

Preliminary Prospectus dated November 3, 2000

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 distribution. Information contained herein is subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted prior to the time a receipt is obtained from the British Columbia Securities Commission for a final prospectus.

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offense.

The shares sold hereby have not been registered under the U.S. Securities Act of 1933, as amended (the "1933 Act"), nor have they been approved by the United States Securities and Exchange Commission or the securities regulatory authority of any state of the United States. Neither such shares nor any interest or participation therein may be offered, sold, assigned, pledged, hypothecated, encumbered or in any other manner transferred or disposed of in the United States or to a "U.S. Person" (as defined in Regulation S promulgated under the 1933 Act) unless effected in compliance with Regulation S or another exemption or otherwise registered under the 1933 Act.

Initial Public Offering

TRIOPTIMUM CAPITAL CORP.

(a capital pool company)
c/o 3rd Floor, 1055 West Hastings Street
Vancouver, B.C. V6E 2E9
Telephone: (604) 609-6156
Fax: (604) 681-8258

\$420,000
1,400,000 Common Shares

PRICE: \$0.30 PER COMMON SHARE
(the "Offering")

Trioptimum Capital Corp. (the "Issuer") hereby offers through its agent, Wolverton Securities Ltd. (the "Agent"), 1,400,000 Common Shares (the "Shares") for sale to the public at a price of \$0.30 per Share.

The purpose of this Offering is to provide the Issuer with funds with which to identify and evaluate assets or businesses with a view to completing a qualifying transaction (a "Qualifying Transaction") as approved by the Canadian Venture Exchange (the "Exchange") and a majority of the minority securityholders of the Issuer in accordance with Policy 2.4 ("CPC Policy") of the Exchange Corporate Finance Manual. See "Business of the Issuer" and "Use of Proceeds".

	<u>Price to the Public⁽¹⁾</u>	<u>Agent's Commission⁽²⁾</u>	<u>Proceeds to the Issuer⁽³⁾</u>
Per Share	\$0.30	\$0.03	\$0.27
Total Offering ⁽⁴⁾	\$420,000	\$42,000	\$378,000

(1) The price to the public has been established pursuant to negotiations between the Issuer and the Agent.

(2) The Issuer has agreed to pay the Agent a commission of 10% of the gross proceeds of this Offering or \$42,000, being \$0.03 per Share sold, together with a due diligence fee of \$6,000 plus G.S.T. In addition, the Agent will be granted agent's compensation options (the "Agent's Options") to purchase up to 140,000 common shares in the capital of the Issuer ("Common Shares") at a price of \$0.30 per Common Share for a period of 18 months from the date the Common Shares commence trading on the Exchange (the "Listing Date"). The Agent's Options will be qualified and distributed under this Prospectus. The Issuer will also reimburse the Agent for its costs incurred in connection with this Offering

of which the legal fees are estimated to be \$4,500 plus disbursements and applicable taxes. The Issuer has provided a retainer in the amount of \$6,420 to the Agent to cover initial expenses under the Offering. See "Plan of Distribution".

- (3) Before deduction of the balance of the costs of this Offering, estimated to be \$30,000.
- (4) A total of 1,400,000 Shares are offered hereunder, not including the Agent's Options to be granted to the Agent, as referred to herein or the incentive stock options granted to the directors and officers of the Issuer to purchase up to 300,000 Common Shares.

This Offering is made on a "best efforts" basis and is subject to a minimum subscription of 1,400,000 Common Shares for total gross proceeds of \$420,000. See "Plan of Distribution". If the minimum subscription is not achieved, all subscription proceeds will be returned to subscribers in full without deduction or interest. The maximum purchase by any single subscriber to this Offering is restricted by the CPC Policy to 28,000 Shares, being 2% of the total Offering. In addition, the maximum purchase by any single subscriber together with that subscriber's Associates and Affiliates (as defined in Exchange policies) is 56,000 Shares, being 4% of the total Offering.

An application has been made to conditionally list the Shares offered under this Prospectus on the Exchange. Listing is subject to the Issuer fulfilling all the listing requirements of the Exchange respecting capital pool companies ("CPC's") pursuant to the CPC Policy including prescribed share distribution and financial requirements.

Other than the initial distribution pursuant to this Prospectus and the grant of stock options to certain directors, officers and employees of the Issuer, trading of the securities of the Issuer is not permitted between the date of the receipt for the Issuer's preliminary prospectus and the time the Common Shares of the Issuer commence trading on the Exchange.

If listed, the Exchange may suspend from trading the Issuer's Common Shares where the Issuer has failed to complete a Qualifying Transaction within 18 months after the Listing Date. Notwithstanding 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 minimum listing requirements of Policy 2.1 of the Exchange upon completion of the Qualifying Transaction or for any other reason at the sole discretion of the Exchange.

INVESTMENTS IN SMALL BUSINESSES INVOLVE A HIGH DEGREE OF RISK AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THE OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. SEE "RISK FACTORS".

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

THE ISSUER DOES NOT HAVE BUSINESS OPERATIONS OR ASSETS OTHER THAN SEED CAPITAL, AND HAS NO WRITTEN OR ORAL AGREEMENTS FOR THE ACQUISITION OF A BUSINESS OR ASSET AT THE TIME OF THIS OFFERING. ALTHOUGH THE ISSUER HAS COMMENCED THE PROCESS OF IDENTIFYING POTENTIAL ACQUISITIONS, THE ISSUER HAS YET TO ENTER INTO ANY NEGOTIATIONS WITH RESPECT TO SUCH POTENTIAL ACQUISITIONS AND MAY DETERMINE THAT CURRENT MARKETS, TERMS OF ACQUISITION, OR PRICING CONDITIONS MAKE SUCH POTENTIAL ACQUISITIONS UNECONOMIC. THE ISSUER HAS NOT ENTERED INTO AN AGREEMENT IN PRINCIPLE, AS DEFINED UNDER THE HEADING "BUSINESS OF THE ISSUER". THE ISSUER MAY FIND THAT EVEN IF THE TERMS OF A POTENTIAL ACQUISITION ARE ECONOMIC, THE ISSUER MAY NOT BE ABLE TO FINANCE SUCH ACQUISITION AND ADDITIONAL FUNDS MAY BE REQUIRED TO MEET SUCH OBLIGATIONS. WHERE THE INVESTMENT OR ACQUISITION IS FINANCED BY THE ISSUANCE OF SHARES FROM THE ISSUER'S TREASURY, CONTROL OF THE ISSUER MAY CHANGE AND SHAREHOLDERS MAY SUFFER FURTHER DILUTION OF THEIR INVESTMENT. THIS 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.

A purchaser of Shares offered by this Prospectus will incur an immediate dilution of \$0.10 or 33% if this Offering is completed. Dilution has been computed on the basis of total gross proceeds to be raised hereunder and from sales of Common Shares before filing the preliminary prospectus, without deduction of expenses incurred by the Issuer in connection with this Offering. See "Dilution".

Upon completion of this Offering, but without giving effect to the Agent's Options to be granted to the Agent or the stock options granted to certain directors, officers and employees of the Issuer, this issue will represent 44% of the Common Shares then outstanding. Upon completion of this Offering, the public will own 1,400,000 Common Shares representing 44% of the Common Shares then outstanding. Promoters and insiders of the Issuer will own 1,800,000 Common Shares representing 56% of the Common Shares then outstanding, which were distributed by the Issuer prior to filing the preliminary prospectus. The Agent or any director, officer, employee or contractor of the Agent or any Affiliate of any of them may not pursuant to CPC Policy acquire any Shares pursuant to this Offering other than Common Shares which may be acquired on exercise of the Agent's Options.

The Shares are conditionally offered by the Agent, as agent, on behalf of the Issuer, subject to prior sale, if as and when issued and in accordance with the conditions contained in the Agency and Sponsorship Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters by Gowling Lafleur Henderson LLP, Vancouver, B.C. on behalf of the Issuer and by Miller Thomson LLP, Vancouver, B.C. on behalf of the Agent. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates for the Shares evidencing the securities in definitive form will be available for delivery on the date the Offering is closed.

WOLVERTON SECURITIES LTD.

777 Dunsmuir Street, 17th Floor

Vancouver, B.C.

