A copy of this preliminary prospectus has been filed with the securities regulatory authority in the Provinces of Alberta and British Columbia and with the TSX Venture Exchange Inc. (the "Exchange") but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PRELIMINARY PROSPECTUS

Initial Public Offering June 3, 2005

OHS CAPITAL CORP.
(a capital pool company)

Maximum Offering: $600,000 (6,000,000 Common Shares)
Minimum Offering: $300,000 (3,000,000 Common Shares)

Price: $0.10 per Common Share

The purpose of this offering (the "Offering") is to provide OHS Capital Corp. (the "Corporation") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. The Corporation hereby offers a minimum of 3,000,000 common shares (the "Common Shares") in the capital of the Corporation (the "Minimum Offering") and up to 6,000,000 common shares in the capital of the Corporation (the "Maximum Offering") for sale to the public at a price of $0.10 per Common Share. Any proposed Qualifying Transaction must be approved by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the "CPC Policy"). The Corporation is a Capital Pool Company ("CPC"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".

	Price to Public	Agent's Commission(1)	Net Proceeds to the Corporation(2)
Per Common Share	$0.10	$0.01	$0.09
Maximum Offering	$600,000	$60,000	$540,000
Minimum Offering	$300,000	$30,000	$270,000

Notes:

(1) A commission equal to 10% of the gross proceeds of the Offering will be paid to Pacific International Securities Inc. (the "Agent"). The Agent will be paid a corporate finance fee of $10,000 plus GST and will be reimbursed for its legal fees and other expenses incurred pursuant to this Offering, for which a deposit of $15,000 (inclusive of G.S.T.) has been paid. The Agent may elect to receive the commission and corporate finance fee in cash or, in whole or in part, in Common Shares in the capital of the Corporation at a deemed price per share equal to the price per share under the Offering. The Corporation will also grant the Agent a non-transferable option (the "Agent's Option"), if at least the Minimum Offering is raised. The Agent's Option will entitle the Agent to acquire Common Shares equal in number to up to 10% of the Common Shares sold under the Offering at a price of $0.10 per Common Share, exercisable for a period not exceeding 24 months from the date of listing of the Corporation's Common Shares on the Exchange. See "Plan of Distribution".

(2) Before deducting the balance of the costs of this Offering estimated to be $60,000, which includes legal and audit fees and other expenses of the Corporation, the Agent's expenses and legal fees, the Agent's corporate finance fee and listing fee payable to the Exchange. See "Use of Proceeds".

This Offering is made on a reasonable best efforts basis by Pacific International Securities Inc. (the "Agent") pursuant to an agency agreement to be entered into among the Corporation, the Agent and the Trustee (the "Agency Agreement") whereby the Agent shall act as agent for the Corporation for the sale of the Common Shares under this Prospectus and is subject to a minimum subscription of 3,000,000 Common Shares (the "Minimum Offering") for gross proceeds to the Corporation of $300,000 and a maximum subscription of 6,000,000 Common Shares (the "Maximum Offering") for gross proceeds to the Corporation of $600,000 and subject to approval of certain legal matters by Gowling Lafleur Henderson LLP, Calgary, Alberta on behalf of the Corporation and by Clark Wilson LLP of Vancouver, British Columbia on behalf of the Agent. The offering price of the Common Shares was determined arbitrarily by the directors of the Corporation. All funds received from subscriptions for Common Shares will be held by the Trustee pursuant to the terms of the Agency Agreement. This Offering is not underwritten and if the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Trustee and the persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction unless the subscribers have otherwise instructed the Trustee. See "Plan of Distribution".

INVESTMENT IN THE COMMON SHARES OFFERED BY THIS PROSPECTUS IS HIGHLY SPECULATIVE due to the nature of the Corporation's business and its present stage of development. This Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See "Risk Factors".

