent until the minimum subscription is received. If the minimum subscription is not received by the Offering Day, subscription funds will be returned to subscribers without interest or deduction.

There is currently no market for the Shares. An application has been made to conditionally list the securities offered under this prospectus on the Canadian Venture Exchange. Listing is subject to the issuer fulfilling all the listing requirements of the Exchange.

The Exchange may suspend from trading or delist the common shares of the Issuer if the Issuer fails to complete a Qualifying Transaction (as defined herein) within 18 months following the date the Shares are listed on the Exchange.

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. REFER TO "RISK FACTORS" ON PAGE 12 HEREIN.

THE ISSUER DOES NOT HAVE BUSINESS OPERATIONS OR ASSETS OTHER THAN CASH, AND HAS NO WRITTEN OR ORAL AGREEMENTS FOR THE ACQUISITION OF A BUSINESS OR ASSET AT THIS TIME. THE OFFERING IS SUITABLE ONLY FOR THOSE INVESTORS WHO ARE WILLING TO RELY SOLELY ON THE MANAGEMENT OF THE ISSUER AND WHO CAN AFFORD TO LOSE ALL OF THEIR INVESTMENT. REFER TO "RISK FACTORS" ON PAGE 12 HEREIN.

The maximum number of Shares which may be purchased from the Offering by any single subscriber is 30,000 Shares which represents 2% of the total Offering. Upon completion of the distribution of the Shares under this Prospectus, the promoters, insiders, holders of escrow shares of the Issuer and employees of the Agent and/or the Agent, as a group, will hold directly or indirectly, an aggregate of 1,005,001 common shares of the Issuer, representing approximately 36.8% of the then issued and outstanding common shares of the Issuer, assuming no exercise of the Agent's Option or issued incentive stock options. The public will hold, directly or indirectly, an aggregate of 1,725,000 common shares, representing 63.2% of the issued common shares of the Issuer, assuming no exercise of the Agent's Option or issued incentive stock options. Refer to the section headed "Directors, Officers, Promoters and Other Management" on page 14 herein.

This Offering is subject to a minimum subscription being received by the Issuer being the sale of all the Shares offered hereunder. (See "Plan of Distribution" on page 25 herein).

The Shares offered under this Prospectus will be subject to a dilution of $0.045 per Share (22.5%) on completion of the Offering.

NO PERSON IS AUTHORIZED BY THE ISSUER TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN AS CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE ISSUE AND SALE OF THE SECURITIES OFFERED BY THE ISSUER.

WE, AS AGENT, CONDITIONALLY OFFER TO THE PUBLIC THE SHARES, IF, AS AND WHEN ISSUED BY THE ISSUER AND ACCEPTED BY US IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE AGENCY AGREEMENT REFERRED TO UNDER "PLAN OF DISTRIBUTION" ON PAGE 25 HEREIN.

GOEPEL MCDERMID INC. (the "Agent")
Suite 1000 – 601 West Hastings Street
Vancouver, British Columbia V6B 5E2

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SUMMARY OF PROSPECTUS

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

Issuer: MaxTech Ventures Inc.

Business of the Issuer: The Issuer is a capital pool company pursuant to the policies of the Exchange. The principal business of the Issuer is the identification and evaluation of assets or businesses with a view to acquisition or participation. Once the Issuer identifies a suitable asset or business it intends to acquire the asset or business or an interest therein. This acquisition will constitute a "Qualifying Transaction" as that term is defined in the Exchange's policy pertaining to Capital Pool Companies. The Qualifying Transaction will be of a nature and magnitude that will allow the Issuer, upon completion thereof, to obtain capital pool company status on the Exchange. As yet, the Issuer has not carried on any business activities other than to enter into discussions for the purpose of identifying prospective assets or businesses. The Issuer has not yet identified any prospective assets or businesses for acquisition or participation. Refer to the section headed "Business of the Issuer" on page 4 herein.

Offering: The Issuer will offer 1,500,000 Shares to the public under this prospectus at a price of $0.20 per Share. The net proceeds of the Offering, after the deduction of the Agent's commission but before deduction of costs related to the Offering, will be $270,000. Refer to the section entitled "Plan of Distribution" on page 25 herein.

Use of Proceeds: The gross proceeds of the Offering of $300,000, together with the Issuer's working capital of $105,978 as at September 30, 2000 will provide the Issuer with total funds available of $405,978. These funds available will be used primarily to identify and evaluate assets or businesses with a view to acquisition or participation and completion of a Qualifying Transaction. The Issuer has estimated the total costs of the Offering, including Agent's commissions and disbursements, legal, accounting and filing fees, to be $55,000. The Issuer anticipates that it will incur general and administrative expenses of $55,000 subsequent to completion of the Offering and prior to the completion of its Qualifying Transaction. Funds in the amount of $288,488 will be used to identify and evaluate assets or businesses. The Issuer has agreed to pay the Agent a fee of $7,490 (including GST). Refer to the sections headed "Proposed Operations" on page 6 and "Use of Proceeds" on page 10 herein.

Business Objectives: The Issuer intends to identify a suitable asset or business, and acquire an interest therein. The acquisition will constitute a Qualifying Transaction which will allow the Issuer to obtain Tier 2 company status on the Exchange.

Risk Factors: **Financing Risks**
The Issuer does not have business operations or assets other than cash, and has no written or oral agreements pertaining to the acquisition of a business or asset. There is no guarantee that the Issuer will be able to identify or acquire a suitable business or asset or complete a Qualifying Transaction, and no guarantee that the Issuer's Qualifying Transaction will be profitable. The Qualifying Transaction will require the approval of the Issuer's shareholders, which may not be

forthcoming. The Exchange may refuse to approve a proposed Qualifying Transaction where the Issuer would not meet the minimum listing requirements for a Tier 1 or Tier 2 issuer upon the completion thereof.

Failure to Complete Qualifying Transaction
The Exchange may suspend from trading or delist the common shares of the Issuer where the Issuer has failed to complete a Qualifying Transaction within 18 months from the date of listing, where the Issuer has failed to acquire and develop operating assets acceptable to the Exchange by that date. The Offering is, therefore, suitable only for those investors who are willing to rely solely on the management of the Issuer and who can afford to lose all of their investment.

No Operating History
The Issuer does not have a track record or operating history upon which investors may rely. Consequently, investors will have to rely on the expertise of the Issuer's management. To date the Issuer's operations have been administrative in nature.

Liquidity/Dividends
There is currently no market for the common shares of the Issuer. The Issuer 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.

Dilution
Assuming no exercise of the Agent's Option, investors acquiring any of the Shares offered under this prospectus will suffer an immediate dilution of 22.5% or $0.045 per Share based on the gross proceeds of this and prior issues of common shares by the Issuer, without deduction of selling commissions and related expenses incurred by the Issuer.

Administration and Management
The directors and officers of the Issuer will not be devoting all of their time to the affairs of the Issuer, but will be devoting such time as is required to effectively manage the affairs of the Issuer. Some of the directors and officers of the Issuer are engaged and will continue to be engaged in the search for property or business prospects on their own behalf or on behalf of others. See "Directors, Officers, Promoters and Other Management" on page 14 and "Conflicts of Interest" on page 20 herein.

Refer to the section entitled "Risk Factors" on page 12 herein.

Management:

Samson C.W. Mui, B.A.Sc., B.A., M.B.A., P.Eng., C.M.A., President, Chief Executive Officer, Chairman of the Board, Director and Promoter of the Issuer, is a Professional Engineer and a Certified Management Accountant in the Province of British Columbia. Mr. Mui has experience in business startup planning, strategic planning and corporate restructuring.

S. Brian Findlay, Corporate Secretary and Director of the Issuer, has 22 years of experience in the structuring, financing and administration of public companies. Mr. Findlay is a director and/or officer of several public companies involved in oil and gas, mineral resource and high-tech industries.

Laurence B. Liebowitz, B.A., M.A., J.D., Director of the Issuer, has experience in the structuring, financing and operation of public companies. Before relocating to Vancouver in 1998, Mr. Liebowitz practiced commercial law for more than 20 years in New York. Mr. Liebowitz is a director and/or officer of other public companies involved in high-tech industries, including acting as President and Chief Executive Officer of Rhona Online.com Inc.

William Lee, B.A., Director of the Issuer, is the President and Owner of a private company involved in the importing business. Mr. Lee has 10 years experience with a public company listed on the stock exchanges of Hong Kong and the U.K., which is in the business of importing and distributing educational toys and consumer products.

Raymond W.H. Wong, Director of the Issuer, is the President and founding shareholder of a private company involved in the distribution of automobile parts in British Columbia.

Elaine V. Price, C.M.A., Chief Financial Officer of the Issuer, has held senior management positions, including corporate controller with public companies listed on the NASDAQ , OTCBB and Toronto Stock Exchange.

Refer to the section entitled "Directors, Officers, Promoters and Other Management" on page 14 herein.