V7Y 1J5

Telephone: (604) 622-1000

Fax: (604) 662-5205

TABLE OF CONTENTS

	<u>Page</u>
PROSPECTUS SUMMARY	i
THE ISSUER	1
BUSINESS OF THE ISSUER	1
CPC Policy Overview	1
History and Operations of the Issuer	2
Business Objectives	3
Shareholder Approval of the Qualifying Transaction	3
MANAGEMENT AND KEY PERSONNEL	4
PLAN OF DISTRIBUTION	6
Terms of Distribution	6
Resale Restrictions	8
USE OF PROCEEDS	8
Administrative Expenses	8
Conflicts of Interest	9
RISK FACTORS	10
No Operating History	10
No Proposed Business	10
Requirement for Additional Financing	10
Reliance on Management	10
Possible Trading Suspension or Delisting	10
Directors' and Officers' Involvement in Other Projects	11
Conflicts of Interest	11
Dilution	11
DIRECTORS, OFFICERS, PROMOTERS AND OTHER MANAGEMENT	11
Aggregate Ownership of Securities	13
Other Reporting Issuers	13
Corporate Cease Trade Orders or Bankruptcies	14
Penalties or Sanctions	14
Individual Bankruptcies	14
INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTERS AND OTHER MANAGEMENT	14
PAYMENTS TO INSIDERS AND PROMOTERS	14
Executive Compensation	14
Related Party Transactions	14

SHARE CAPITAL	15
Existing and Proposed Share Capital	15
Authorized and Issued Shares	15
Fully Diluted Share Capital	15
Options and Other Rights to Purchase Common Shares	16
Dilution	16
Principal Holders of Securities	17
Escrowed Shares	18
Shares Subject to Resale Restrictions	19
DIVIDEND POLICY	19
PRIOR SALES	20
DESCRIPTIONS OF SECURITIES OFFERED	20
Common Shares	20
Modification of Terms	20
INVESTOR RELATIONS ARRANGEMENTS	20
RELATIONSHIP BETWEEN ISSUER AND AGENT	21
RELATIONSHIP BETWEEN ISSUER AND PROFESSIONAL PERSONS	21
LEGAL PROCEEDINGS	21
AUDITORS, REGISTRAR AND TRANSFER AGENT	21
MATERIAL CONTRACTS	21
Inspection of Material Contracts	22
OTHER MATERIAL FACTS	22
PURCHASER'S STATUTORY RIGHTS	22
FINANCIAL STATEMENTS	23
CERTIFICATE OF THE ISSUER	30
CERTIFICATE OF THE AGENT	31

PROSPECTUS SUMMARY

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

ISSUER: The Issuer was incorporated under the laws of the Province of British Columbia on April 14, 2000 under the name "605484 B.C. Ltd." The Issuer's name was changed to "Trioptimum Capital Corp." effective May 12, 2000. The Issuer is a CPC as defined in the CPC Policy and has no subsidiaries.

The Issuer has no significant assets or business and no predetermined plans or agreements relating to the acquisition of a specific asset or business. The Issuer's sole business is to identify and evaluate assets and businesses which, if acquired, would provide the basis for the Issuer to be listed on the Exchange without the "CPC" designation (a "Qualifying Transaction"). The Issuer has not carried on any active business but has commenced the process of identifying potential acquisitions in a variety of industries, although no negotiations have been entered into to date with respect to any particular potential acquisition and no Agreement in Principle, as defined herein, has been entered into. (See "Business of the Issuer".)

OFFERING: The Offering consists of 1,400,000 Shares which will be offered to the public by the Agent on a "best efforts" basis at \$0.30 per Share for aggregate gross proceeds of \$420,000. In consideration of the services to be performed by the Agent in connection with the Offering and for sponsoring the Issuer's planned listing on the Exchange, the Issuer will pay to the Agent a commission of 10% of the aggregate gross proceeds (\$42,000 in the aggregate) and a due diligence fee of \$6,000 plus G.S.T. A retainer of \$6,420 has been paid to the Agent to cover certain initial expenses in connection with the Offering. In addition, the Issuer will grant non-transferable Agent's Options to the Agent entitling the Agent to purchase up to 140,000 Common Shares at a price of \$0.30 per share, exercisable for a period of 18 months from the Listing Date. The Agent's Options will be qualified and distributed under this Prospectus. See "Plan of Distribution".

USE OF PROCEEDS: The gross proceeds from the Offering will be \$420,000. The net proceeds of the Offering, after deducting the Agent's commission of \$42,000 but before payment of issue costs, will be \$378,000. As at September 30, 2000 the Issuer had working capital of \$251,647. When added to the net proceeds of the Offering, the working capital will result in \$629,647 of available funds (the "Funds Available"). These Funds Available are intended to be used as follows:

- | | | |
|-----|---|-----------|
| i. | to fund corporate and administrative expenses for a period of 18 months, including the balance of the issue costs for this Offering | \$72,000 |
| ii. | remainder to provide working capital to identify and evaluate a Qualifying Transaction | \$557,647 |

Until completion of a Qualifying Transaction, no more than 30% of the aggregate gross proceeds of the issuance of all securities by the Issuer, inclusive of the securities offered hereby, may be used for purposes other than identifying and evaluating assets or businesses. The Issuer may not have sufficient funds to commit to such acquisitions once identified and evaluated and additional funds may be required. See “Use of Proceeds” and “Risk Factors”.

**DIRECTORS AND
MANAGEMENT:**

Management of the Issuer is led by John Meekison, Don Lay, Maurice Boucher, Michael Breukels and Michael Kirwan, who have experience in identifying and acquiring businesses.

The Directors and Officers of the Issuer are as follows:

Donald M. Lay, President & Director

W. John Meekison, Director

Barry J. Allen, Director

Michael A. Kirwan, Director

Roderick C. McKeen, Secretary

Maurice J. Boucher, Vice-President, Finance

Michael J.G. Breukels, Vice-President, Corporate Development

See “Management and Key Personnel” and “Directors and Officers”.

RISK FACTORS:

Investment in the common shares offered pursuant to this Prospectus is highly speculative due to the Issuer's current stage of development. The Issuer was only recently incorporated and at the time of this Offering, the Issuer does not have business operations or assets other than seed capital and has no written or oral agreements for the acquisition of a business or asset. The Issuer is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The Issuer has neither a history of earnings nor has it paid any dividends, and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. There is no assurance that the Issuer will identify a business or asset with a view to acquisition. If a suitable business or asset is identified, management may determine that current market conditions make the terms of the acquisition uneconomic. The Issuer may find that even if the terms of the acquisition are economically sound, it may not be able to finance the acquisition and additional funds will be required to complete the transaction. Where the acquisition is financed by the issuance of shares from the Issuer's treasury, control of the Issuer may change and shareholders may suffer further dilution to their investment. The Exchange may refuse to accept the Issuer's Qualifying Transaction or suspend or delist the Issuer should the Issuer not complete its Qualifying Transaction within the time period required under the rules and policies of the Exchange. The Issuer will be in competition with other businesses with greater financial resources. The directors and officers of the Issuer do not intend to devote 100% of their time to the

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

DILUTION: Purchasers who purchase Shares in the offering will suffer an immediate dilution of \$0.10 or 33% if this Offering is completed. See “Dilution”.

THE ISSUER

The Issuer was incorporated under the laws of the Province of British Columbia by registration of its Memorandum and Articles on April 14, 2000 under the name “605484 B.C. Ltd.” The Issuer’s name was changed to “Trioptimum Capital Corp.” effective May 12, 2000. The shareholders of the Issuer passed a special resolution effective September 25, 2000 to consolidate all of the issued and outstanding shares of the Issuer on the basis of one new share for every 1.5 old shares and subsequently increased the authorized capital to 100,000,000 common shares. The Issuer is a Capital Pool Company (“CPC”) as defined in the CPC Policy (described below).

The head office of the Issuer is located at c/o 1055 West Hastings Street, 3rd Floor, Vancouver, British Columbia, V6E 2E9. The Issuer's registered office is located at Suite 2300, 1055 Dunsmuir Street, Vancouver, British Columbia V7X 1J1.

The Issuer has no subsidiaries.

BUSINESS OF THE ISSUER

CPC Policy Overview

With the introduction of CPC Policy in November 29, 1999, the Exchange created a new category of listing, the Capital Pool Company (“CPC”), pursuant to which a company formed by individuals acceptable to the Exchange can complete an initial public offering (“IPO”) of securities as a “blind pool”. Proceeds from the Offering must be used primarily to investigate business opportunities for acquisition by the CPC, a Qualifying Transaction, rather than to fund pre-existing deals negotiated prior to listing. See definition of “Qualifying Transaction” below. To be a CPC, the company's directors must have a successful history of involvement with listed companies.