There is no 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. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of $0.021 or 21% in the event the Minimum Offering is obtained and $0.013 or 13% in the event the Maximum Offering is obtained. The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange and the majority of the minority of the Corporation's shareholders; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. Although the Corporation has commenced the process of identifying potential acquisitions, the Corporation 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 Corporation has not entered into an Agreement in Principle, as hereafter defined. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction (other than the requirement under the CPC Policy that the Significant Assets must be located in Canada or the United States, unless the Resulting Issuer is an oil and gas issuer or a mining issuer), such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws of Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. The Corporation will be in competition with other corporations with greater resources. The Corporation 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. The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The applicable securities regulatory authority may issue an interim cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended from trading on the Exchange and will issue an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting of the Common Shares will result in the cancellation of all of the Common Shares of the Corporation owned by insiders issued prior to this Offering. Investors must rely solely on the expertise of the Corporation's promoters, directors and officers for any possible return on their investment. The

Corporation's promoters, directors, officers and control persons, and their associates and affiliates, as a group, beneficially own or control, directly or indirectly 1,400,001 Common Shares, which represents 66.67% of the issued and outstanding Common Shares before giving effect to this Offering and approximately 17.3% (undiluted) of the issued and outstanding Common Shares after completion of the Maximum Offering and 27.5% (undiluted) of the issued and outstanding Common Shares after completion of the Minimum Offering, and assuming that no Common Shares are bought by these persons under this Offering, and assuming the Agent does not elect to receive its commission and corporate finance fee in Common Shares in lieu of cash. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "Dilution", "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds" and "Risk Factors".

The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of stock options to the directors and officers of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Pursuant to the CPC Policy, no subscriber of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, being 120,000 Common Shares ($12,000) under the Maximum Offering and 60,000 Common Shares ($6,000) under the Minimum Offering. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, being 240,000 Common Shares ($24,000) under the Maximum Offering and 120,000 Common Shares ($12,000) under the Minimum Offering.

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 evidencing the Common Shares in definitive form will be available for delivery on the closing of this Offering.

PACIFIC INTERNATIONAL SECURITIES INC.
Suite 1900 – 666 Burrard Street
Vancouver, B.C.
V6C 3N1
Telephone: (604) 664-2900
Facsimile: (604) 664-3660

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GLOSSARY

"Affiliate" means a company that is affiliated with another company as described below.

A company is an "Affiliate" of another company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A company is "controlled" by a Person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

"Agency Agreement" means the agency agreement dated ●, 2005 between the Corporation, the Agent and the Trustee.

"Agent" means Pacific International Securities Inc.

"Agent's Commission" means a commission equal to 10% of the gross proceeds of the Offering, to be paid by the Corporation to the Agent, which the Agent may elect to receive in cash or, in whole or in part, in Common Shares in the capital of the Corporation at a deemed price per share equal to the price per share under the Offering.

"Agent's Option" has the meaning ascribed thereto on the cover page of this prospectus.

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

(a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;

(b) identifies the parties to the Qualifying Transaction;

(c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and

(d) identifies the conditions to any further formal agreements to complete the transaction, and

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

"Associate" when used to indicate a relationship with a person or company, means:

(a) an Issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the Issuer,

(b) any partner of the person or company,

(c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity,

(d) in the case of a person, a relative of that person, including:

(i) that person's spouse or child, or

(ii) any relative of the person or of his spouse who has the same residence as that person;

but

(e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a member firm, member corporation or holding company of a member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that member firm, member corporation or holding company.

"CPC" means a corporation:

(a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the Commissions in compliance with the CPC Policy; and

(b) in regard to which the Final Exchange Bulletin has not yet been issued.

"CPC Policy" means Policy 2.4 of the Exchange.

"Commissions" means the Alberta Securities Commission and the British Columbia Securities Commission.

"Common Shares" means common shares in the capital of OHS Capital Corp.

"company" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"Completion of the Qualifying Transaction" means the date the Final Exchange Bulletin is issued by the Exchange.

"Control Person" means any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting securities of an Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

"Corporation" means OHS Capital Corp., a corporation incorporated under the laws of the Province of Alberta.