The Agent: Goepel McDermid Inc. has agreed to sell the Shares to the public through the facilities of the Exchange. The Issuer has agreed to pay the Agent a commission of $0.02 per Share sold under the Offering. In addition to this commission, as compensation for the Agents' services, the Issuer has agreed to grant the Agent an Agent's Option to purchase up to 150,000 common shares of the Issuer exercisable at a price of $0.20 per share. The Agent's Option will be granted to the Agent upon the completion of the Offering and will be exercisable for a period of 18 months from the date the Shares are listed on the Exchange. Refer to the sections entitled "Plan of Distribution" on page 25 and "Sponsorship and Fiscal Agency Agreements" on page 26 herein.

THE FOREGOING IS A SUMMARY ONLY AND SHOULD BE READ IN CONJUNCTION WITH THE MORE DETAILED INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS.

CORPORATE STRUCTURE

Name and Incorporation

The Issuer was incorporated under the British Columbia Company Act on April 19, 2000 under the name of MaxTech Ventures Inc..

The address of the head office of the Issuer is Suite 115, 12830 Clarke Place, Richmond, British Columbia, V6V 2H1. The address for service and the registered and records office of the Issuer is Suite 1750, 750 West Pender Street, Vancouver British Columbia, V6C 2T8.

Intercorporate Relationships

The Issuer does not have any subsidiaries or proposed subsidiaries.

BUSINESS OF THE ISSUER

Description and General Development

The Issuer is a capital pool company pursuant to the policies of the Exchange. The Issuer has no business operations or assets other than seed capital and has not conducted operations of any kind other than to enter into discussions for the purpose of identifying and evaluating prospective assets and businesses. The Issuer's operations, until the completion of a Qualifying Transaction, will be restricted to the identification and evaluation of assets and businesses with a view to acquisition or participation. Once a suitable asset or business is identified and evaluated, the Issuer will negotiate terms under which such asset or business may be acquired or participated in by itself or jointly with others. The agreement between the Issuer and the target business or the owners of the target asset will form the basis for the Issuer's Qualifying Transaction. The Issuer has no written or oral agreements for the acquisition of an asset or business at this time. The Qualifying Transaction will be of a nature and magnitude that will allow the Issuer, upon completion thereof, to obtain Tier 1 or Tier 2 status on the Exchange.

Currently, the Issuer's operations are administrative and financial in nature. The Issuer has no full time or part-time employees.

Activities During the Fiscal Period ended June 15, 2000

The Issuer was incorporated on April 19, 2000. It had financial statements prepared and audited for the period commencing on its incorporation date and ending on June 15, 2000. Operations during this period consisted mainly of preliminary administrative, legal and accounting work associated with incorporation and undertaking this Offering.

Summary and Analysis of Financial Operations

The following summarizes the Issuer's financial operations during the period commencing on its incorporation date and ending on June 15, 2000. Refer to the financial statements for the period ended June 15, 2000 herein.

	Fiscal Period Ended June 15, 2000 - Audited
Gross Profit	Nil
Research and Development Expenses	Nil
Sales and Marketing Expenses	Nil
General and Administrative Expenses	$1,142
Net Income (Loss)	($1,142)
Working Capital	$103,754
Property, Plant and Equipment	Nil
Deferred Research and Development	Nil
Other Intangibles	Nil
Long Term Liabilities	Nil
Shareholders' Equity	
Dollar Amount	$120,000.10
Number of Securities	1,200,001

There are 1,230,001 common shares issued and outstanding as of the date of this Prospectus. Of these, 1,230,001 common shares (the "Escrow Shares") have been deposited into escrow by the holders. The Escrow Shares will be released from escrow as to 10% following issuance of the final Exchange notice approving the Qualifying Transaction and 15% will be released on the day that is 6 months, 18 months, 24 months, 30 months and 36 months following the date of the initial release. Upon successful completion of this Offering, a total of 2,730,001 common shares of the Issuer will be issued and outstanding.

Discussion of Results of Operations

The figures outlined in the table above reflect the incorporation and commencement of operations of the Issuer to June 15, 2000. Accordingly, there are no comparable figures for prior years. Expenses for the period ending June 15, 2000 were $1,142. These expenses were related to the incorporation and organization of the Issuer.

Of the total expenses incurred during the period ending June 15, 2000, $1,100 was spent on professional fees and $42 was spent on bank charges and office supplies.

From the date of the incorporation of the Issuer to June 15, 2000, the Issuer raised $120,000.10 through the issuance of 1,200,001 common shares for cash. During the period June 15, 2000 to September 30, 2000 the Issuer raised an additional $3,000 through the issuance of 30,000 common shares for cash. The Issuer expects to have total working capital of $288,488 available on completion of the Offering (working capital + gross proceeds of the Offering less Agent's commission and other related costs of the Offering). These funds will be used to identify prospective assets or businesses to enable the issuer to complete its Qualifying Transaction.

Other than work undertaken and expenses incurred in connection with the Offering, there have been no significant operations or activities between the date of the financial statements attached to this Prospectus (June 15, 2000) and the date of the Prospectus.

The Issuer has no business and no assets other than cash. Consequently it has no source of revenue other than interest earned on its working capital. Its only other source of funds is capital which may be raised in the future through the sale of equity shares. Depending on the nature of the business or asset the Issuer targets as a result of its activities, it may have to raise additional capital in order to complete a Qualifying Transaction. A number of factors will affect the Issuer's ability to raise capital for such a transaction.

These include market conditions in the industry of the target business or asset, stock market conditions, and the experience and reputation of the Issuer's management.

See "Use of Proceeds" on page 10 and "Proposed Operations" on page 6 herein.

PROPOSED OPERATIONS

To date the Issuer has not carried on any business and has not identified a prospective asset or business for acquisition or participation. The Issuer proposes initially to identify and evaluate assets or businesses. Once a suitable asset or business is identified and evaluated, the Issuer will negotiate the terms under which such property or business may be acquired or participated in by itself or jointly with others.

Method of Financing Acquisitions or Participation

Once the Issuer has negotiated the terms upon which a target asset or business may be acquired or participated in, it will use cash, secured or unsecured debt, the issuance of treasury shares or a combination of the foregoing to finance its acquisition of or participation in the assets or business. Where acquisitions or participation are financed by the issuance of shares from treasury, control of the Issuer may change and investors acquiring Shares under this Offering may suffer further dilution to their investment.

Criteria for Acquisitions or Participation

The Issuer's acquisition of, or participation in, an asset or business may arise in numerous ways and management has not placed geographical restrictions on such acquisitions or participation. The Issuer has no established pre-determined criteria for such acquisitions or participation, other than sound business fundamentals. Such fundamentals include, but are not limited to:

(a) the ratio of risk to reward;
(b) the cost effectiveness of the acquisition or participation;
(c) the length of the payout period; and
(d) the rate of return.

Approval of Qualifying Transaction

For the purposes of the Policy, the term "Qualifying Transaction" means a transaction whereby:

(a) the Issuer issues or proposes to issue 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, in consideration for the acquisition of significant assets;

(b) the Issuer 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 Issuer and the other issuer results in the shareholders of the other issuer acquiring control of the resulting entity; or

(c) otherwise acquires significant assets (other than cash).

but excludes a transaction which consists solely of the issuance for cash by the Issuer of common shares or securities convertible, exchangeable or exercisable into common shares, representing more than 25 percent of the Issuer’s common shares issued and outstanding immediately prior to the issuance. For the purposes of the foregoing, the phrase “significant assets” means one or more assets or businesses which, when acquired by the Issuer, results in it meeting the minimum listing requirements of the Exchange. Final Exchange acceptance of the Qualifying Transaction will depend on the Company meeting the Exchange’s initial listing requirements.

Any Qualifying Transaction that the Issuer enters into shall be submitted to its shareholders for their approval in accordance with the Exchange's Policy 2.4 (the "Policy"). Pursuant to the Policy, a Qualifying Transaction must be accepted for filing by the Exchange, sponsored by an Exchange member firm and receive "majority of the minority approval" from the Issuer's shareholders at a properly constituted meeting of the Issuer's shareholders. "Majority of the minority approval" means approval from 50% plus one vote of the votes cast by shareholders, other than Parties Related to the Issuer and Related Parties of the Qualifying Transaction.

“Parties Related to the Issuer” means:

(a) promoters, officers, directors and other insiders of the Issuer;

(b) an issuer, 20% or more of whose voting securities are beneficially owned, directly or indirectly, by one or more of the persons or companies referred to in clause (a) or over which one or more of the persons referred to in clause (a) has control or direction;

(c) an associate or affiliate of a person or company referred to in clause (a);

“Related Parties to the Qualifying Transaction” means:

(a) the vendors of the asset or business the Issuer proposes to acquire and, if either the vendor or the asset are companies, the promoters, officers, directors and other insiders of such company(ies);

(b) where the acquisition is to be conducted through the purchase of securities of a company (the “Target Issuer”) that is the beneficial owner of the significant assets to be acquired as the Qualifying Transaction, whether by security purchase agreement, take-over bid, amalgamation, plan of arrangement or other corporate reorganization, the Target Issuer and the promoters, officers, directors and other insiders of the Target Issuer;

(c) an issuer, 20% or more of which the voting securities are beneficially owned, directly or indirectly, by one or more of the persons or companies referred to in clause (a) or (b) or over which one or more of the persons referred to in clause (a) or (b) has control or direction;

(d) an associate or affiliate of a person or company referred to in clause (a) or (b); and

(e) all other parties to or associated with the Qualifying Transaction and associates or affiliates of all such other parties.