Directors and officers of the CPC must raise a minimum of \$100,000 during the private stage. The IPO proceeds, together with funds raised in the private stage, must not exceed \$700,000. No investor may purchase more than 2% of the shares offered under the IPO. On completion of the IPO there must be a minimum of 1,000,000 free-trading shares held by at least 300 shareholders (excluding parties related to the CPC), each of whom must hold at least 500 shares.

Under the CPC Policy, certain shares of the CPC are held in escrow subject to resale restrictions. All shares of the Issuer acquired by Related Parties prior to the Offering or pursuant to the Offering must be escrowed. Any shares of a CPC acquired in the secondary market prior to the Qualifying Transaction by a Control Person (as defined in the CPC policy) of the CPC must also be held in escrow. Any shares acquired by an arm's-length investor prior to the Offering at less than the IPO price must also be held in escrow. Escrowed shares (except shares acquired pursuant to stock options) will be released from escrow as to 10% upon issuance of the Final Exchange Notice (as defined in the CPC Policy), and 15% on each of the 6th, 12th, 18th, 24th, 30th and 36th month following the initial release. Common Shares acquired pursuant to the exercise of stock options prior to completion of a Qualifying Transaction are released from escrow on the completion date of a Qualifying Transaction.

The use of proceeds from the CPC's IPO and all issuances prior to the IPO is restricted to expenses relating to the search for a suitable Qualifying Transaction and for general operating expenses. Permitted acquisition related expenses include the cost of business valuations, engineering reports, fees for legal and accounting services and the like (including a maximum \$25,000 non-refundable deposit and up to a \$100,000 refundable deposit). Up to 30% of the proceeds from the IPO and all prior issuances may be expended by the CPC on operating expenses including: IPO listing and filing fees; underwriter's or agent's fees or commissions; costs of the IPO including legal, audit and printing expenses; secretarial services, office

supplies, office rent and related utilities, and equipment leases; and legal and audit expenses that are not related to the IPO. No proceeds can be used to acquire or lease a vehicle. No fees of any kind may be paid to or accrued for the benefit of Related Parties until the CPC has completed a Qualifying Transaction, but Related Parties may be reimbursed for reasonable expenses permitted under the CPC Policy. The CPC may also reimburse Related Parties for reasonable out of pocket expenses incurred in the course of due diligence relating to a potential Qualifying Transaction including reimbursement for any permitted expenses described above. These restrictions apply until completion of the Qualifying Transaction.

Once a Qualifying Transaction has been identified, the CPC must seek Exchange and minority shareholder approval for the acquisition. Shareholders will be provided with an information circular containing full, true and plain disclosure of all material facts relating to the securities of the CPC assuming completion of the Qualifying Transaction. Under CPC Policy the resolution approving the Qualifying Transaction must be passed by a majority of shareholders who are not Related Parties or parties related to the proposed Qualifying Transaction. The Exchange, in its discretion, may not approve a Qualifying Transaction where the CPC fails to meet the minimum listing requirements for a Tier 2 Company upon completion of the proposed Qualifying Transaction. If additional financing is required to complete the acquisition, the CPC may arrange bank financing or issue additional treasury shares pursuant to a private placement or public offering in accordance with Exchange policy. On completion of the Qualifying Transaction, the CPC Company becomes a Tier 2 Company (at a minimum) listed on the Exchange.

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

History and Operations of the Issuer

The Issuer has not conducted operations other than to commence identifying potential acquisitions of interests in commercially viable businesses or assets. To date, this review has not been focussed in any particular industry. The Issuer proposes initially to identify corporations, businesses or assets that have profit potential and, once identified, to pursue discussions with a view to the acquisition of interests therein which will be acceptable to the Exchange and a majority of the minority shareholders of the Issuer. Until completion of a Qualifying Transaction, the Issuer shall not carry on any business other than the identification and evaluation of assets or businesses in connection with a potential Qualifying Transaction.

Although the Issuer has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Issuer has not entered into an "Agreement in Principle". For the purposes of the CPC Policy, the term Agreement in Principle means any enforceable agreement or any other agreement or similar commitment which identifies the fundamental terms upon which the parties agree or intend to agree which:

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

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

Business Objectives

The Issuer proposes to identify and evaluate opportunities for the acquisition of an interest in assets or businesses with a view to completing a Qualifying Transaction. The acquisition of or participation in assets or businesses may arise in numerous ways and management of the Issuer has not placed geographical restrictions on such acquisitions or participation. The Issuer has not established pre-determined criteria for such participation or acquisitions, other than sound business fundamentals. The Issuer, in considering whether to approve the terms of a Qualifying Transaction, will be guided by, among other criteria, the following:

- i. the ratio of risk to reward;
- ii. the projected rate of return on the proposed investment having regard to the risk of loss;
- iii. the prospects for growth, having regard to existing or potential market share;
- iv. the experience and expertise of the management team, either as it exists or as it may be modified as a consequence of the acquisition; and
- v. basic financial considerations such as the ratio of debt to equity of the target prospect, the overall cost of the acquisition and the likelihood of obtaining the debt or equity financing necessary to effect the acquisition.

Shareholder Approval of the Qualifying Transaction

Any Qualifying Transaction that the Issuer enters into shall be submitted to its shareholders for their approval in accordance with the CPC Policy. Pursuant to the CPC Policy, any Qualifying Transaction must be approved by 50% plus one vote of the Issuer's shareholders who vote at the meeting called to approve the Qualifying Transaction, however, such vote must exclude the promoters, officers, directors, control persons or other insiders of the Issuer, as well as associates or affiliates of such persons or companies (the "Related Parties to the CPC") and must also exclude the seller(s), the target company, Related Parties of the seller(s) or target company and all other parties to or associated with the Qualifying Transaction, as well as associates and affiliates of such parties (collectively, the "Related Parties to the Qualifying Transaction") at a properly constituted meeting of the Issuer's shareholders (this shareholders' vote is referred to as the "Majority of the Minority Approval").

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

- (a) the Issuer issues, or proposes to issue, in consideration for the acquisition of Significant Assets, as defined below, common shares or securities convertible, exchangeable or exercisable into common shares which, if fully converted, exchanged or exercised would represent more than 25% of the common shares of the Issuer issued and outstanding immediately prior to the issuance;

- (b) the Issuer enters into an arrangement, amalgamation, merger or reorganization (a “Reorganization”) with another company with Significant Assets whereby the ratio of securities which are distributed to the Issuer and the other company results in the shareholders of the other company acquiring control of the entity resulting from the Reorganization; or
- (c) the Issuer otherwise acquires Significant Assets, other than cash;

but excludes a transaction which, prior to completion of a Qualifying Transaction, 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% of its issued and outstanding Common Shares immediately prior to such issuance. “Significant Assets” means one or more assets or businesses which, when acquired by the Issuer together with any other concurrent transactions, result in the Issuer meeting the minimum listing requirements of the Exchange.

Notwithstanding the definition of Qualifying Transaction, the Exchange in its discretion may refuse approval of the Qualifying Transaction where the Issuer does not satisfy, or it may reasonably be expected that the Issuer will not satisfy, the minimum listing requirements of the Exchange upon completion of the Qualifying Transaction or for any other reason at the sole discretion of the Exchange.

Prior to completion of the Qualifying Transaction, the Issuer is required to prepare and file with the Exchange a comprehensive information circular containing prospectus level disclosure of the Qualifying Transaction and the Resulting Issuer. The information circular must comply with the By-Laws and Policies of the Exchange, the provisions of the *Securities Act* (British Columbia) and the rules and regulations thereto, and contain a certificate to the effect that the information circular constitutes full, true and plain disclosure of all material facts relating to the securities of the Issuer. The Issuer must mail the information circular and related proxy materials to its shareholders and obtain Majority of the Minority Approval of the Qualifying Transaction. These provisions shall cease to apply after the Issuer has completed a Qualifying Transaction.

MANAGEMENT AND KEY PERSONNEL

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

The following is a brief description of the management and key personnel of the Issuer:

Donald Mark Lay, is the President and a Director of the Issuer.