"Escrow Agreement" means the Exchange Form 2F escrow agreement dated ●, 2005 among the Corporation, CIBC Mellon Trust Company and certain shareholders of the Corporation.

"Exchange" means the TSX Venture Exchange Inc.

"Final Exchange Bulletin" means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

"Insider" if used in relation to an Issuer, means:

(a) a director or senior officer of the Issuer;

(b) a director or senior officer of the company that is an Insider or subsidiary of the Issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, Voting Shares carrying more than 10% of the voting rights attached to all outstanding Voting Shares of the Issuer; or

(d) the Issuer itself if it holds any of its own securities.

"Issuer" means a company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant company seeking a listing of its securities on the Exchange.

"Majority of the Minority Approval" means the approval of a Non Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

(a) Non Arm's Length Parties to the CPC;

(b) Non Arm's Length Parties to the Qualifying Transaction; and

(c) in the case of a Related Party Transaction:

(i) if the CPC holds its own shares, the CPC, and

(ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction

at a properly constituted meeting of the common shareholders of the CPC.

"Maximum Offering" means the offering of up to 6,000,000 Common Shares under this prospectus raising maximum gross proceeds of $600,000.

"Minimum Offering" means the offering of up to 3,000,000 Common Shares under this prospectus raising minimum gross proceeds of $300,000.

"Non Arm's Length Party" means in relation to a company, a promoter, officer, director, other insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any company of which the individual is a promoter, officer, director, insider or Control Person.

"Non Arm's Length Parties to the Qualifying Transaction" means the Vendor(s), any Target Company(ies) and includes, in relation to Significant Assets or Target Company(ies), the Non Arm's Length Parties of the Vendor(s), the Non Arm's Length Parties of any Target Company(ies) and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.

"Non Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are the subject of the proposed Qualifying Transaction.

"Offering" means the Corporation's offering of Common Shares at a purchase price of $0.10 per Common Share in accordance with the terms of this prospectus as more fully described under "Plan of Distribution".

"Person" means a company or individual.

"Principal" means:

(a) a Person who acted as a promoter of the Issuer within two years or their respective Associates or Affiliates, before the initial public offering ("IPO") prospectus or Final Exchange Bulletin;

(b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;

(c) a 20% holder – a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions;

(d) a 10% holder – a Person that:

  (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and

  (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

In calculating these percentages, include securities that may be issued to the holder under outstanding convertible securities in both the holder's securities and the total securities outstanding.

A company, trust, partnership or other entity more than 50% held by one or more principals will be treated as a principal. (In calculating this percentage, include securities of the entity that may be issued to the principals under outstanding convertible securities in both the principals' securities of the entity and the total securities of the entity outstanding.) Any securities of the Issuer that this entity holds will be subject to escrow requirements.

A principal's spouse and their relatives that live at the same address as the principal will also be treated as principals and any securities of the Issuer they hold will be subject to escrow requirements.

"Qualifying Transaction" means a transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means.

"Related Party Transaction" has the meaning ascribed to that term under Appendix 5B – Ontario Securities Commission Rule 61-501, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

"Resulting Issuer" means the Issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.

"SEDAR" means the System for Electronic Document Analysis and Retrieval.

"Significant Assets" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the Exchange.

"Sponsor" has the meaning specified in Exchange Policy 2.2 – Sponsorship and Sponsorship Requirements.

"Target Company" means a company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.

"Trustee" means CIBC Mellon Trust Company.

"Vendors" means one or all of the beneficial owners, of the Significant Assets (other than a Target Company).

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus.