Prior to the completion of a Qualifying Transaction or the issuance of any securities of the Issuer pursuant to a Qualifying Transaction, the Issuer shall be required to comply with certain policies of the Exchange and provisions of the British Columbia Securities Act and the regulations thereto. It must submit for review to the Exchange an information circular that describes all material particulars of the Qualifying Transaction. The information circular must comply with the regulations of the Securities Act and policies of the Exchange and contain a certificate to the effect that the information circular constitutes full, true and plain disclosure of all material facts relating to the proposed Qualifying Transaction. The Issuer must then mail the information circular and related proxy material to its shareholders and obtain approval of the Qualifying Transaction at the meeting of the Issuer's shareholders on the basis of the application of the "majority of the minority" test described above. The Issuer will submit with the information circular for review by the Exchange or its experts, a current independent engineering report, feasibility study or appraisal relating to the asset or business in such circumstances where such a report, study or appraisal would be required on the filing of a prospectus together with copies of material contracts and audited financial statements, unaudited financial statements and proforma financial statements. After the Issuer has completed a Qualifying Transaction, it will (assuming it meets the appropriate listing requirements) be classified as a Tier 1 or Tier 2 company and will be subject to all Exchange policies applicable to companies in the category for which it qualifies.

In addition to the foregoing, the Issuer will be required to retain an Exchange member firm to act as its sponsor in connection with its Qualifying Transaction. The sponsor will be required to conduct an initial due diligence review of the proposed Qualifying Transaction, file an acknowledgement letter in respect of the Issuer's Qualifying Transaction with the Exchange and obtain Pre-Assessment Stage approval of the Issuer's proposed Qualifying Transaction.

Restrictions on Payments to Parties Related to the Issuer

The Issuer is not permitted to make any payments, directly or indirectly, or by any means, to Parties Related to the Issuer or to Related Parties to the Qualifying Transaction, or to any person engaged in Investor Relations Activities in respect of the Issuer or the securities of the Issuer or any Resulting Issuer until the completion of a Qualifying Transaction. This restriction encompasses any deposits and similar payments and remuneration, including salaries, consulting fees, management contract fees or directors' fees, finder's fees, loans, advances and bonuses. In addition to these restrictions, none of the foregoing payments may be made on or after the completion of the Qualifying Transaction if the payment relates to services rendered or obligations incurred before to or in connection with the Qualifying Transaction.

However, the Issuer may reimburse a Related Party to the Issuer for reasonable expenses for office supplies, office rent and related utilities, reasonable expenses for equipment leases, legal services and out-of-pocket expenses incurred in pursuing the identification and evaluation of assets or business with a view to completing a Qualifying Transaction.

Trading Halt, Suspension and Delisting

The Exchange may suspend from trading or delist the securities of the Issuer where the Issuer has failed to complete a Qualifying Transaction within 18 months of the date of listing.

Refusal of Qualifying Transaction

Notwithstanding the fact that a transaction may meet the definition of a Qualifying Transaction, the Exchange may not approve a Qualifying Transaction where the Issuer fails to meet the Exchange's minimum listing requirements upon completion of the Qualifying Transaction or for any other reason at the sole discretion of the Exchange.

Escrow on Shares issued Pursuant to Qualifying Transaction

Securities issued in conjunction with the Qualifying Transaction which are held by principals of the Issuer upon completion of the Qualifying Transaction will be required to be escrowed. Principals of the Issuer upon completion of the Qualifying Transaction include persons who, at the time the final Exchange acceptance of the Qualifying Transaction, are:

(a) Promoters of the Issuer;
(b) directors or senior officers of the Issuer or a material operating subsidiary of the Company;
(c) a person that owns or controls, directly or indirectly, voting securities carrying more than 20 percent of the voting rights attached to all outstanding voting shares of theIssuer;
(d) a person that owns or controls, directly or indirectly, voting securities carrying more than 10 percent of the voting rights attached to all outstanding voting shares of the Issuer and has selected or has the right to select one or more directors or senior officers of the Company;
(e) a person that owns or controls, directly or indirectly, voting securities carrying more than 10 percent of the voting rights attached to all outstanding voting shares of the Issuer and one or more directors or senior officers of the Issuer are directors, officers or employees of such persons or company and own or control, directly or indirectly more than 10% of the outstanding voting shares of such persons;
(f) a company, if 20% or more of the voting shares of the company are owned or controlled, directly or indirectly by any one or more of the persons referred to in (a) to (e);
(g) a company, if one or more of the persons referred to in (a) to (e) have control or direction over 20% or more of the voting shares of the Issuer; and
(h) an Associate of a person referred to in (a) to (g).

The release of these securities from escrow will vary depending on whether the Issuer qualifies to be listed on the Exchange as a Tier 1 or Tier 2 Issuer, as defined in the Exchange's policies, on closing of the Qualifying Transaction and on whether the shares are Value Securities or Surplus Securities. Value Securities are securities where the deemed value of the securities at least equals the value of the asset received by the Issuer in exchange for the securities. The value of the asset must be valued using a valuation method acceptable to the exchange. Surplus Securities are not supported by a valuation acceptable to the Exchange.

The shares subject to escrow will be released from escrow as follows:

Tier 2

	Percentage Released	
Date of Release	Value	Surplus
Date of Exchange Notice	10%	0%
+6 months	25%	5%
+12 months	40%	10%
+18 months	55%	15%
+24 months	70%	20%
+30 months	85%	30%
+36 months	100%	40%
+42 months		50%
+48 months		60%
+54 months		70%
+60 months		80%
+66 months		90%
+72 months		100%

Tier 1

	Percentage Released	
Date of Release	Value	Surplus
Date of Exchange Notice	25%	10%
+6 months	50%	25%

+12 months	75%	40%
+18 months	100%	55%
+24 months		70%
+30 months		85%
+36 months		100%

The Final Exchange Notice is the date that the Exchange Notice or Bulletin is 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.

These escrowed shares may only be transferred within escrow to an individual who is a current director or senior officer of the Issuer or of a material operating subsidiary of the Issuer, or to any other person with consent of the Exchange. If a beneficial owner becomes bankrupt, the shares of that beneficial owner may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to the shares. If a beneficial owner dies, the shares of that beneficial owner will be released from escrow.

Business Opportunities the Issuer is likely to Pursue

The Issuer's management has extensive experience in the resource, industry and technology sectors. However, the Issuer's management does not intend to restrict its search for an asset or business to a particular area or economic sector. Rather, the Issuer's management will seek to exploit its expertise in the various sectors in which it has experience and obtain the best possible asset or business for the Issuer in terms of economic potential and potential to increase shareholder value.

ADMINISTRATION

The administrative expenses that are expected to be incurred by the Issuer during the eighteen month period following the completion of this Offering are estimated to total $55,000 or approximately $3,055 per month. The Issuer does not anticipate any variations in its monthly administration expenses during this period.

Breakdown of Aggregate Costs

Professional Fees	$25,000
Transfer Agent Fees	$ 9,000
Office rent, reception and secretarial services	$18,000
Other costs (regulatory filing fees and misc. costs)	$ 3,000
Total:	$55,000

Breakdown of Monthly Costs

Professional Fees	$1,388
Transfer Agent Fees	$ 500
Office rent, reception and secretarial services	$1,000
Other costs (regulatory filing fees and misc. costs)	$ 167
Total:	$3,055

USE OF PROCEEDS

In accordance with the policies of the Exchange and subject to the exception set out below, until the completion of a Qualifying Transaction, the gross proceeds raised from the sale of all securities issued by the Issuer shall be used only to identify and evaluate assets or businesses for a prospective Qualifying Transaction. Acceptable expenditures related to the evaluation of assets and businesses include expenditures incurred for the preparation of valuations or appraisals, business plans, feasibility studies and technical assessments, geological reports, and financial statements and fees for legal and accounting services relating to the identification and evaluation of assets or businesses and obtaining shareholder approval for the proposed Qualifying Transaction. Up to an aggregate of $100,000 may be used by the Issuer as a deposit for a proposed arm's length Qualifying Transaction. A maximum of $25,000 of such deposit may be advanced as a non-refundable deposit, unsecured deposit or advanced to reserve 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.

Notwithstanding these restrictions, up to 30% of the gross proceeds raised from the sale of securities by the Issuer may be used for purposes other than identifying and evaluating assets or businesses, including:

(a) listing and filing fees;

(b) underwriters' or agents' fees, costs and commissions;

(c) other costs of the issue of securities such as legal and audit expenses related to the preparation and filing of this Prospectus; and

(d) administrative and general expenses of the Issuer.

Until the completion of the Qualifying Transaction, no proceeds shall be used to acquire or lease a vehicle.

<u>Funds Available</u>

The funds that will be available to the Issuer upon the completion of this Offering will consist of:

Gross proceeds of this Offering	$300,000
Working capital as at September 30, 2000	$105,978
Total:	$405,978

If the Issuer's directors and officers exercise stock options after the Issuer's common shares are listed on the Exchange, the Issuer may receive additional funds of up to $54,600. If the Agent exercises the Agent's Options after the Issuer's common shares are listed, the Issuer may receive an additional $30,000. If received, these funds will be added to the Issuer's working capital. Refer to "Share Capital" on page 21 herein.