Don Lay has 20 years experience in high technology and financial areas. Mr. Lay is a private investor and President of Evster Holdings Ltd., a private company providing consulting services. Previously he worked for two years with Forbes Medi-Tech Inc. (“Forbes”) providing corporate and investor communications and capital raising functions. Prior to Forbes, Mr. Lay was Managing Director at Portfolio Partners Capital Corp. from September, 1994 to December, 1997. From March, 1993 to June, 1994 he was the Western Region Account Manager for SAS Institute Inc., an international software firm. Prior to SAS Institute, Mr. Lay worked in a variety of sales and technical roles with financial software firm McCormack & Dodge and later, upon its acquisition, Dun & Bradstreet Software, a division of Dun & Bradstreet Corporation.

Mr. Lay has a Bachelor of Science (Computer Science) degree from the University of British Columbia.

William (John) Meekison is a Director of the Issuer.

Mr. Meekison has over 10 years of corporate finance and capital market experience. He is currently employed at Conor Pacific Environmental Technologies Inc. (“Conor Pacific”), an environmental consulting and remediation firm in the position of Director, Corporate Development having joined that company in March, 2000. Mr. Meekison is responsible for managing Conor Pacific’s mergers and acquisitions program and also actively involved in other corporate structuring activities. Prior to Conor Pacific, Mr. Meekison was employed at Haywood Securities Inc. (“Haywood”) as Vice-President, Corporate Finance, since October 1991 where he was involved in raising private and public capital for junior high technology and resource companies. His other responsibilities included providing mergers and acquisitions services and general financial/strategic advice.

Mr. Meekison holds a Bachelor of Arts degree from the University of British Columbia and holds both Certified Investment Manager and Fellow of The Canadian Securities Institute (FCSI) designations.

Barry James Allen is a Director of the Issuer.

Mr. Allen is currently employed as President and Chief Executive officer for VSM MedTech Ltd., a position he has held since March 1999. Previously Mr. Allen acted as Vice-President of Operations for Xillix Technologies from January, 1997 to March 1999 and Director of Clinical Research and Regulatory Affairs from February, 1994 to January, 1997.

Mr. Allen holds a Bachelor of Arts (Economics) degree from Queen’s University, Kingston, Ontario.

Michael Anthony Kirwan is a Director of the Issuer.

Mr. Kirwan has over 15 years of experience in the Canadian finance and investment marketplace. Mr. Kirwan is currently working as a venture capitalist. Previously, he was Vice-President, Western Canada for Trimark Investment Management Inc. from 1993 to 2000.

Mr. Kirwan holds a Chartered Financial Analyst (CFA) designation and a Bachelor of Arts (Economics) from the University of Calgary.

Maurice James Boucher is Vice-President, Finance of the Issuer.

Mr. Boucher is currently employed as the President of First Standard Capital Corporation, a private investment company, a position he has held since October 1989.

Mr. Boucher holds a Bachelor of Commerce degree from the University of British Columbia.

Michael Johannes Gerardus Breukels is Vice-President, Corporate Development of the Issuer.

Mr. Breukels is currently self-employed as an investor. Previously, Mr. Breukels was a research manager for Nikko Research Center in Hong Kong from January 1996 to December 1998. From April, 1994 to December, 1995 he worked as a Research Analyst for ABN-AMRO/HG-ASIA of Hong Kong.

Mr. Breukels holds a Chartered Financial Analyst (CFA) designation and a Bachelor of Applied Science degree from the University of British Columbia.

Roderick Charles McKeen is Secretary of the Issuer.

Mr. McKeen is a partner in the law firm Gowling Lafleur Henderson LLP since April 1, 2000. He was previously a partner in the firm of Montpellier McKeen Varabioff Talbot & Giuffre from July 1, 1996 to March 31, 2000. Mr. McKeen has 17 years' experience in corporate finance, securities and corporate commercial matters, primarily acting for emerging public companies. Within the realm of his corporate and commercial practice, Mr. McKeen has been active in advising on corporate reorganizations, commercial acquisitions and dispositions.

Mr. McKeen received his law degree from the University of British Columbia (1982) and his Bachelor of Arts degree (Psychology) (1979) from the University of Alberta. Mr. McKeen is a member of the Canadian Bar Association.

The members of the Issuer's management are also members of management of other public and private companies and accordingly devote less than a full-time employment equivalent to the affairs of the Issuer.

PLAN OF DISTRIBUTION

Terms of Distribution

Pursuant to an agency and sponsorship agreement dated October 12, 2000 (the "Agency and Sponsorship Agreement"), the Issuer has appointed the Agent to offer to the public on a best efforts agency basis, through the facilities of the Exchange, 1,400,000 Shares at an offering price of \$0.30 per Share.

The Offering will be made in accordance with the rules and policies of the Exchange on a day determined by the Agent and the Issuer, with the consent of the Exchange, within a period of 90 days from the date a final receipt for this Prospectus is issued by the Commission (the "Effective Date"). The closing of the Offering will take place no earlier than 10 business days after the Agent has mailed this Prospectus to purchasers of the Shares offered hereby.

The Issuer will receive the net proceeds from the Offering within 10 business days of the mailing of the Prospectus to purchasers. Until all of the Shares offered by this Prospectus are sold, all subscription monies will be deposit with and held in trust by the Agent. If all the Shares are not sold within the prescribed offering period, then all subscription proceeds held by the Agent will be returned to subscribers in full without deduction or interest.

An application to conditionally list the securities offered under this Prospectus has been made to the Exchange. Listing is subject to the Issuer fulfilling all the listing requirements of the Exchange respecting CPC's, including prescribed distribution and financial requirements.

The Agent will receive a commission of \$0.03 per Share (\$42,000 in the aggregate), being 10% of the price of each Share sold under the Offering. The Agent will also receive a due diligence fee of \$6,000 plus G.S.T. and expenses in consideration of sponsoring the listing of the Common Shares on the Exchange. The Issuer has provided a \$6,420 retainer to the Agent to cover initial expenses under the Offering.

In addition, the Agent will be granted non-transferable Agent's Options entitling the Agent to purchase up to 140,000 Common Shares at any time up to the close of business 18 months from the Listing Date at a price of \$0.30 per share. Any

Common Shares acquired by the Agent upon the exercise of the Agent's Options can be distributed through the facilities of the Exchange without further qualification but will be subject to the resale restrictions set out in the CPC Policy. Pursuant to the CPC Policy, a total of fifty (50%) percent of the Common Shares held pursuant to the exercise of the Agent's Options may be sold by the Agent prior to completion of a Qualifying Transaction by the Issuer. The remaining fifty (50%) percent may only be sold after completion of a Qualifying Transaction. The Agent's Options will be qualified for distribution under this Prospectus. The terms and conditions governing the Agent's Options will include provisions for the appropriate adjustment of the class, number and price of shares issuable pursuant to any exercise thereof upon the subdivision, consolidation, or reclassification of the Common Shares, the payment of stock dividends or the amalgamation of the Issuer. See "Share Capital - Agent's Options".

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

The Agent may terminate its obligation under the Agency and Sponsorship Agreement at any time before the day the Common Shares commence trading on the Exchange if there is an occurrence of any nature which, in the opinion of the Agent, seriously affects or will seriously affect the financial markets or the ability of the Agent to perform its obligations under the Agency and Sponsorship Agreement. The Agent may also terminate its obligations under the Agency and Sponsorship Agreement if the Shares cannot, in the opinion of the Agent, be profitably marketed due to the state of the financial markets.

The Issuer has granted the Agent a right to participate in future private or public equity financings for a period of 12 months from the closing of the Offering.

Other than as described herein, 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 Common Shares from the Offering.

In accordance with the rules and policies of the Exchange, the Agent is required to give full client preference of 100 percent of the Offering for purchase by retail clients. Clients of the Agent will have preference, to the extent there is a demand, for 100 percent of the Offering. The Agent may allocate the Offering among its clients with such preference as it may determine in its sole discretion. If client demand is less than 100 percent of the Offering, the difference between the total Offering and client demand may be allocated to members of the Exchange, and their partners, directors, officers, registered representatives and employees. Pursuant to CPC Policy, however, the Agent and its directors, officers, employees and contractors and any affiliates of the Agent may not subscribe for Shares under the Offering. Notwithstanding the foregoing, an individual subscriber may purchase directly or indirectly a maximum of 28,000 Shares, being 2% of the total number of Shares offered hereunder and the maximum number of Shares which may be directly or indirectly purchased by any one subscriber, together with that subscriber's Associates and Affiliates (as defined in Exchange policies), is 56,000 Shares, being 4% of the total number of Shares offered hereunder.