The Corporation:	OHS Capital Corp., a corporation incorporated under the laws of Alberta, with a head office located at 1400, 700 – 2nd Street S.W., Calgary, Alberta, T2P 4V5. See "Business of the Corporation".
Business of the Corporation:	The Corporation is a CPC pursuant to the policies of the Exchange. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Corporation".
Offering:	The Corporation is offering to the public, through the Agent, a maximum of 6,000,000 Common Shares and a minimum of 3,000,000 Common Shares at a price of $0.10 per Common Share for gross proceeds of a maximum of $600,000 and a minimum of $300,000. In addition, pursuant to the Agency Agreement the Corporation will grant an option at closing of the Offering to the Agent to purchase that number of Common Shares that is equal to 10% of the Common Shares sold under the Offering at a price of $0.10 per Common Share for a period of 24 months from the date of listing of the Common Shares on the Exchange and stock options to purchase an aggregate of 225,000 Common Shares to directors and officers of the Corporation at $0.10 per Common Share, all of which options and the Agent's Option are qualified under this prospectus. See "Plan of Distribution" and "Stock Options".

Directors and Management:	Gordon R. Travis	President Chief Executive Officer and Director
	Douglas C. Urch	Chief Financial Officer, Secretary and Director
	John A. Mahoney	Director
	John S. Burns, Q.C.	Director
	Robert Alexander	Director
	See "Directors, Officers and Promoters"	

Use of Proceeds:	The net proceeds to the Corporation will be approximately $540,000 under the Maximum Offering and $270,000 under the Minimum Offering, before deducting the balance of the costs of this Offering estimated to be $60,000 assuming the Agent receives its commission in cash in lieu of Common Shares. The Corporation estimates incurring general and administrative costs until the completion of the Qualifying Transaction of approximately $15,000, which, together with the estimated balance of Offering costs in the amount of $60,000, will reduce the total net proceeds available for pursuing a Qualifying Transaction to approximately $465,000 under the Maximum Offering and $195,000 under the Minimum Offering assuming the Agent receives its commission in cash in lieu of Common Shares. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating business or assets. See "Use of Proceeds", "Business of the Corporation - Method of Financing" and "Risk Factors".
Escrowed Shares:	All of the currently issued and outstanding Common Shares of the Corporation, being 2,100,000 Common Shares, will be deposited in escrow pursuant to the Escrow Agreement. Such Common Shares will only be released from escrow in accordance with the terms of such agreement over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrow Securities".

Risk Factors:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution per Common Share of 13% or $0.013 in the event the Maximum Offering is obtained and 21% or $0.021 in the event the Minimum Offering is obtained, before the deduction of selling commissions and related expenses incurred by the Corporation. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transactions. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "Business of the Corporation", "Risk Factors", "Directors, Officers and Promoters", "Use of Proceeds" and "Conflicts of Interest".
Dividend Record and Policy:	The Corporation has not paid any dividends since incorporation and it has no plans to pay dividends. See "Dividend Record and Policy".

THE CORPORATION

The Corporation was incorporated by articles of incorporation under the *Business Corporations Act* (Alberta) on May 27, 2004. On July 15, 2004 the Corporation amended its Articles to remove its private company restrictions in connection with a previous CPC prospectus offering that never closed. Effective April 1, 2005, the Corporation's board approved the amendment of its articles to split its Common Shares on a 3 for 1 basis so as to better align the number and price per share of the Corporation's seed shares with the terms of this Offering.

The head office and registered and records office of the Corporation is located at #1400, 700 – 2nd Street S.W., Calgary, Alberta T2P 4V5. The Corporation does not have any subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

In connection with the Corporation's previous CPC prospectus offering which did not close, the Corporation incurred expenses of approximately $56,000, which included Exchange and regulatory filing fees, printing, audit, legal and agent fees and expenses. In connection with this Offering, the Corporation has paid preliminary expenses with respect to legal and auditing fees and expenses, a deposit with the Agent and fees of legal counsel to the Agent, and listing and filing fees in the aggregate amount of approximately $27,530. Part of the net proceeds of the Offering may be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel and the Agent's legal counsel. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

To date, the Corporation has not conducted operations of any kind. The Corporation is a capital pool corporation pursuant to the policies of the Exchange. The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with CPC Policy. The Corporation currently intends to pursue a Qualifying Transaction in the occupational health and safety industry sector but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following completion of the Qualifying Transaction.

