Amendment No 2 dated February 24, 2006
to the prospectus dated November 28, 2005 and amended December 23, 2005

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. Securities described in this prospectus are only offered for sale in jurisdictions where they may be lawfully offered for sale and therein by persons duly registered to sell such securities.

Public Offering

CO_2 Solution inc.

$7,000,000, 10,769,232 units (maximum offering)
$3,000,000, 4,615,386 units (minimum offering)

Price : $0.65 per Unit

The prospectus of CO_2 Solution Inc. ("CO_2 Solution" or the "Company") dated November 28, 2005 and amended December 23, 2005, is hereby modified as described in the following points (the modified sections are underlined):

1. On page ii, in the next-to-last paragraph, the date of "February 27, 2006" is replaced by "March 29, 2006".
2. On page 29, under the headings "**Price of Shares**", the table is repealed and replaced by the following:

	Price range		
Period	**High**	**Low**	**Volume**
March 19[1] to March 31, 2004	$ 0.71	$ 0.62	935,143
April 1 to June 30, 2004	$ 0.69	$ 0.465	929,322
July 1 to September 30, 2004	$ 0.55	$ 0.33	337,184
October 1 to December 31, 2004	$ 0.56	$ 0.36	661,933
January 1 to March 31, 2005	$ 0.93	$ 0.41	3,300,506
April 1 to June 30, 2005	$ 0.82	$ 0.51	676,940
July 1 to September 30, 2005	$ 0.64	$ 0.47	442,888
October 1 to October 31, 2005	$ 0.70	$ 0.46	519,217
November 1 to November 30, 2005	$ 0.70	$ 0.58	564,284
December 1 to December 31, 2005	$ 0.68	$ 0.55	371,204
January 1 to January 31, 2006	$ 0.60	$ 0.52	314,391
February 1 to February 23, 2006	$ 0.59	$ 0.50	264,400

[1] The Common Shares of CO_2 Solution were posted and listed for trade on the TSX-V on March 19, 2004..

3. On page 33, under subheadings "**Method of the Offering**", on the third line of the second paragraph, the date of "February 27, 2006" is replaced by "March 29, 2006".
4. On page 34, under subheadings "**Closing conditions**" the first paragraph is repealed and replaced by the following: "CO_2 Solution is prohibited from using the proceeds of the Offering before the closing, which must be held subject to the prior fulfillment of the following conditions no later then 90 days after the date on which the final prospectus is receipted or at any other moment at which Securities regulatory authorities and persons or companies who subscribed Units within that period can consented, being:

   i) the acceptance by CO_2 Solution of the subscription of Units for a minimal sum of $ 3,000,000;
   ii) the signature of the important contracts listed under the heading " Important Contracts "; and
   iii) the conditional registration of the Common Shares under this Offering for trade on the TSX Venture Exchange."

5. Any reference to the prospectus now becomes a reference to the prospectus dated November 28, 2005 as amended on December 23, 2005 and on February 24, 2006.
6. All other information appearing in the prospectus remains unchanged.
7. This amendment is an integral part of the prospectus to be read together with the prospectus.

PURCHASERS' STATUTORY RIGHTS (RIGHT OF RESCISSION AND CIVIL PENALTIES)

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser the remedies for rescission, price revision, or, in some jurisdiction, damages, where the prospectus contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of the rights or consult with a legal adviser.

CERTIFICATES

Certificate of CO_2 Solution Inc.

February 24, 2006

The preceding text is a full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation as required by Part 9 of the *Securities Act* (British Columbia), Part 9 of the *Securities Act* (Alberta), Part XV of the *Securities Act* (Ontario) and the related regulations. For the purposes of the securities legislation in the Province of Quebec this prospectus contains no misrepresentation which could affect the value or the market price of the securities to be distributed under this Offering.

CO_2 Solution Inc.

(s) Ghislain Théberge
President and CEO, Secretary and Director

(s) Linda Parent
Vice-President Finance and Administration

On behalf of the directors

(s) Réjean Blais
Director

(s) Kimberley Okell
Director

Certificate of the Promoter

February 24, 2006

The preceding text is a full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation as required by Part 9 of the *Securities Act* (British Columbia), Part 9 of the *Securities Act* (Alberta), Part XV of the *Securities Act* (Ontario) and the related regulations. For the purposes of the securities legislation in the Province of Quebec, this prospectus contains no misrepresentation which could affect the value or the market price of the securities to be distributed under this Offering.

The Promoter

(s) Réjean Blais
Promoter

Certificate of the Agent

February 24, 2006

To the best of our knowledge, the preceding text is a full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation as required by Part 9 of the *Securities Act* (British Columbia), Part 9 of the *Securities Act* (Alberta), Part XV of the *Securities Act* (Ontario) and the related regulations. For the purposes of the securities legislation in the Province of Quebec, this prospectus contains no misrepresentation which could affect the value or the market price of the securities to be distributed under the Offering.

Desjardins Securities Inc.

(s) Pierre Colas
Senior Vice-President, Strategic Capital