<u>Principal Purposes</u>

The Issuer intends to use the funds available upon the completion of this Offering for the following purposes:

Estimated costs of the Offering (legal, auditor, printing etc.)	$ 25,000
Agent's commission	$ 30,000
Agent's corporate finance fee (including GST)	$ 7,490
Estimated costs of identifying and evaluating prospective assets or businesses [1] (refer to section entitled "Business of the Issuer" herein	$288,488
Working capital to fund ongoing operations [2]	$ 55,000
Total:	$405,978

[1] After deducting estimated administrative costs until the time of the Qualifying Transaction. In the event that the Issuer completes the Qualifying Transaction prior to spending the entire $288,488 on identifying and evaluating assets or businesses, the Issuer will use the remaining funds to finance or partially finance the acquisition of or participation in the target asset or business, or for other purposes.

[2] These funds will cover administrative costs for a period of eighteen months following the Offering.

The Issuer's working capital available to fund ongoing operations will be sufficient to meet its administration costs, estimated to be approximately $55,000 for eighteen (18) months.

No remuneration, compensation, advances or finder's fees of any nature whatsoever will be paid, directly or indirectly, by the Issuer to a Party Related to the Issuer prior to completion of a Qualifying Transaction or for any services rendered or obligations incurred prior to completion of or in connection with a Qualifying Transaction. The Issuer may compensate a Party Related to the Issuer for reasonable out-of-pocket expenses and for general and administrative expenses such as office supplies, rent and utilities, incurred by such person on behalf of the Issuer. See "Proposed Operations - Restrictions on Payments to Parties Related to the Issuer" on page 6 herein.

The Issuer will spend the funds available to it on the completion this Offering to further the Issuer's stated business objectives set out in "Business of the Issuer" on page 4 herein. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Issuer to achieve its stated business objectives.

The proceeds of this Offering, after deducting the costs of the issue, will be sufficient only to identify a limited number of opportunities. Additional funds may be required to finance an acquisition to which the Issuer may commit.

RISK FACTORS

Financing Risks

The Issuer does not have business operations or assets other than seed capital, and has no written or oral agreements for the acquisition of or participation in any assets or business. Moreover, the Issuer has not identified any prospective assets or businesses for acquisition or participation. The proposed business of the Issuer involves a high degree of risk as there is no assurance that any assets or businesses suitable for acquisition or participation will be acquired or even identified. Even if a suitable business or asset is identified, the Issuer may determine that current market conditions, pricing or other terms of participation make any potential acquisition that the Issuer has identified uneconomical. In addition, the Issuer may find that even if the terms of acquisition of or participation in a business or asset are economical, additional funds may be required to complete the acquisition or facilitate participation, and the Issuer may not be able to obtain such funds. Where the acquisition of or participation in an asset or business is financed through the issuance of shares from treasury, control of the Issuer may change and shareholders may suffer dilution to their investment. This Offering is, therefore, suitable only for those investors who are willing to rely solely on the expertise and experience of the management of the Issuer and who can afford to lose all of their investment.

No Operating History

The Issuer does not have a track record or operating history upon which investors may rely. Consequently, investors will have to rely on the expertise of the Issuer's management. To date the Issuer's operations have been administrative in nature.

Liquidity / Dividends

There is currently no market for the common shares of the Issuer. This Offering should be considered highly speculative due to the proposed nature of the Issuer's business and the fact that the Issuer was only recently incorporated. The Issuer 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.

Dilution

Assuming no exercise of the Agent's Option, investors acquiring any of the Shares offered under this prospectus will suffer an immediate dilution of 22.5% or $0.045 per Share based on the gross proceeds of this and prior issues of common shares by the Issuer, without deduction of selling commissions and related expenses incurred by the Issuer. There are a number of outstanding securities and agreements pursuant to which common shares of the Issuer may be issued in the future, which may result in further dilution to the Issuer's shareholders.

Failure to Complete Qualifying Transaction

The Exchange may suspend from trading or delist the common shares of the Issuer where the Issuer has failed to complete a Qualifying Transaction within 18 months of the date of listing. The Exchange may not approve a Qualifying Transaction where the Issuer fails to meet the minimum listing requirements of the Exchange upon completion of the acquisition.

The Exchange will review the expenses, trading history and other transactions undertaken by the Issuer during its listing to determine compliance with Exchange policies. The Exchange may refuse to accept a transaction as a Qualifying Transaction if significant concerns arise from its review and where, among other things, the Issuer fails to meet the minimum listing requirements prescribed by the Exchange upon completion of the Qualifying Transaction, or the consideration proposed to be paid by the Issuer in connection with the transaction is objectionable to the Exchange.

Administration and Management

The directors and officers of the Issuer will not be devoting all of their time to the affairs of the Issuer, but will be devoting such time as is required to effectively manage the affairs of the Issuer. Some of the directors and officers of the Issuer are engaged and will continue to be engaged in the search for property or business prospects on their own behalf or on behalf of others. The Issuer is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. See "Directors, Officers, Promoters and Other Management" on page 14 and "Conflicts of Interest" on page 20 herein.

Impact of the Year 2000 Issue

Year 2000 computer failure will result when computer programs designed to read two digit date fields attempt to read the date on January 1, 2000. Computer software written in this manner will not be equipped to read the date on that day and may recognize it as 1900 or some other date. Although the change in date has occurred, it is not possible to conclude that all aspects of the Year 2000 Issue that may affect the Issuer, included those related to customers, suppliers or other third parties, have been fully resolved.

As the Issuer's operations are currently very limited, its reliance on computers is also very limited. To the extent that the Issuer does rely on computers in the conduct of its affairs, it uses current technologies which are considered to be year 2000 compliant. In the Issuer's assessment, the year 2000 Issue will not materially affect its current operations.

The Issuer cannot predict how potential year 2000 computer problems will affect any business which it ultimately identifies and acquires in its Qualifying Transaction. The Issuer will assess the year 2000 vulnerability of any prospective target business and take the appropriate steps to eliminate such vulnerability or to offset the economic effects of any year 2000 computer failure on such business. If the costs of remedying potential year 2000 computer problems in a target business appear to be too great, the Issuer will not acquire that business. The full effect of the year 2000 computer problem on any business which the Issuer acquires will be impossible to predict with complete accuracy even when the business is identified. Consequently, potential for adverse economic consequences will exist regardless of any steps the Issuer takes to avoid such consequences.

DIRECTORS, OFFICERS, PROMOTERS AND OTHER MANAGEMENT

Name, Address, Occupation and Security Holding

The names and municipalities of residence of each of the directors, officers and promoters of the Issuer, the principal occupations in which each has been engaged during the immediately preceding five years and the number of securities of the Issuer beneficially owned directly or indirectly, or over which control or direction is exercised, are as follows:

Name, Municipality of Residence and Position with the Issuer	**Principal Occupation for the Past Five Years**	**Number of Common Shares of the Issuer Beneficially Owned**	**Percentage Ownership Upon Completion of the Offering[1]**
Samson C.W. Mui[3] Vancouver, BC President, Chief Executive Officer, Promoter and Director	Mr. Mui holds a Bachelor of Applied Science degree in Civil Engineering since 1981, a Bachelor of Arts degree in Business Administration & Economics since 1982, and Master of Business Administration degree since 1999. In addition, Mr. Mui completed the Certified Management Accountant program in 1986. Mr. Mui is the Owner of Samson Mui & Associates, a private	255,001 (Escrow) 64,667[2] (Stock Option)	9.3%

	company that provides business planning and tax consulting to individuals and small businesses, since 1986. Mr. Mui also has 18 years of project management experience with the federal government and a not-for-profit organization. Mr. Mui was the Chief Financial Officer for Chai-Na-Ta Corp., a public company co-listed on the Toronto Stock Exchange and the Over-the-Counter Bulletin Board from November, 1999 to February, 2000.		
S. Brian Findlay Abbotsford, BC Corporate Secretary and Director	Mr. Findlay is the President and Owner of Alder Investments (1993) Ltd., a private company that provides structuring, financing and administration services to public companies, since 1978. Mr. Findlay is a Director and/or Officer of several public companies involved in oil and gas, mineral resource and high-tech industries.	120,000[4] (Escrow) 27,000[2] (Stock Option)	4.4%
Laurence B. Liebowitz[3] Vancouver, BC Director	Mr. Liebowitz holds a Bachelor of Arts degree since 1970, a Master of Arts degree since 1971 and a Juris Doctor degree since 1977. Mr. Liebowitz is the President and Owner of Anglo Management Corporation, a private company that provides structuring, financing and administration services to public companies, since 1998. Mr. Liebowitz is the President and Chief Executive Officer of Rhona Online.com Inc., a public internet company listed on the Canadian Venture Exchange and President and Chief Executive Officer of Counselnet Corp., a U.S. subsidiary company thereof. Before relocating to Vancouver in 1998, Mr. Liebowitz practiced commercial law for more than 20 years in New York where he was a founding partner of the law firm, Cooper, Liebowitz, Royster & Wright, which had five offices in New York City and the metro area, and in Washington, D.C.	120,000[5] (Escrow) 27,000[2] (Stock Option)	4.4%