Until Completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under "Use of Proceeds - Private Placements for Cash", and "Use of Proceeds - Restrictions on Use of Proceeds", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing a Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

Method of Financing

In the event the Corporation is successful in its efforts to negotiate a Qualifying Transaction, the Corporation may use cash, bank financing, the issuance of treasury shares, private or public financing or debt or equity or some combination thereof to finance the Qualifying Transaction. **A Qualifying Transaction financed by**

the issue of treasury shares could result in a change of control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.

Criteria for a Qualifying Transaction

The board of directors of the Corporation must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to, among other things, the (a) projected rate of return; (b) risk of loss; (c) prospects for growth; (c) skill of management team; and (d) basic financing considerations, including the costs of the acquisition and the prospect of obtaining debt or equity financing to complete the acquisition.

Process of Identification of a Qualifying Transaction

The Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Corporation's directors. Once a prospective acquisition target has been identified and evaluated, the Corporation will proceed to negotiate the terms upon which it may acquire an interest in the asset or business.

Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Corporation's Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Trading Halts, Suspensions and Delisting". Within 75 days after issuance of such news release, the Corporation shall be required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1/Form 3B2 of the Exchange. Upon acceptance by the Exchange, the Corporation must then either:

(a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or

(b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

Unless waived by the Exchange, the Corporation will also be required to retain a Sponsor, who must be a member of the Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the Policies of the Exchange. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

(i) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;

(ii) confirmation of closing of the Qualifying Transaction; and

(iii) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy and the restrictions in the CPC Policy precluding the Corporation from completing a reverse take-over for a period of one year from the Completion of the Qualifying Transaction.

Minimum Listing Requirements

The Resulting Issuer must satisfy the Exchange's minimum listing requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable policies of the Exchange.

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms for all individuals who may be directors, senior officers, promoters, or insiders of the Resulting Issuer must be filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable, must also be completed, before the trading halt will be lifted by the Exchange.

Even if all filing requirements have been satisfied and preliminary background checks completed, the Exchange may continue or reinstate a halt in trading of the Common Shares for public policy reasons including:

(a) the unacceptable nature of the business of the Resulting Issuer, or

(b) the number of conditions precedent to, or the nature and number of deficiencies required to be resolved prior to, completion of the Qualifying Transaction, are so significant or numerous as to make it appear to the Exchange that the halt should be reinstated or continued.

A trading halt may also be imposed by the Exchange where the Corporation fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the CPC fails to file post-meeting or final documents as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. In the event that the Common Shares of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Corporation, determine to deal with the remaining assets in some other manner. See "Filings and Shareholders Approval of a Non Arm's Length Qualifying Transaction" above.

Refusal of Qualifying Transaction

The Exchange, in its sole discretion, may not accept a Qualifying Transaction where:

(a) the Resulting Issuer fails to satisfy the applicable minimum listing requirements of the Exchange;

(b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:

(i) a member firm of the Exchange;

(ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and

(iii) associates of any such person,

collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;

(c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;

(d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange;

(e) in the case of a Resulting Issuer, other than an oil and gas or mining issuer, the Qualifying Transaction involves the acquisition of Significant Assets, outside of Canada or the United States; or

(f) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

(a) The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of the prospectus amount to $105,000.

(b) The Corporation has not incurred any expenses and costs with respect to the issue of Common Shares referred in (a) above.

(c) The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this prospectus amount to $600,000 under the Maximum Offering and $300,000 under the Minimum Offering.

(d) The expenses and cost of the Corporation's prior CPC prospectus offering that did not close, the expenses and cost of this Offering incurred to date and the expected costs to be incurred amount to approximately $176,000 under the Maximum Offering and $146,000 under the Minimum Offering (inclusive of the Agent's commission and corporate finance fee).

(e) The Corporation estimates that gross proceeds available to it from the sale of the Common Shares distributed under this prospectus and prior sales of Common Shares will be $529,000 under the Maximum Offering and $259,000 under the Minimum Offering.