Other than the Shares, the Agent's Options and stock options granted to an officer or Director of the Issuer, no securities of the Issuer may be issued or traded during the period between the date of the receipt for the Issuer's preliminary prospectus and the time the Common Shares begin trading on the Exchange, except with the prior written acceptance of the Exchange and the British Columbia Securities Commission.

The Shares offered under this Prospectus have been qualified for distribution to the public only in the Province of British Columbia.

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

Resale Restrictions

This Prospectus qualifies the distribution of the Shares. This Prospectus also qualifies the distribution of the Agent's Options to the Agent. The Agent may sell Common Shares acquired on exercise of the Agent's Options pursuant to the *Securities Act* (British Columbia) and the rules thereunder without further qualification but are subject to the resale restrictions of the CPC Policy. See "Share Capital - Agent's Options".

USE OF PROCEEDS

As at September 30, 2000 the Issuer had working capital of approximately \$251,647 (excluding deferred share offering costs of \$6,000 representing a portion of the Agent's retainer of \$6,420). The estimated net proceeds of \$378,000 (gross proceeds of \$420,000 less the Agent's commission of \$42,000 but before issue costs) to be derived from the Offering together with such working capital and share proceeds, total \$629,647. The following table indicates the principal purposes for which the Issuer proposes to spend the Funds Available to it:

Balance of costs and professional fees relating to the Offering (estimated)	\$30,000	
Estimated administration expenses for 18 months	\$42,000	
Identifying and evaluating acquisitions	\$557,647	
Total:		<u>\$629,647</u>

Administrative Expenses

The Issuer's budget for administrative expenses has been prepared for an 18 month period, being the prescribed maximum time to complete a Qualifying Transaction in accordance with the CPC Policy. The Issuer's administrative expenses are estimated to average approximately \$2,333 per month, as follows:

	<i>Monthly</i>	<i>18 Month Period</i>
Rent	\$ nil	nil
Transfer Agent	\$278	\$5,000
Investor relations	278	\$5,000
Telephone	111	\$2,000
Professional fees not relating to the Qualifying Transaction	1,388	\$25,000
Miscellaneous	<u>\$278</u>	<u>\$5,000</u>
Total	\$2,333	\$42,000

The foregoing budget is based on the Issuer's projected monthly administrative expenses. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary, or expenses in a category may be less than or may exceed the amount budgeted. The Issuer will only redirect the funds to other expense categories in accordance with Exchange policies.

In accordance with the CPC Policy, until the completion of a Qualifying Transaction, no more than 30% of the aggregate gross proceeds of the issuance of all securities by the Issuer, inclusive of the securities offered hereby, will be used for purposes other than the costs of identifying and evaluating assets or businesses.

If the Agent exercises the Agent's Options, there will be available to the Issuer a maximum of an additional \$42,000, and if all stock options are exercised there will be an additional \$90,000 available to the Issuer. These funds will be added to the working capital of the Issuer. See "Share Capital".

If the Issuer completes a Qualifying Transaction before spending the full amount allocated to identifying and evaluating assets or businesses (including professional fees in connection therewith), the Issuer may use the remaining funds to finance or partially finance the acquisition of, or participation in, the new assets or new business or for other purposes.

Under the CPC Policy, Related Parties may not receive compensation for management services rendered to the Issuer prior to completion of the Qualifying Transaction and such costs cannot be accrued and paid subsequent to the Qualifying Transaction. Subject to certain exceptions, the Issuer may compensate any Related Parties for reasonable expenses for office supplies, office rent and related utilities, reasonable expenses for equipment leases and legal services, provided that: (a) if the lawyer receiving the remuneration is a sole practitioner, or a member of an association of sole practitioners, the lawyer is not a promoter of the Issuer; and (b) if the legal services are provided by a firm of lawyers, no member of the law firm is a promoter of the Issuer. In addition, the Issuer may reimburse any Related Parties for reasonable out-of-pocket expenses incurred in pursuing the business of the Issuer.

The Issuer will spend the funds available on the completion of this Offering to seek a significant asset or business and complete a Qualifying Transaction in accordance with the CPC Policy. See "Business of the Issuer". There may be circumstances where, for sound business reasons, a re-allocation of funds may be necessary. Any such reallocation will be made in accordance with CPC Policy.

The proceeds of this Offering, after deducting the costs of this 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. See "Business of the Issuer" and "Risk Factors".

Conflicts of Interest

None of the proceeds of the Offering, other than the Agent's commission and expenses and the due diligence fee payable to the Agent, will be applied, directly or indirectly, for the benefit of the Agent or any related party of the Agent.

RISK FACTORS

No Operating History

This Offering is highly speculative since the Issuer was only recently incorporated and has not commenced business operations. There is currently no established market for the Common Shares of the Issuer. The Issuer has no assets other

than seed capital and the proceeds from this Offering and has neither a history of earnings nor has it paid any dividends and it is unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future.

No Proposed Business

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

Requirement for Additional Financing

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

Reliance on Management

The Issuer is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Issuer is dependent upon the efforts and abilities of its directors and officers. The loss of any of its directors or officers could have a material adverse effect upon the business and prospects of the Issuer.

Possible Trading Suspension or Delisting

The Exchange may suspend from trading the securities of the Issuer if the Issuer fails to complete a Qualifying Transaction within 18 months from the Listing Date. Notwithstanding 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 minimum listing requirements of Policy 2.1 of the Exchange upon completion of the Qualifying Transaction or for any other reason at the sole discretion of the Exchange. If a Qualifying Transaction is not completed within three years of the Listing Date, the Common Shares of the Issuer will be delisted.

Directors' and Officers' Involvement in Other Projects

The directors and officers of the Issuer will not be devoting all their time to the affairs of the Issuer, but will be devoting such time as required to effectively manage the Issuer. Some of the directors and officers of the Issuer are engaged and will continue to be engaged in the search for assets or business prospects on their own behalf or on behalf of others. No members of management have entered into non-competition agreements with the Issuer. See “Management and Key Personnel” and “Directors, Officers and Promoters”.

Conflicts of Interest

Certain directors and officers of the Issuer are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring businesses or assets or may be engaged in the industry that the Issuer ultimately becomes involved in. Such associations may give rise to conflicts of interest from time to time. The directors of the Issuer are required by law to act honestly and in good faith with a view to the best interests of the Issuer and to disclose any interest which they may have in any project or opportunity of the Issuer. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Issuer will participate in any project or opportunity, the director will primarily consider the degree of risk to which the Issuer may be exposed and its financial position at the time.

Dilution

Purchasers who purchase Shares in the offering will suffer an immediate dilution of \$0.10 or 33% if this Offering is completed. See “Share Capital - Dilution”.

As a result of these factors, this Offering is only suitable for those investors who are willing to rely on management of the Issuer and who can afford to lose their entire investment in the Issuer's Shares.

DIRECTORS, OFFICERS, PROMOTERS AND OTHER MANAGEMENT

The following are the names, ages and municipalities of residence of the directors, officers and promoters of the Issuer, their positions and offices with the Issuer, their principal occupations during the past five years and the number, class and kind of securities of the Issuer held by each of them. See also “Management and Key Personnel”.

The members of the Issuer's management are also members of management of other public and private companies and accordingly devote less than full-time employment equivalent to the affairs of the Issuer.

Name, Age and Municipality of Residence and Position Held	Principal Occupation ⁽¹⁾	Number of Securities of the Issuer Held (% of class)				
		Common Shares ⁽²⁾ Before Offering		Common Shares ⁽²⁾ After Offering		Options
Donald Mark Lay (41) Vancouver, B.C. President and Director	Self employed investor: Previously Manager, Investor Relations, Forbes Medi-Tech Inc. from January, 1998 to March, 2000; Managing Director, Portfolio Partners Capital Corp. from September 1994 to December 1997.	133,333 ⁽⁴⁾	7%	133,333 ⁽⁴⁾	4%	60,000