William Lee[3] Vancouver, BC Director	Mr. Lee holds a Bachelor of Arts degree since 1980. Mr. Lee is the President and Owner of KonKa Trading Co. Ltd., a private company that imports and distributes educational toys and consumer products. Before founding his own company, Mr. Lee was employed by Vtech Electronics Company, a public company traded on the stock exchanges in Hong Kong and U.K., from 1984 to 1986 as General Manager in Hong Kong, and from 1986 to 1994 as Manager in charge of sales operations in Vancouver.	255,000 (Escrow) 64,667[2] (Stock Option)	9.3%
Raymond W.H. Wong Richmond, BC Director	Mr. Wong holds an Automotive Mechanic diploma, since 1982. Mr. Wong is the President and founding shareholder of Wintek Auto Parts Centre, one of the two full-line authorized distributors of GM/AC Delco auto parts in British Columbia, since 1992.	255,000 (Escrow) 64,666[2] (Stock Option)	9.3%
Elaine V. Price Surrey, BC Chief Financial Officer	Ms. Price completed the Certified Management Accountant program in 1993 and holds a Diploma of Financial Management since 1986. Ms. Price has recently become the Corporate Controller for Nalley's Canada Ltd., a private Canadian company, and Snakcorp Holdings Inc., a private U.S. subsidiary company. Ms. Price was the Corporate Controller for Ableauctions.com, a public company listed on the NASDAQ, from March 2000 to June 2000. Prior to that time Ms. Price was the Corporate Controller for Chai-Na-Ta Corp., a public company co-listed on the Toronto Stock Exchange and Over-the-Counter Bulletin Board, from May 1999 to March 2000 and Controller for Canadian Communications Products Inc., from June 1995 to May 1999.	25,000[2] (Stock Option)	N/A

[1] Excluding stock options. Assumes no exercise of the Agent's Option or the director's incentive stock options. See "Share Capital - Options and Other Rights to Purchase Shares" on page 22 herein.

[2] These stock options have not been exercised as of the date of the Prospectus. See "Options and Other Rights to Purchase Shares" on page 22 herein.

[3] Member of the Audit Committee of the Issuer.

[4] These shares are owned by Alder Investments (1993) Ltd., a private company wholly owned by S. Brian Findlay.

[5] These shares are owned by Anglo Management Corp., a private company wholly owned by Laurence B. Liebowitz.

SAMSON C.W. MUI, age 44, President, Chief Executive Officer, Chairman of the Board, Promoter and Director of the Issuer. Mr. Mui holds a Bachelor of Applied Science degree in Civil Engineering since 1981, a Bachelor of Arts degree in Business Administration & Economics since 1982, and Master of Business Administration degree since 1999. In addition, Mr. Mui completed the Certified Management Accountant program in 1986. Mr. Mui is the Owner of Samson Mui & Associates, a private company that provides business planning and tax consulting to individuals and small businesses, since 1986. Mr. Mui also has 18 years of project management experience with the federal government and not-for-profit organization. Mr. Mui was the Chief Financial Officer for Chai-Na-Ta Corp., a public company co-listed on the Toronto Stock Exchange and the Over-the-Counter Bulletin Board from November, 1999 to February, 2000.

S. BRIAN FINDLAY, age 53, Corporate Secretary and Director of the Issuer. Mr. Findlay is the President and Owner of Alder Investments (1993) Ltd., a private company that provides structuring, financing and administration services to public companies, since 1978. Mr. Findlay is a Director and/or Officer of the following public companies: Agro International Holdings Inc.; Valdor Fiber Optics Inc.; Diversified Industries Ltd.; Black Tusk Energy Inc.; First Fortune Investments Inc.; ClickHouse.com Online Inc.; Global-Pacific Minerals Inc.; TS Telecom Ltd.; Inter Canadian Development Corp.; Rhona Online.com Inc.; Consolidated Kaitone Holdings Ltd.; and ITI World Investment Group Inc.

LAURENCE B. LIEBOWITZ, age 52, Director of the Issuer. Mr. Liebowitz holds a Bachelor of Arts degree since 1970, a Master of Arts degree since 1971 and a Juris Doctor degree since 1977. Mr. Liebowitz is the President and Owner of Anglo Management Corporation, a private company that provides structuring, financing and administration services to public companies, since 1998. Mr. Liebowitz is the President and Chief Executive Officer of Rhona Online.com Inc., a public internet company listed on the Canadian Venture Exchange and President and Chief Executive Officer of Counselnet Corp., a U.S. subsidiary company thereof. Before relocating to Vancouver in 1998, Mr. Liebowitz practiced commercial law for more than 20 years in New York where he was a founding partner of the law firm, Cooper, Liebowitz, Royster & Wright, which had five offices in New York City and the metro area, and in Washington, D.C.

WILLIAM LEE, age 44, Director of the Issuer. Mr. Lee holds a Bachelor of Arts degree since 1980. Mr. Lee is the President and Owner of KonKa Trading Co. Ltd., a private company that imports and distributes educational toys and consumer products. Before founding his own company, Mr. Lee was employed by Vtech Electronics Company, a public company traded on the stock exchanges in Hong Kong and U.K., from 1984 to 1986 as General Manager in Hong Kong, and from 1986 to 1994 as Manager in charge of sales operations in Vancouver.

RAYMOND W.H. WONG, age 49, Director of the Issuer. Mr. Wong holds an Automotive Mechanic diploma, since 1982. Mr. Wong is the President and founding shareholder of Wintek Auto Parts Centre, one of the two full-line authorized distributors of GM/AC Delco auto parts in British Columbia, since 1992.

ELAINE V. PRICE, age 35, Chief Financial Officer. Ms. Price completed the Certified Management Accountant program in 1993 and holds a Diploma of Financial Management since 1986. Ms. Price has recently become the Corporate Controller for Nalley's Canada Ltd., a private Canadian company, and Snakcorp Holdings Inc., a private U.S. subsidiary company. Ms. Price was the Corporate Controller for Ableauctions.com, a public company listed on the NASDAQ, from March 2000 to June 2000. Prior to that time Ms. Price was the Corporate Controller for Chai-Na-Ta Corp., a public company co-listed on the Toronto Stock Exchange and Over-the-Counter Bulletin Board, from May 1999 to March 2000 and Controller for Canadian Communications Products Inc., from June 1995 to May 1999.

As at the date of this Prospectus, no director, officer or promoter of the Issuer has entered into a non-competition or non-disclosure agreement with the Issuer.

Aggregate Ownership of Securities

The aggregate number of common shares of the Issuer that at the completion of the Offering will be beneficially owned, directly or indirectly, by all directors, officers, promoters and other members of management of the Issuer as a group is 1,005,001 (excluding shares issuable pursuant to the exercise of incentive stock options), representing approximately 36.8% of the total issued and outstanding common shares of the Issuer at the completion of the Offering.

Other Reporting Issuers

During the past five years, the Directors and Officers of the Issuer have held positions as Directors, Officers or Promoters of other reporting issuers as follows:

Samson C.W. Mui

REPORTING ISSUER	POSITION HELD	PERIOD SERVED
Chai-Na-Ta Corp.	Chief Financial Officer	Nov. 1999 – Feb. 2000

S. Brian Findlay

REPORTING ISSUER	POSITION HELD	PERIOD SERVED
Agro International Holdings Inc.	Director	Sept. 1995 – present
Agro International Holdings Inc.	Secretary	Jan. 1996 – present
Valdor Fiber Optics Inc.	Director	April 1985 – present
Diversified Industries Ltd.	Secretary & Director	Feb. 2000 – present
Black Tusk Energy Inc.	Chief Financial Officer & Director	Oct. 1996 – present
First Fortune Investments Inc.	Director	Dec. 1995 – present
ClickHouse.com Online Inc.	Director	Oct. 1995 – present
ClickHouse.com Online Inc.	Chief Financial Officer	Oct. 1997 – present
Global-Pacific Minerals Inc.	Director	June 1994 – present
TS Telecom Ltd.	Director	Dec. 1994 – present
Inter Canadian Development Corp.	Director	Feb. 1992 – present
Rhona Online.com Inc.	Director	Feb. 1998 – present
Consolidated Kaitone Holdings Ltd.	Director	March 2000 – present
ITI World Investment Group Inc.	Director	June 1997 – present
Spur Ventures Inc.	Director	June 1994 – May 2000
Spur Ventures Inc.	Secretary	Jan. 1996 – May 2000
Drucker Industries, Inc.	Director	Nov. 1995 – Apr. 1997

Roseland Resources Ltd.	Director	Jan. 1995 – July 1996
Roseland Resources Ltd.	Secretary	July 1996 – March 1997

Laurence B. Liebowitz

REPORTING ISSUER	**POSITION HELD**	**PERIOD SERVED**
Rampton Resource Corp.	Director	Apr. 2000 – present
Rhona Online.com Inc.	President, Chief Executive Officer & Director	Jan. 2000 – present
Thermo Tech Technologies Inc.	Vice-President General Counsel	May 1998 – July 1998

Elaine V. Price

REPORTING ISSUER	**POSITION HELD**	**PERIOD SERVED**
Ableauctions.com Inc.	Corporate Controller	March 2000 – June 2000

Corporate Cease Trade Orders or Bankruptcies

No director, officer or promoter of the Issuer was a director, officer or promoter of any reporting issuer during the past five years that, during the period such person so acted, was struck off the register of companies, was the subject of a cease trade order or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days, was declared bankrupt or made a voluntary assignment in bankruptcy, 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 person, save for the following:

S. Brian Findlay, Corporate Secretary and Director of the Issuer is a Director of Inter Canadian Development Corporation ("Inter Canadian"). Inter Canadian was cease traded on September 22, 1995 for failure to file financial statements. The reason Inter Canadian was not in the position to file financial statements was due to the theft of $724,556.32 from the company's treasury. Mr. Findlay was a director of Inter Canadian at the time and still remains a director, together with one other director. Both of the remaining directors of Inter Canadian have been cleared of all criminal responsibility and the investigation has been concluded in this matter. The cease trade order has not been lifted to date.