The following table indicates the principal uses to which the Corporation proposes to use the total funds available to it upon the completion of this Offering:

	Maximum Offering	Minimum Offering
Cash proceeds raised prior to this Offering [1]	$105,000	$105,000
Expenses and costs relating to raising the seed share proceeds[2]	Nil	Nil
Cash proceeds to be raised pursuant to this Offering [3]	$600,000	$300,000
Expenses and costs relating to the Corporation's prior CPC prospectus offering that did not close and this Offering (including listing fees, Agent's commission, Agent's corporate finance fee, legal fees, audit fees and expenses)[4]	$(176,000)	$(146,000)
Total estimated funds available (on completion of the Offering)	$529,000	$259,000
Funds available for identifying and evaluating assets or business prospects [5]	$514,000	$244,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$15,000	$15,000
Total Net Proceeds	$529,000	$259,000

Notes:

(1) See "Prior Sales".

(2) No costs have been allocated towards the issuance of these shares. See the Corporation's balance sheet as at March 31, 2005.

(3) In the event the Agent exercises the Agent's Option, and the directors or officers exercise their options, there will be available to the Corporation a maximum of an additional $82,500 under the Maximum Offering and an additional $52,500 under the Minimum Offering, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised. See "Plan of Distribution".

(4) Assumes the Agent did not elect to receive its commission and corporate finance fee in Common Shares in lieu of cash.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $514,000 (Maximum Offering) or $244,000 (Minimum Offering) on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

Until required for the Corporation's purposes, the proceeds will only be invested in securities of, or those guaranteed by, the Government of Canada or any Province or Territory of Canada or the Government of the United States of America, in certificates of deposit or interest-bearing accounts of Canadian chartered banks, trust companies or credit unions.

The proceeds from this Offering and any prior sale of Common Shares, after deducting the expenses associated with this Offering, will only be sufficient to identify and evaluate a finite number of assets and businesses, and additional funds may be required to finance any acquisition to which the Corporation may commit.

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "Restrictions on Use of Proceeds", "Private Placements for Cash," and "Prohibited Payments to Non Arm's Length Parties", the gross proceeds realized from the sale of all securities issued by the Corporation will be used by the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

The proceeds may be used for expenses incurred for the preparation of:

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements; and

(vii) fees for legal and accounting services; and

(viii) agents' fees, costs and commissions

relating to the identification and evaluation of assets or businesses and in the case of a Non Arm's Length Qualifying Transaction, the obtaining of shareholder approval for the Corporation's proposed Qualifying Transaction.

In addition, with the prior acceptance of the Exchange, up to an aggregate of $225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. A maximum aggregate amount of $25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or $210,000, will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Use of Funds", listed above, include:

(a) listing and filing fees (including SEDAR fees);

(b) other costs for the issuance of securities, (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and

(c) administrative and general expenses of the Corporation, including:

(i) office supplies, office rent and related utilities;

(ii) printing costs (including the printing of this prospectus and share certificates);

(iii) equipment leases; and

(iv) fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds".

No proceeds will be used to acquire or lease a vehicle.

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $2,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

Except as described under "Options to Purchase Securities" and "Restrictions on Use of Proceeds", the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

(a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees, loans, advances and bonuses, and

(b) deposits and similar payments.

Further, no such payment will be made on or after the Completion of a Qualifying Transaction if such payment relates to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction.

Notwithstanding the above, the Corporation may reimburse a Non Arm's Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a promoter of the Corporation or in the case of a law firm, no member of the firm, owns greater than 10% of the outstanding Common Shares of the Corporation), and the Corporation may also reimburse a Non Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "Permitted Use of Funds".

The foregoing restrictions on the use of proceeds and prohibitions on payments to Non Arm's Length Parties and persons engaged in investor relations activities continue to apply until the Completion of the Qualifying Transaction.