Name, Age and Municipality of Residence and Position Held	Principal Occupation ⁽¹⁾	Number of Securities of the Issuer Held (% of class)				
		Common Shares ⁽²⁾ Before Offering		Common Shares ⁽²⁾ After Offering		Options
William John Meekison (36) ⁽³⁾ North Vancouver, B.C. Director	Director of Corporate Development, Conor Pacific Environmental Technologies Inc. since March, 2000; Vice-President, Corporate Finance, Haywood Securities Inc. from October 1991 to February, 2000.	233,334	13%	233,334	7%	80,000
Barry James Allen (36) ⁽³⁾ North Vancouver, B.C. Director	President and CEO, VSM MedTech Ltd. since March 1999; Vice-President, Operations, Xillix Technologies from January, 1997 to March 1999 and Director of Clinical Research, Xillix Technologies from February, 1994 to January, 1997	100,000	6%	100,000	3%	20,000
Michael Anthony Kirwan (39) ⁽³⁾ Vancouver, B.C. Director	Self employed venture capitalist since September 2000; Vice President, Western Canada, Trimark Investments Management Inc. from September 1993 to August 2000.	333,333	19%	333,333	10%	40,000
Roderick Charles McKeen (44) Vancouver, B.C. Secretary	Partner, Gowling Lafleur Henderson LLP since April 2000; Partner, Montpellier McKeen Varabioff Talbot & Giuffre from July 1996 to March 2000; Partner, Smith Lyons from March, 1989 to June 1996.	Nil	N/A	Nil	N/A	20,000
Maurice James Boucher (45) Vancouver, B.C. Vice-President, Finance	President, First Standard Capital Corporation since October 1989.	333,333	19%	333,333	10%	40,000
Michael Johannes Gerardus Breukels (38) Vancouver, B.C. Vice-President, Corporate Development	Self employed investor since January 1999; Research Manager, Nikko Research Center from January 1996 to December 1998; Research Analyst, ABN-AMRO/HG-Asia from April 1994 to December 1995.	Nil ⁽⁵⁾	N/A	Nil ⁽⁵⁾	N/A	40,000
TOTAL SECURITIES		1,133,333	64%	1,133,333	34%	300,000

Notes:

- (1) See "Management and Key Personnel" for additional information regarding the principal occupations of the Issuer's directors and officers.
- (2) Following 1:1.5 share consolidation (see "Share Capital").
- (3) Members of the Audit Committee.
- (4) Charlene Warrington holds 200,000 shares in trust for her two children. Donald Lay maintains voting and dispositive control over the 200,000 shares held by his wife, Charlene Warrington.
- (5) Tessa Breukels holds a total of 333,333 shares in trust for her three children. Michael Breukels maintains voting and dispositive control over the shares held by his wife, Tessa Breukels.

The Issuer does not have an executive committee of its directors.

Aggregate Ownership of Securities

Upon completion of this Offering, the directors, officers and promoters of the Issuer and their Associates, as a group, will beneficially own, directly or indirectly, 1,666,666 (post-consolidated) Common Shares, being 52% of the then issued and outstanding (post-consolidated) Common Shares.

Other Reporting Issuers

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

<u>Name of Director, Officer or Promoter</u>	<u>Name of Reporting Issuer</u>	<u>Position</u>	<u>Term</u>
W. John Meekison	Conor Pacific Environmental Technologies Inc.	Director of Corporate Development (Senior Employee)	Since March, 2000
Barry J. Allen	Adobe Ventures Inc.	Director	June, 2000 to present
	VSM MedTech Ltd.	President, Chief Executive Officer Director	March, 1999 to present April 1998 to present
	Xillix Technologies Corp.	Vice-President, Operations Director of Clinical Research & Regulatory Affairs	January, 1997 to March, 1999
			February, 1994 to January, 1997
Michael A. Kirwan	Trimark Financial Corporation	Vice-President, Trading Officer	September, 1993 to August, 2000
Roderick Charles McKeen	Southern Metals Corporation	Secretary Director	August, 1998 to present September, 2000 to present
	Mano River Resources Ltd.	Director Secretary	May, 1996 to present September, 1998 to present
	Ecuadorian Minerals Corporation	Director and Secretary	December, 1994 to present
	Kalimantan Gold Corporation Limited	Director Secretary	April, 1997 to present
			April 1997 to July 1997

Corporate Cease Trade Orders or Bankruptcies

No director, officer or promoter of the Issuer is, or within the five years prior to the date of this prospectus has been, a director, officer or promoter, of any other issuer that, while that person was acting in that capacity was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days or was declared bankrupt or made a voluntary assignment in bankruptcy or 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 issuer.

Penalties or Sanctions

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

Individual Bankruptcies

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

INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTERS AND OTHER MANAGEMENT

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

PAYMENTS TO INSIDERS AND PROMOTERS

Executive Compensation

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

Certain directors, officers and employees of the Issuer have been granted stock options. See “Share Capital” and “Escrowed Shares”.

Related Party Transactions

The Issuer was recently incorporated and has not acquired assets or services from an insider, promoter or member of management or their respective associates or affiliates except that to date legal fees in the amount of \$12,404 have been paid to Gowling Lafleur Henderson LLP, a law firm in which the Corporate Secretary of the Issuer is a partner.

SHARE CAPITAL

Existing and Proposed Share Capital

	<u>Number of Issued Securities⁽¹⁾</u>	<u>Price per Security</u>	<u>Total Consideration</u>
a. Issued as of September 30, 2000	1,800,000 ⁽²⁾	\$0.15	\$270,000.00
b. Offering	1,400,000	\$0.30	<u>\$420,000.00</u>
c. To be issued if all securities being offered are sold	3,200,000 ⁽³⁾		\$690,000.00

Notes:

- (1) Post-consolidated.
- (2) As at the date of this Prospectus, the 1,800,000 issued and outstanding Common Shares are held in escrow in accordance with the CPC Policy. See "Escrowed Shares".
- (3) This total does not include 440,000 Common Shares reserved for future issuance, consisting of 300,000 Common Shares for stock options and 140,000 Common Shares for the Agent's Options.

Authorized and Issued Shares

The authorized capital of the Issuer consists of 100,000,000 Common Shares without par value. Effective September 25, 2000, the B.C. Registrar of Companies accepted for filing a special resolution consolidating all of the authorized and issued shares on a 1:1.5 basis and subsequently increased the authorized capital to 100,000,000 common shares. As at the date of this Prospectus, there were 1,800,000 post-consolidated Common Shares issued and outstanding. See "Prior Sales".

Fully Diluted Share Capital

	<u>Number of Securities⁽¹⁾</u>	<u>Percentage of Total</u>
a. Issued as of the date hereof:	1,800,000	49.44%
b. Offered under the Prospectus	1,400,000	38.46%
c. Securities reserved for future issue as of the date hereof:	<u>440,000</u>	<u>12.1%</u>
Total	3,640,000	100%

- (1) Post-consolidated

Options and Other Rights to Purchase Common Shares

Options

The Issuer has outstanding the following options to purchase (post-consolidated) Common Shares (the “Options”) as of the date of this Prospectus:

<u>Name</u>	<u>Reasons for Grant</u>	<u>Number</u>	<u>Stock Option Exercise Price</u>	<u>Expiry Date</u>
Donald M. Lay	Director	60,000	\$0.30	(1)
W. John Meekison	Director	80,000	\$0.30	(1)
Barry J. Allen	Director	20,000	\$0.30	(1)
Michael A. Kirwan	Director	40,000	\$0.30	(1)
Roderick C. McKeen	Officer	20,000	\$0.30	(1)
Maurice J. Boucher	Officer	40,000	\$0.30	(1)
Michael J.G. Breukels	Officer	40,000	\$0.30	(1)

(1) five years from the date the Issuer’s shares commence trading on the Exchange.

Pursuant to CPC Policy any shares issued on exercise of these stock options will be held in escrow in accordance with CPC Policy. See “Escrowed Shares”.

Agent’s Options

The Issuer will grant to the Agent, upon completion of this Offering, Agent’s Options entitling the Agent to purchase up to 140,000 Common Shares at a price of \$0.30 per Common Share, which may be exercised for a period of 18 months following the Listing Date. Pursuant to certain resale restrictions in the CPC Policy, a total of fifty (50%) percent of the Common Shares held pursuant to the exercise of the Agent’s Options may be sold by the Agent prior to completion of a Qualifying Transaction by the Issuer. The remaining fifty (50%) percent may only be sold after completion of a Qualifying Transaction which has been accepted for filing by the Exchange. The Agent’s Options will be qualified for distribution under this Prospectus. See “Plan of Distribution”.

There are no assurances that the Options or Agent’s Options described above will be exercised in whole or in part.