Penalties or Sanctions

During the past ten years, no director, officer or promoter of the Issuer has been the subject of any penalties or sanctions by a court or securities regulatory authority related to the trading in securities of a publicly traded company or theft or fraud.

Individual Bankruptcies

No director, officer or promoter of the Issuer during the past five years has declared bankruptcy or has made a voluntary assignment in bankruptcy or 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 individual.

Conflicts of Interest

To the best of the Issuer's knowledge, other than as disclosed herein, there are no existing or potential conflicts of interest of any director, officer, promoter or other member of management of the Issuer as a result of their outside business interests.

Some of the directors of the Issuer are or may be directors and officers of other companies engaged in the identification, evaluation and acquisition of assets or businesses. These Directors are aware of their fiduciary duties and will deal with any conflicts of interest in accordance with the provisions of the Company Act. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Issuer and their duties to other companies on whose Boards they serve, the Directors shall allocate business prospects between the various companies on the basis of prudent business judgment and the relative financial abilities and needs of such companies. See "Risk Factors" on page 12 herein.

INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTERS AND OTHER MANAGEMENT

No director, officer, promoter or other member of management, or any of their respective associates or affiliates, is or has been indebted to the Issuer at any time prior to September 30, 2000.

PAYMENTS TO INSIDERS AND PROMOTERS

Executive Compensation

No payments have been made, directly or indirectly, nor will they be made until the completion of the Qualifying Transaction, by the Issuer to the directors and officers of the Issuer or any parties related to them except for compensation for reasonable expenses for office supplies, office rent, related utilities, equipment leases and certain legal services and for reimbursement for reasonable out-of-pocket expenses incurred in pursuing the business of the Issuer. See "Use of Proceeds" on page 10 herein.

The following table discloses the particulars of the incentive stock options granted to the Issuer's CEO and CFO and to the Issuer's executive officers.

Name (A)	**Securities Under Options/ Sars Granted (#) (B)**	**% Of Total Options/ Sar's Granted To Employees In Financial Year (C)**	**Exercise Or Base Price ($/Security) (D)**	**Market Value Of Securities Underlying Options/ Sars On The Date Of Grant[1] ($/Security) (E)**	**Expiry Date (F)**
Samson C.W. Mui, President & CEO	64,667	72%	$0.20	Nil	[2]
Elaine V. Price, CFO	25,000	28%	$0.20	Nil	[2]

[1] As the Issuer's common shares were not listed on the Exchange at the date of grant, the market value of the common shares underlying the options on the date of grant is not available.

[2] The options expire five years from the date the Issuer’s shares are listed for trading on the Exchange.

Any common shares of the Issuer issued upon exercise of the options prior to the Issuer entering into a Qualifying Transaction will be subject to escrow restrictions. See "Share Capital - Escrow Securities" on page 23 herein.

Related Party Transactions

No insiders and promoters of the Issuer, or any associates or affiliates of the foregoing, have an interest in any material transactions in which the Issuer has participated or intends to participate at this time, save and except as disclosed herein.

Proposed Compensation

Other than as described under the headings "Executive Compensation" and "Other Material Facts", the Issuer does not anticipate paying any compensation to its executive officers, insiders, promoters or other members of management during the 12 month period following completion of the Offering.

SHARE CAPITAL

The authorized capital of the Issuer consists of 100,000,000 common shares without par value of which all issued common shares are fully paid and non-assessable. All common shares of the Issuer, both issued and unissued, are of the same class and rank equally as to dividends, voting powers and participation in assets. No shares have been issued subject to call or assessment. There are no pre-emptive or conversion rights and no provisions for redemption, purchase for cancellation, surrender or sinking or purchase funds. Provisions as to the modifications, amendments or variation of such rights or such provisions are contained in the *Company Act* (British Columbia).

Existing and Proposed Share and Long-term Debt Capital

	Number of Issued Securities	Price per Security	Total Consideration[3]
(a) Prior issuances of securities	1,230,000[1] 1	$0.10 $0.10	$123,000.10
(b) Issued as of September 30, 2000	1,230,001	N/A	$123,000.10
(c) Offering	1,500,000	$0.20	$300,000.00
(d) To be issued if all securities being offered under the Offering[2] are sold	2,730,001	N/A	$423,000.10

[1] These common shares have been deposited into escrow by the holders. For particulars of these escrow shares refer to the section entitled "Escrow Securities" on page 23 herein.

[2] Prior to the exercise of the Agent's Option or incentive stock options.

[3] Gross of share issuance expenses and Offering expenses.

Options and Other Rights to Purchase Shares

STOCK OPTIONS

Pursuant to Stock Option Agreements dated June 7, 2000 and June 7, 2000 as amended August 31, 2000the Issuer granted its Directors and Officers options to purchase up to 273,000 shares of the Issuer. As at the date of this Prospectus, the following options to purchase common shares of the Issuer are outstanding[1]:

Optionee	Number of Shares Subject to Option	Exercise Price	Expiry Date
Samson C.W. Mui (Director)	64,667	$0.20	[2]
S. Brian Findlay (Director)	27,000	$0.20	[2]
William Lee (Director)	64,667	$0.20	[2]
Raymond W.H. Wong (Director)	64,666	$0.20	[2]
Laurence B. Liebowitz (Director)	27,000	$0.20	[2]
Elaine V. Price (Officer)	25,000	$0.20	[2]
Total:	273,000	-	-

[1] In addition to the management incentive stock options shown in the table above, the Issuer has agreed to grant the Agent's Option which will enable the Agent to purchase up to 150,000 common shares of the Issuer at a price of $0.20 per share, as compensation for the Agent's services in connection with the Offering. The Agent's Option will be granted to the Agent upon the completion of the Offering and will be exercisable for a period of 18 months from the date the Issuer's shares are listed for trading on the Exchange. (see "Plan of Distribution" on page 25 herein). Up to 50% of the total number of common shares issuable pursuant to the Agent's Option may be sold by the Agent prior to completion by the Issuer of the Qualifying Transaction. The balance may only be sold following the Issuer's completion of a Qualifying Transaction which has been accepted for filing by the Exchange.

[2] The options expire five years from the date the Issuer’s common shares are listed for trading on the Exchange.

The options granted to the Directors and Officers as indicated above are non-transferable.

Any common shares of the Issuer issued upon exercise of the options prior to the Issuer entering into a Qualifying Transaction will be subject to escrow restrictions. See "Share Capital - Escrow Securities" on page 23 herein.

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

Fully Diluted Share Capital

	Number of Securities	Percentage of total
(a) Issued as of September 30, 2000	1,230,001	39%
(b) Offered under this Prospectus	1,500,000	48%
(c) Securities reserved for future issue as of September 30, 2000[1]	423,000	13%
Total:	3,153,001	100%

[1] Up to 273,000 common shares may be issued upon exercise of outstanding incentive stock options. In addition, up to 150,000 common shares may be issued upon the exercise of the Agent's Option, which will be granted on the day the Issuer's common shares are listed for trading on the Exchange.

Principal Holders of Voting Securities

As at the date of this Prospectus, the following are the persons who have direct or indirect beneficial ownership of, control or direction over, or a combination thereof of common shares which constitute more than 10% of the issued and outstanding common shares of the Issuer:

Name and Municipality of residence	Class	Ownership	Number of Securities[1]	Percentage of class prior to the Offering	Percentage of class after the Offering[2]
Samson C.W. Mui Vancouver, BC	Common	Direct	255,001	20.7%	9.3%
Raymond W.H. Wong Richmond, BC	Common	Direct	255,000	20.7%	9.3%
William Lee Vancouver, BC	Common	Direct	255,000	20.7%	9.3%
David T.W. Ho Vancouver, BC	Common	Direct	225,000	18.3%	8.4%
Total:	-	-	990,001	80.4%	36.3%

[1] All of the above common shares have been deposited in escrow by the holders. For more particulars, refer to the section entitled "Escrow Securities" on page 23 herein.

[2] Before giving effect to the exercise of the Agent's Option or the exercise of incentive stock options granted to directors and officers.