PLAN OF DISTRIBUTION

Agent and Agent's Compensation

Pursuant to an Agency Agreement the Corporation has appointed the Agent as its agent to offer for sale on a reasonable best efforts basis to the public a minimum of 3,000,000 Common Shares and a maximum of 6,000,000 Common Shares as provided in this prospectus, at a price of $0.10 per Common Share, for gross proceeds of $600,000 under the Maximum Offering and $300,000 under the Minimum Offering, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay to the Agent a corporate finance fee of $10,000 plus GST, and will reimburse the Agent for its expenses incurred pursuant to this Offering (including legal fees) and the Corporation has paid a retainer for such expenses in the amount of $15,000 to the Agent. The Agent may elect to receive the commission and corporate finance fee in cash or, in whole or in part, in Common Shares in the capital of the Corporation at a deemed price per share equal to the price per share under the Offering, which Common Shares are also qualified for distribution under this prospectus.

The Corporation has also agreed to grant to the Agent the Agent's Option to purchase a number of Common Shares equal to 10% of the Common Shares sold under the Offering, up to 600,000 Common Shares at a price of $0.10 per Common Share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is non-transferable and is qualified under this prospectus. The Agent intends to sell to the public any Common Shares received by it upon the exercise of its option. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the

Completion of the Qualifying Transaction. The Agent has agreed to use its reasonable best efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement. The Agent shall be under no liability for any failure to sell any or all of the offered Common Shares or to engage such other sub-agents, investment dealers or registrants, provided the Agent uses its reasonable best efforts to obtain subscriptions to purchase all of the offered Common Shares.

In addition to the foregoing, the Corporation has granted the Agent a right of first refusal to act as the Corporation's agent in respect of future equity financings commencing on the date the Common Shares are listed, posted and called for trading on the Exchange and expiring eighteen (18) months from that date. The Corporation has also granted the Agent a right of first refusal to act as the Corporation's Sponsor in connection with the Qualifying Transaction, which right is to be upon the same terms as that for equity financings by the Corporation within eighteen (18) months of the Corporation's listing on the Exchange.

Offering and Minimum Distribution

The Minimum Offering is for 3,000,000 Common Shares for total gross proceeds of $300,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total Common Shares under the Offering, being 120,000 Common Shares ($12,000) under the Maximum Offering and $60,000 Common Shares ($6,000) under the Minimum Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4% of the total number of Common Shares under the Offering, being 240,000 Common Shares ($24,000) under the Maximum Offering or 120,000 Common Shares ($12,000) under the Minimum Offering. The funds received from the Offering will be deposited with the Trustee, and will not be released until a minimum of $300,000 has been deposited. The minimum subscription of 3,000,000 Common Shares must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period and agreed to by the Trustee, failing which the Trustee will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Trustee.

Other Securities To Be Distributed

The Corporation also proposes to grant stock options to purchase 225,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. See "Options to Purchase Securities."

Determination of Price

The price of the Common Shares has been determined arbitrarily by the Corporation.

Listing Application and Conditional Listing Approval

The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, none of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation.

The aggregate number of Common Shares permitted to be owned directly or indirectly by the participants referred to above, is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option, the grant of stock options to the directors and officers of the Corporation, and Common Shares granted to the Agent in the event the Agent elects to receive its commission and corporate finance fee in Common Shares in lieu of cash, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the Commissions and the time the Common Shares are listed for trading on the Exchange except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without par value. As at the date of this prospectus there are 2,100,000 Common Shares issued and outstanding as fully paid and non-assessable. In addition, 600,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Option and 225,000 Common Shares are reserved for issuance under stock options granted to directors and officers. See "Plan of Distribution" and "Options to Purchase Securities – Options Granted".

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per Common Share at meetings of the shareholders of the Corporation and, upon liquidation, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

Preferred Shares

The Corporation is also authorized to issue an unlimited number of Preferred Shares issuable in series with such rights and privileges as may be established by the board of directors (the "Preferred Shares"). As of the date hereof there are no Preferred Shares issued and outstanding.