Dilution

The issue price of each Share exceeds by \$0.10 the net tangible book value of \$0.20 per Common Share as at the date of this Prospectus, calculated as follows:

	<u>Per Common Share (in Cdn \$)</u>
Issue price:	\$0.30
Net tangible book value per Common Share (audited) before distribution of the Shares:	\$0.14

	Per Common Share (in Cdn \$)
Net tangible book value after the distribution:	\$0.20
Increase in net tangible book value attributable to the distribution	\$0.06
Dilution to purchasers of Shares	\$0.10
Percentage of dilution in relation to the price of the Shares offered hereby	33%

Principal Holders of Securities

As at the date of this Prospectus, the only persons or companies of record or known to the Issuer to beneficially own, directly or indirectly, or to have control or direction over, more than 10% of the issued (post-consolidated) Common Shares are as follows:

<u>Name and Municipality of Residence</u>	<u>No. of Securities</u>	<u>Percentage Prior to Offering</u>	<u>Percentage After Offering</u>
Maurice J. Boucher Vancouver, B.C.	333,333	18%	10%
Michael A. Kirwan Vancouver, B.C.	333,333	18%	10%
Tessa Breukels Vancouver, B.C.	333,333 ⁽¹⁾	18%	10%
W. John Meekison North Vancouver, B.C.	233,334	13%	7%
Charlene Warrington Vancouver, B.C.	200,000 ⁽²⁾	11%	6%

- (1) These shares are held in trust for Nini, Cassie and Alexandra Breukels. Michael Breukels, a senior officer of the Issuer maintains voting and dispositive control over these shares.
- (2) These shares are held in trust for Evan Harry Lay and Jennah Lay. Donald M. Lay, President and a director of the Issuer retains voting and dispositive authority over the shares.

Escrowed Shares

Pursuant to CPC Policy all Common Shares beneficially owned, directly or indirectly, by a Related Party are required to be held in escrow, including Common Shares acquired by a Related Party in the private stage and Shares acquired by a Related Party pursuant to the IPO. Any Common Shares acquired in the secondary market prior to the Qualifying Transaction by a Control Person of the Issuer, will also be held in escrow. Any Common Shares acquired by an arm's-length investor in the private stage at less than the IPO price must also be held in escrow. Escrowed shares include seed capital shares, stock option shares, treasury shares acquired subsequent to this Offering and any Common Shares acquired in the secondary market. Release of the Common Shares from escrow is subject to completion by the Issuer of a Qualifying Transaction. All escrowed shares (except those acquired pursuant to the exercise of a stock option after completion of a Qualifying Transaction), will be released from escrow as to 10% upon issuance of the Final Exchange Notice, and 15% on each of the 6th, 12th, 18th, 24th, 30th and 36th month following the initial release. Common Shares acquired pursuant to the exercise of stock options prior to the completion of a Qualifying Transaction are released from escrow on the completion date of a Qualifying Transaction.

Up to 50% of the Common Shares which may be acquired by the Agent on exercise of the Agent's Options will be subject to resale restrictions until completion of the Qualifying Transaction.

Securities issued pursuant to the Qualifying Transaction will be escrowed as follows: (a) all securities issued in conjunction or contemporaneous with or in contemplation of a Qualifying Transaction, which are acquired by a private placement or any other manner by a Control Person (determined after giving effect to the issuance) or by any Related Party will be subject to escrow restrictions as prescribed by CPC Policy and/or Policy 5.4; and (b) at its discretion, the Exchange may impose escrow restrictions on all or any portion of the securities issued to Related Parties or parties related to the Qualifying Transaction in conjunction or contemporaneous with or in contemplation of the Qualifying Transaction in accordance with CPC Policy and/or Policy 5.4.

In the event a Qualifying Transaction is not completed within 18 months following the Listing Date, and the Exchange issues a notice that the Common Shares of the Issuer will be delisted, all of the escrowed shares remaining in escrow will be cancelled. The escrowed shares may also be cancelled if the Issuer is otherwise delisted from the Exchange.

At the date of this Prospectus the following post-consolidated Common Shares are held in escrow:

<u>Name of Beneficial Owner</u>	<u>Number of Common Shares in Escrow</u>	<u>Percentage of Class Outstanding</u>	<u>Percentage of Class After Giving Effect to this Offering</u>
Maurice Boucher	333,333	18.52%	10.4%
John Meekison	233,334	12.96%	7.3%
Donald Lay	133,333	7.4%	4.2%
Michael and Victoria Kirwan	333,333	18.52%	10.4%
Charlene Warrington, in trust for Jennah Lay ⁽¹⁾	100,000	5.56%	3.1%
Charlene Warrington, in trust for Evan Harry Lay ⁽¹⁾	100,000	5.56%	3.1%
Barry Allen	100,000	5.56%	3.1%
Dinesh Kakadia	66,667	3.7%	2.1%

<u>Name of Beneficial Owner</u>	<u>Number of Common Shares in Escrow</u>	<u>Percentage of Class Outstanding</u>	<u>Percentage of Class After Giving Effect to this Offering</u>
Beverly McKeen	66,667	3.7%	2.1%
Tessa Breukels, in trust for Alexandra Breukels ⁽²⁾	100,000	5.56%	3.1%
Tessa Breukels, in trust for Cassie Breukels ⁽²⁾	100,000	5.56%	3.1%
Tessa Breukels, in trust for Nini Breukels ⁽²⁾	133,333	7.4%	4.2%
Totals:	1,800,000	100%	56.2%

(1) voting and dispositive power over these shares is held by Donald Lay.

(2) voting and dispositive power over these shares is held by Michael Breukels.

Escrow Agreement

The Issuer and the above-named beneficial owners of Common Shares have entered into a seed share capital escrow agreement made effective October 18, 2000 among the Issuer, Pacific Corporate Trust Company and each of Maurice Boucher, Donald Lay, John Meekison, Charlene Warrington in trust for each of Jennah and Evan Lay, Dinesh Kakadia, Barry Allen, Beverly McKeen, Rod C. McKeen Michael and Victoria Kirwan and Tessa Breukels in trust for each of Alexandra, Cassie and Nini Breukels, pursuant to which 1,800,000 seed capital shares are held in escrow (the “Escrow Agreement”). The Escrow Agreement provides that the shares held in escrow pursuant to its terms and the beneficial ownership thereof may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the prior written consent of the Exchange or the British Columbia Securities Commission.

Control Persons and Related Parties who acquire beneficial ownership, directly or indirectly, of any additional treasury shares of the Issuer subsequent to this Offering and any Common Shares acquired on exercise of Options, in the secondary market, or issued on exercise of the Agent’s Options, must place their Common Shares in escrow on substantially the same terms as the terms of the Escrow Agreement.

Shares Subject to Resale Restrictions

At the date of this prospectus the Issuer has issued 1,800,000 post-consolidated Common Shares that are subject to resale restrictions in accordance with CPC Policy.

DIVIDEND POLICY

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

PRIOR SALES

Since the date of incorporation of the Issuer, Common Shares have been issued as follows:

<u>Date</u>	<u>Number of Common Shares</u>	<u>Issue Price per Common Share</u>	<u>Aggregate Issue Price</u>	<u>Nature of Consideration Received</u>
14-Apr-2000 ⁽¹⁾	1	\$0.10	\$0.10	Cash
26-Jul-2000 ⁽¹⁾	2,100,000	\$0.10	\$210,000	Cash
28-Sept-2000	400,000	\$0.15	\$60,000	Cash

⁽¹⁾ All of the shares issued prior to September 28, 2000 were subject to a share consolidation whereby one post-consolidation share was issued for every 1.5 pre-consolidation shares and the price of the post-consolidated shares effectively increased to \$0.15 per share.

All of these shares are escrowed. See “**Escrowed Securities**”.

DESCRIPTIONS OF SECURITIES OFFERED

Common Shares

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

Modification of Terms

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

INVESTOR RELATIONS ARRANGEMENTS

The Issuer has not entered into any written or oral agreement or understanding with any registered broker or dealer to provide corporate finance services for the Issuer or its securities or with any person to provide investor relations services for the Issuer or its securities.

RELATIONSHIP BETWEEN ISSUER AND AGENT

The Issuer is not a related party or connected party, as defined in the rules to the *Securities Act* (British Columbia) of the Agent, nor are any securities being offered from the holdings of a selling shareholder who is a related or connected party to the Issuer.

RELATIONSHIP BETWEEN ISSUER AND PROFESSIONAL PERSONS

Rod McKeen, of the firm Gowling Lafleur Henderson LLP, Barristers & Solicitors, provides legal services to the Issuer. The Issuer has granted incentive stock options to Mr. McKeen in his capacity as Corporate Secretary of the Issuer.