Escrow Securities

Pursuant to an agreement dated June 7, 2000 and a subsequent agreement dated August 31, 2000 (collectively the "Escrow Agreement"), Samson C.W. Mui, Alder Investments (1993) Ltd., Raymond W.H. Wong, William Lee, Anglo Management Corp. and David T.W. Ho (the "Security Holders") have agreed to deposit an aggregate of 1,230,001 common shares of the Issuer (the "Escrow Securities") originally issued at a price of $0.10 per Escrow Security, into escrow with Pacific Corporate Trust Company of 10th Floor, 625 Howe Street, Vancouver, British Columbia, V6C 3B8. The Escrow

Securities will represent 45.1% of the total issued and outstanding voting securities of the Issuer upon the completion of the Offering. The Escrow Securities will be released as follows:

Date of Release	Aggregate % Released
Date of Final Exchange Notice[1]	10%
6 months after date of Final Exchange Notice	25%
12 months after date of Final Exchange Notice	40%
18 months after date of Final Exchange Notice	55%
24 months after date of Final Exchange Notice	70%
30 months after date of Final Exchange Notice	85%
36 months after date of Final Exchange Notice	100%

[1] the Date of Final Exchange Notice is the date that the notice or bulletin is issued by the Exchange following closing of the Qualifying Transaction which evidences the Exchange's final acceptance of the Qualifying Transaction.

In the event that Directors and Officers of the Issuer exercise stock options prior to the Issuer entering into a Qualifying Transaction, up to 273,000 common shares may be issued , which shares will be subject to escrow restrictions and will be released from escrow at the time of the Final Exchange Notice. See "Share Capital – Stock Options" on page 22 herein.

The Escrow Securities may be transferred within escrow with the consent of the Exchange subject to such other terms and conditions as the Exchange may impose. In the event of the bankruptcy of a Security Holder, the Escrow Securities may be transferred to the Security Holder's trustee in bankruptcy or other person legally entitled to such Escrow Securities. Securities may be transferred within escrow by a Security Holder to a registered retirement savings plan (RRSP) or registered retirement income fund (RRIF) or subsequently between RRSPs or from an RRSP to an RRIF. Upon completion of a transfer that is described in this paragraph, the transferee will be a Security Holder and the Escrowed Securities transferred will remain in escrow, to be held in and released from escrow on the same terms and conditions as were applicable prior to the transfer.

Upon the death of a Security Holder, the Escrowed Securities will be released from escrow to the legal representative of the deceased Security Holder.

If the Exchange issues a notice delisting the Issuer from trading on the Exchange then the Escrowed Securities will be cancelled.

The Escrow Agreement does not impair any right of a Security Holder to receive a dividend or other distribution on the Escrowed Securities or to elect the form and manner in which the dividend or other distribution on the Escrowed Securities is paid. The Security Holders will retain all voting rights attached to the Escrow Securities except that, while the securities are held in escrow a Security Holder cannot vote any securities (whether in escrow or not) in support of one or more arrangements that would result in the repayment of capital being made on the securities prior to a winding up of the Issuer.

Any Shares acquired pursuant to the Offering, or acquired from the Issuer after the completion of the Offering but prior to completion of the Qualifying Transaction by Parties Related to the Issuer are also required to be held in escrow under an escrow agreement in accordance with the policies of the Exchange.

DIVIDEND RECORD

To date, the Issuer has paid no dividends on its common shares and does not intend to pay dividends on its common shares in the foreseeable future.

PLAN OF DISTRIBUTION

Terms of the Distribution Agreement

The Issuer, through the Agent will offer to the public, through the facilities of the Exchange, 1,500,000 Shares at a price of $0.20 per Share. Following the date on which the Issuer receives a final receipt for this Prospectus from the British Columbia Securities Commission (the "Effective Date"), the Issuer and the Agent will set the day on which the Offering is to be made (the "Offering Day"). The Offering day will be before the earlier of that day which is:

(a) 90 days after the Effective Date; and

(b) 12 months after the date a preliminary receipt is issued for this Prospectus.

The Agent will sell the Shares on a "best efforts" basis and will not be required to purchase any of the Shares which are not purchased under the Offering. The Agent will be required to pay the net proceeds of the Offering to the Issuer within 10 days of the Offering Day, subject to the Issuer having satisfied all of its obligations under the Agency Agreement (as hereinafter defined).

An application has been made to conditionally list the securities offered under this prospectus on the Canadian Venture Exchange. Listing is subject to the issuer fulfilling all the listing requirements of the Exchange.

Minimum Subscription

The Offering is subject to a minimum subscription of 1,500,000 Shares being received by the Offering Day. All subscription funds received by the Agent will be held in trust by the Agent until the minimum subscription is received. If the minimum subscription is not received by the Offering Day, subscription funds will be returned to subscribers without interest or deduction.

Appointment of Agent

By an agreement dated October 11, 2000 (the "Agency Agreement"), the Agent was appointed to act as the Issuer's agent in selling the Shares to the public through the facilities of the Exchange. The Agent will receive a commission of $0.02 per Share sold under the Offering. In addition, the Issuer has agreed to grant the Agent's Option to purchase up to 150,000 common shares of the Issuer. The Agent's Option will be granted to the Agent upon the completion of the Offering and will be exercisable at a price of $0.20 for a period of 18 months from the date the Issuer's common shares are listed for trading on the Exchange. In accordance with the policies of the Exchange, up to 50% of the common shares issuable to the Agent upon the exercise of the Agent's Option may be sold by the Agent prior to completion of the Qualifying Transaction. The balance may only be sold by the Agent once the Issuer has completed the Qualifying Transaction (see "Options and Other Rights to Purchase Shares" on page 22 herein).

Pursuant to the Agency Agreement, the Issuer has agreed to pay the Agent a corporate finance fee of $7,490 including GST for services rendered by the Agent in connection with the Offering, which will be paid from the proceeds from the Offering. In addition, the Issuer has agreed to pay all expenses reasonably incurred by the Agent in connection with the Offering, including the fees and expenses of the solicitors for the Agent.

The Agent has reserved the right to offer selling group participation in the normal course of the brokerage business to selling groups of other licensed brokerdealers, brokers and investment dealers, who may or may not be offered part of the commissions or bonuses derived from this Offering (the "Pro-Group"). In accordance with the Exchange's policies, 100% of the Offering will be offered to clients of the Pro-Group before the members of the Pro-Group or their associates may participate for their own accounts. Notwithstanding the foregoing, an individual subscriber may purchase directly or indirectly a maximum of 30,000 Shares being 2% of the total number of Shares offered hereunder.

The obligations of the Agent under the Agency Agreement may be terminated at any time prior to the day the Issuer's common shares are listed for trading on the Exchange, at the Agent's discretion on the basis of its assessment of the state of the financial markets or upon the occurrence of certain other stated events. In addition, the Agency Agreement will terminate if a final receipt for the Prospectus is not issued by the British Columbia Securities Commission within 120 days of the date of the Agency Agreement.

The Issuer has granted the Agent a right of first refusal to provide future equity financing to the Issuer and to serve as the Issuer's sponsor for its Qualifying Transaction during the 18 month period following the date the Issuer's common shares commence trading on the Exchange.

Other than as disclosed in this section, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering.

The Directors, Officers and other Insiders of the Issuer may purchase Shares under this Offering, provided, however, that any Shares so purchased will be subject to the same escrow restrictions described under "Share Capital - Escrow Securities" on page 23 herein.

DESCRIPTION OF SECURITIES OFFERED

The Shares being offered herein are common shares which carry with them the right to receive notice of, attend and vote at meetings of shareholders, the right to any dividends declared by the directors, and the right to participate in the proceeds of any winding up, or liquidation of the Issuer. This Prospectus is qualifying 1,500,000 Shares for distribution. This Prospectus also qualifies the issuance of the Agent's Option to the Agent.

SPONSORSHIP AND FISCAL AGENCY AGREEMENTS

As required by the Exchange's Policy 2.4, the Agent has agreed to act as the Issuer's sponsor and to undertake the sponsorship duties prescribed in the Exchange's Member Sponsorship Policy 2.2 in connection with the Issuer's initial public offering. The Agent's duties will include conducting an initial due diligence review of the Issuer, assessing the suitability of the Issuer's proposed business and management team, filing an acknowledgement letter in respect of the Issuer with the Exchange and obtaining Pre-Assessment Stage approval of the Issuer's proposed business and management. The Agent will be required to conduct its due diligence and suitability review in accordance with the provisions of

Exchange Policy 2.2. The Agent's sponsorship duties are limited to sponsorship of the Issuer's listing. The Agent will not have any ongoing sponsorship obligations respecting the Issuer. See also "Proposed Operations - Approval of Qualifying Transaction" on page 6 herein. In addition, pursuant to the terms of the Agency Agreement, the Agent has the right to be retained as the Issuer's sponsor at the time the Issuer proceeds with a Qualifying Transaction, on terms no less favourable than may be provided to the Issuer by another Exchange member firm.

Pursuant to the Agency Agreement, the Issuer has agreed to pay the Agent a corporate finance fee of $7,490 including GST for services rendered by the Agent in connection with the Offering, which will be paid from the proceeds of the Offering.

The Issuer has not entered into any fiscal agency agreements.

INVESTOR RELATIONS ARRANGEMENTS

The Issuer has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Issuer or its securities, or to engage in activities for the purpose of stabilizing the market, either now or in the future.