Other than as described herein, no professional person, as defined in section 106(2) of the Rules to the *Securities Act* (British Columbia), has any beneficial interest, direct or indirect, in any securities or property of the Issuer or an associate or affiliate of the Issuer.

LEGAL PROCEEDINGS

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

AUDITORS, REGISTRAR AND TRANSFER AGENT

The Issuer's auditor is Labonte & Co., Chartered Accountants located at Suite 1205 - 1095 West Pender Street, Vancouver, British Columbia.

The registrar and transfer agent of the Issuer is Pacific Corporate Trust Company located at Suite 830 - 625 Howe Street, Vancouver, British Columbia V6C 3B8.

MATERIAL CONTRACTS

The Issuer has not entered into any contracts material to subscribers for Common Shares since its incorporation except:

- (1) Agency and Sponsorship Agreement dated October 12, 2000 with Wolverton Securities Ltd. See "Plan of Distribution".
- (2) Incentive Stock Option Agreements dated October 4, 2000 between the Issuer and each of Don Lay, Barry Allen, Maurice Boucher, Rod McKeen, John Meekison, Michael Kirwan and Michael Breukels. See "Options".
- (3) Escrow Agreement dated October 18, 2000 among the Issuer, and each of Maurice Boucher, John Meekison, Donald Lay, Charlene Warrington in trust for Jennah Lay and Evan Harry Lay, Barry Allen, Dinesh Kakadia, Beverly McKeen, Rod C. McKeen, Michael and Victoria, Kirwan, Tessa Breukels in trust for Alexandra Breukels, Cassie Breukels and Nini Breukels. See "Escrowed Shares".

Inspection of Material Contracts

The above contracts may be inspected at the registered office of the Issuer, at Suite 2300, 1055 Dunsmuir Street, British Columbia V7X 1J1 during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days after completion of the distribution.

OTHER MATERIAL FACTS

The Issuer's Common Shares are not listed on any other stock exchange.

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

PURCHASER'S STATUTORY RIGHTS

The 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 sections 83, 131, 135 and 140 of the *Securities Act* for the particulars of these rights or consult with a legal advisor.

TRIOPTIMUM CAPITAL CORP.

FINANCIAL STATEMENTS

SEPTEMBER 30, 2000

AUDITORS' REPORT

BALANCE SHEET

STATEMENT OF OPERATIONS

STATEMENT OF CASH FLOWS

NOTES TO FINANCIAL STATEMENTS

AUDITORS' REPORT

To the Board of Directors of Trioptimum Capital Corp.

We have audited the balance sheet of Trioptimum Capital Corp. as at September 30, 2000 and the statements of operations and cash flows for the period from April 14, 2000 (inception) to September 30, 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 audits.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2000 and the results of its operations and cash flows for the period from April 14, 2000 (inception) to September 30, 2000 in accordance with generally accepted accounting principles.

CHARTERED ACCOUNTANTS

Vancouver, B.C.

TRIOPTIMUM CAPITAL CORP.

BALANCE SHEET

September 30, 2000

ASSETS

CURRENT ASSETS

Cash	\$	257,704
GST recoverable		744
Deferred share offering co sts		6,000

\$ 264,448

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable	\$	6,801
------------------	----	-------

SHAREHOLDERS' EQUITY

Share Capital (Note 3)		
Common stock, 100,000,000 shares authorized, no par value, 1,800,000 issued and outstanding		270,000
Deficit		(12,353)

257,647

\$ 264,448

Approved on behalf of the Board:

"Don Lay"
Don Lay - Director

"John Meekison"
John Meekison - Director

The accompanying notes are an integral part of these financial statements

TRIOPTIMUM CAPITAL CORP.

STATEMENT OF OPERATIONS

April 14, 2000
(inception) to
September 30, 2000

REVENUE

Interest income \$ 51

EXPENSES

Professional fees 12,404

NET LOSS FOR THE PERIOD

\$ 12,353

The accompanying notes are an integral part of these financial statements

TRIOPTIMUM CAPITAL CORP.

STATEMENT OF CASH FLOWS

April 14, 2000
(inception) to
September 30, 2000

CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss for the period	\$ (12,353)
Adjustments to reconcile net loss to net cash from operating activities:	
- GST recoverable	(744)
- accounts payable	6,801
<hr/>	
NET CASH USED IN OPERATING ACTIVITIES	(6,296)
<hr/>	
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from issuance of common stock	270,000
Share offering costs	(6,000)
<hr/>	
NET CASH FLOWS FROM FINANCING ACTIVITIES	264,000
<hr/>	
INCREASE IN CASH	257,704
<hr/>	
CASH, BEGINNING OF PERIOD	-
<hr/>	
CASH, END OF PERIOD	\$ 257,704

The accompanying notes are an integral part of these financial statements

TRIOPTIMUM CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2000

NOTE 1 – NATURE OF OPERATIONS

The Company was incorporated April 14, 2000 in the Province of British Columbia. The Company was incorporated for the purpose of obtaining a listing as a Capital Pool Company (“CPC”) on the Canadian Venture Exchange (“CDNX”). As a CPC, the Company intends to identify and evaluate opportunities for the acquisition of an interest in assets or businesses with a view to completing a qualifying transaction as defined by the CDNX. At this time the Company is considered to be in the development stage.

The Company is in the process of filing a Preliminary Prospectus with the CDNX for a public offering of 1,400,000 common shares for proceeds of \$378,000 net of Agent’s commission. In addition, the Agent will receive a due diligence fee of \$6,000 and Agent’s warrants equal to 10% of the shares subscribed for in connection with this financing. Each warrant entitles the Agent to acquire one common share of the Company at \$0.30 per share for a period of 18 months following the listing of the Company on the CDNX. Concurrent with this filing, the Company is making an application with the CDNX for conditional acceptance of the listing of the Company as a CPC.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates and Assumptions

Preparation of the Company’s financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Financial Instruments

The fair value of the Company’s current assets and current liabilities were estimated to approximate their carrying values due to the immediate or short-term maturity of these financial instruments.

Loss per Share

The loss per share figures have not been calculated as they are not considered meaningful at this stage of the Company’s operations.

Deferred share offering costs

The Company defers direct costs incurred in connection with the sale of common shares which are to be offset against the proceeds of the financing.

NOTE 3 – SHARE CAPITAL

	Shares	Value
Issued:		
- issued for cash at \$0.10 per share	2,100,001	\$ 210,000
- consolidation on a 1.5 to 1 basis	(700,001)	-
	<hr/>	<hr/>
Balance post-consolidation	1,400,000	210,000
- issued for cash at \$0.15 per share	400,000	60,000
	<hr/>	<hr/>
Balance at September 30, 2000	1,800,000	\$ 270,000

The 1,800,000 shares issued are subject to a seed share escrow agreement. The escrow agreement provides that the shares held in escrow and the beneficial ownership thereof may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the prior written consent of the CDNX or the British Columbia Securities Commission. These

shares will be released from escrow at a rate of ten percent upon completion of a qualifying transaction and 15 percent every 6 months thereafter.

TRIOPTIMUM CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2000

NOTE 3 – SHARE CAPITAL (cont' d)

Options are outstanding to purchase 300,000 post-consolidation shares exercisable at a price of \$0.30 per share for a period ending five years after the Company commences trading on the CDNX. Any shares acquired on the exercise of options will be held in escrow until the completion of a qualifying transaction.

Effective September 25, 2000 the Company consolidated its share capital on a 1.5:1 basis with a subsequent increase in authorized share capital to 100,000,000 common shares.

NOTE 4 – RELATED PARTY TRANSACTIONS

During the period ended September 30, 2000 the Company incurred \$12,404 in professional fees to a firm in which an officer of the Company is a partner.

CERTIFICATE OF THE ISSUER

Dated: November 3, 2000

The foregoing constitutes full , true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the *Securities Act* (British Columbia) and its regulations.

“Donald M. Lay”

Donald M. Lay, Chief Executive Officer

“Maurice J. Boucher”

Maurice J. Boucher, Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

“W. John Meekison”

W. John Meekison, Director

“Barry J. Allen”

Barry J. Allen, Director

CERTIFICATE OF THE PROMOTERS

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the *Securities Act* (British Columbia) and its regulations.

“Donald M. Lay”

Donald M. Lay, Promoter

“W. John Meekison”

W. John Meekison, Promoter

CERTIFICATE OF THE AGENT

Dated: November 3, 2000

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

Wolverton Securities Ltd.

Per: “*Brent N. Wolverton*”
Brent N. Wolverton, President