RELATIONSHIP BETWEEN ISSUER OR SELLING SECURITY HOLDER AND AGENT

The Issuer is not a related party or connected party of the Agent, as defined in section 75(1) of the Rules made pursuant to the British Columbia Securities Act.

RELATIONSHIP BETWEEN ISSUER AND PROFESSIONAL PERSONS

No professional person referred to in Rule 106(1) to the British Columbia Securities Act or the responsible solicitor or any partner of the responsible solicitor's firm expects to be elected, appointed or employed as a director, senior officer or employee of the Issuer or of an associate of the Issuer, or is a promoter of the Issuer or of any associate of the Issuer.

LEGAL PROCEEDINGS

There are no outstanding legal proceedings to which the Issuer is a party.

AUDITOR

The auditors of the Issuer are Amisano Hanson, Chartered Accountants, Suite 604 – 750 West Pender Street, Vancouver, BC, V6C 2T8.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Issuer is Pacific Corporate Trust Company, of 10th Floor - 625 Howe Street, Vancouver, BC, V6C 3B8.

MATERIAL CONTRACTS

Particulars of Material Contracts

The following are material contracts of the issuer that are outstanding as at the date of this Prospectus:

1. Stock Option Agreements dated June 7, 2000 and June 7, 2000 as amended August 31, 2000 between the Issuer's Directors, Officers and the Issuer. Refer to the section headed "Share Capital" on page 21 herein.

2. Registrar and Transfer Agent Agreement dated June 7, 2000 between the Issuer and Pacific Corporate Trust Company, appointing Pacific Corporate Trust Company as the Issuer's Registrar and Transfer Agent.

3. Escrow Agreement dated June 7, 2000 between Pacific Corporate Trust Company, Samson C.W. Mui, Alder Investments (1993) Ltd., Raymond W.H. Wong, William Lee, Anglo Management Corp., David T.W. Ho, and the Issuer, regarding the Escrow Securities. Refer to the section headed "Escrow Securities" on page 23 herein.

4. Escrow Agreement dated August 31, 2000 between Pacific Corporate Trust Company, Samson C.W. Mui, Raymond W.H. Wong, William Lee, and the Issuer, regarding the Escrow Securities. Refer to the section headed "Escrow Securities" on page 23 herein.

5. Agency Agreement dated October 11, 2000 between the Agent and the Issuer, regarding the Offering. Refer to the section headed "Plan of Distribution" on page 25 herein.

Inspection of Contract and Reports

All material contracts herein described may be inspected at the offices of the Issuer's solicitors, located at 1750 - 750 West Pender Street, Vancouver, British Columbia, V6C 2T8, during normal business hours while primary distribution of the Shares offered hereunder is in progress and for a period of thirty (30) days thereafter.

OTHER MATERIAL FACTS

There are no other material facts relating to the Issuer or the Shares proposed to be offered which have not been previously disclosed herein.

PURCHASERS' STATUTORY RIGHTS

The British Columbia Securities Act provides 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 Securities Act further provides 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 limit prescribed by the Securities Act. The purchaser should refer to section 83, 131, 135 and 140 of the Securities Act for the particulars of these rights or consult with a legal advisor.

MAXTECH VENTURES INC.

REPORT AND FINANCIAL STATEMENTS

June 15, 2000

AUDITORS' REPORT

To the Directors,
MaxTech Ventures Inc.

We have audited the balance sheet of MaxTech Ventures Inc. as at June 15, 2000 and the statement of loss and deficit for the period from April 19, 2000 (Date of Incorporation) to June 15, 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 presents fairly, in all material respects, the financial position of the company as at June 15, 2000 and the results of operations from April 19, 2000 (Date of Incorporation) to June 15, 2000 in accordance with generally accepted accounting principles.

Vancouver, British Columbia
June 16, 2000, except as to Note 4 which is as of October 16, 2000

Chartered Accountants

MAXTECH VENTURES INC.
BALANCE SHEET
June 15, 2000

		June 15, 2000
ASSETS		
Current		
Cash and term deposit	$	103,754
Deferred charges		15,105
	$	118,859
SHAREHOLDERS' EQUITY		
Share capital – Notes 3 and 4	$	120,001
Deficit		(1,142)
	$	118,859

Nature and Continuance of Operations – Note 1
Commitments – Notes 3 and 4

APPROVED BY THE DIRECTORS:

________________________________, Director ________________________________, Director

SEE ACCOMPANYING NOTES

MAXTECH VENTURES INC.
STATEMENT OF LOSS AND DEFICIT
for the period April 19, 2000 (Date of Incorporation) to June 15, 2000

		April 19, 2000 (Date of Incorporation) to June 15, 2000
Administrative Expenses		
Bank charges and interest	$	7
Office and miscellaneous		35
Professional fees		1,100
Net loss for the period and deficit, end of the period	$	1,142

SEE ACCOMPANYING NOTES

MAXTECH VENTURES INC.
NOTES TO THE FINANCIAL STATEMENT
June 15, 2000

Note 1 Nature and Continuance of Operations

The company was incorporated under the Company Act of the Province of British Columbia on April 19, 2000. The company is classified as a Capital Pool Company as defined in the Canadian Venture Exchange ("Exchange") Policy 2.4.

The company's continued operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an investment of an interest in a Qualifying Transaction (as defined). The company is required to complete its Qualifying Transaction (as defined) within 18 months of listing on the Exchange. The acquisition will be subject to shareholder and regulatory approval.

These financial statements have been prepared with the assumption that the company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through the process of forced liquidation. The company has not commenced operations at the balance sheet date and the statement of cash flows is not provided as it would not be considered meaningful.

Note 2 Significant Accounting Policies

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in Canada. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgement. Actual results may differ from these estimates.

These financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policy summarized below:

Fair Market Value of Financial Instruments

The carrying value of cash and term deposit approximates its fair value due to the short maturity of that instrument.

Note 3 Share Capital

Authorized:

100,000,000 common shares without par value

Issued:	#	$
For cash		
– on incorporation	1	1
– escrow shares	1,200,000	120,000
Balance, June 15, 2000	1,200,001	120,001

Escrow Shares:

At June 15, 2000, the company has issued 1,200,000 common escrow shares. Subject to Section 11(5) of Policy 2.4 of the Exchange, after the completion of the company's Qualifying Transaction as required under the requirements of the British Columbia Securities Commission and the Exchange the escrow shares will be released as follows:

a) 10% following the Exchange's final acceptance of the Qualifying Transaction;
b) additional 15% six months following the initial acceptance;
c) additional 15% twelve months following the initial acceptance;
d) additional 15% eighteen months following the initial acceptance;
e) additional 15% twenty-four months following the initial acceptance;
f) additional 15% thirty months following the initial acceptance; and
g) additional 15% thirty-six months following the initial acceptance.

Commitments: - Note 4

Share Purchase Options

At June 15, 2000, the company has 270,000 common share purchase options outstanding entitling the directors and officers the option to purchase 270,000 shares at a price of $0.20 per share.

Subsequent to June 15, 2000, the company issued 3,000 additional options entitling the directors and officers the option to purchase 3,000 shares at a price of $0.20 per share.

The aforementioned options are exercisable for a period of two years commencing after the issuance of a receipt on the prospectus.

Note 4 Subsequent Events – Note 3

i) Pursuant to a prospectus to be filed with the British Columbia Securities Commission and an Agency Agreement (the "Agency Agreement"), the company proposes to offer 1,500,000 common shares at $0.20 per share to the public. The agent for the offering has agreed to use its best effort to secure subscriptions for these shares and will receive a fee of 10% of the gross proceeds raised. In consideration with the agent's investigation into the principals, business and affairs of the company and the preparation and review of the prospectus, the company will pay the agent a corporate finance fee of $7,000 from the proceeds of the initial public offering.

   Pursuant to the Agency Agreement and subject to the closing of this offering, warrants entitling the agent to purchase up to 150,000 shares will be granted to the agent. Each warrant is exercisable into one common share at $0.20 per share. The warrants will expire 18 months from the date the share are posted for listing on The Canadian Venture Exchange.

   As of June 15, 2000, the company had provided the agent a deposit of $3,500 in connection with the agent's anticipated expenses.

ii) Subsequent to June 15, 2000, the company issued 30,000 common escrow shares at $0.10 per share for cash proceeds totalling $3,000.

CERTIFICATE

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 British Columbia Securities Act and the rules thereunder.

Dated at Vancouver, British Columbia, this 16th day of October, 2000.

(signed "Samson C.W.Mui")

SAMSON C.W. MUI
Chief Executive Officer

(signed "Elaine V. Price")

ELAINE V. PRICE
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed "S. Brian Findlay")

S. BRIAN FINDLAY
Director

(signed "Laurence B. Liebowitz")

LAURENCE B. LIEBOWITZ
Director

PROMOTER

(signed "Samson C.W. Mui")

SAMSON C.W. MUI

CERTIFICATE OF THE AGENT

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 British Columbia Securities Act and the rules thereunder.

DATED at Vancouver, British Columbia, this 16th day of October, 2000.

GOEPEL MCDERMID INC.

(signed "Robert Harrison")

Per: ____________________________________

Robert Harrison
Senior Vice-President and Director