The Preferred Shares may be issued from time to time in one or more series, each consisting of such number of Preferred Shares as determined by the board of directors of the Corporation, who also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares. The Preferred Shares of each series shall, with respect to payment of dividends and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, rank on a parity with the Preferred Shares of every other series and shall be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Preferred Shares.

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Corporation as of the date of the balance sheet contained herein, as of the date hereof, and after giving effect to the Offering:

Designation of Security	Amount Authorized	Amount Outstanding as of June 3, 2005[(1)]	Amount Outstanding as at June 3, 2005	Amount to be Outstanding if all Common Shares being offered are sold[(2)(3)] Max	Min
Common Shares	unlimited	$105,000 (2,100,000 shares)[(4)]	$105,000 (2,100,000 shares)[(4)(5)]	$705,000 (8,100,000 shares)	$405,000 (5,100,000 shares)
Preferred Shares	unlimited	Nil	Nil	Nil	

Notes:

(1) As at the date of the Corporation's Balance Sheet, March 31, 2005, the CPC had not commenced commercial operations. As at the date hereof, the retained earnings (deficit) of the Corporation is nil. The Corporation has no long term debt.

(2) The Corporation has reserved an aggregate of 225,000 Common Shares at $0.10 per Common Share for issuance pursuant to the Corporation's stock option plan to directors and officers of the Corporation. See "Options to Purchase Securities – Options Granted". The Corporation has also reserved an aggregate of 10% of the Common Shares at $0.10 per Share pursuant to the Agent's Option and 700,000 Common Shares in the event the Agent elects to receive its commission and corporate finance fee in Common Shares in lieu of cash. See "Plan of Distribution".

(3) Funds estimated available on completion of the Offering prior to deducting the estimated expenses of the Offering in the amount of $60,000. See "Use of Proceeds – Proceeds and Principal Purposes".

(4) These Common Shares will be subject to escrow restrictions. See "Escrow Securities".

(5) The Corporation previously issued 700,000 Common Shares at $0.15 per share, on May 27, 2004 in connection with the Corporation's previous CPC prospectus offering of Common Shares at a price of $0.30 per share. That previous offering did not close. Accordingly, effective April 1, 2005, the Corporation's board approved an amendment of its articles to split these securities on a 3 for 1 basis so as to better align the number and price per share of these seed shares with the terms of this new offering.

If the Corporation issues treasury shares to finance an acquisition or participation, control of the Corporation may change and subscribers may suffer additional dilution of their investment.

OPTIONS TO PURCHASE SECURITIES

Stock Option Terms

The Corporation has established an incentive stock option plan (the "Plan") pursuant to which the Corporation may, in the discretion of the directors, grant options to directors, officers, consultants and employees of the Corporation and its affiliates. The purpose of the Plan is to provide compensation opportunities to directors, officers, consultants and employees which align their interests with those of shareholders and which assist the Corporation in attracting and retaining individuals to serve the Corporation.

The maximum number of shares reserved for issue under the Plan shall not exceed 10% of the outstanding Common Shares of the Corporation as at the date of the grant. The maximum number of Common Shares reserved for issue to any one person under the plan cannot exceed 5% of the issued and outstanding number of Common Shares at the date of the grant and the maximum number of Common Shares reserved for issue to a consultant or a person engaged in investor relations activities can not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant. In the absence of disinterested shareholder approval, options in respect of not more than 10% of the issued and outstanding Common Shares will be granted in any 12 month period.

Options may be granted for a maximum term of five years, are non-assignable and expire the later of 12 months after the Completion of the Qualifying Transaction and 90 days of termination of employment or holding office as a director or officer of the Corporation and, in the case of death, expire within one year thereafter. Upon death, the options may be exercised by legal representatives or designated beneficiaries of the holder of the option. Any shares issued upon exercise of the options prior to the Corporation entering into a Qualifying Transaction will be subject to escrow restrictions. See "Escrow Securities".

Options to be Granted

The following options to purchase an aggregate of 225,000 Common Shares to be granted to directors and officers of the Corporation (subject to regulatory approval) are qualified for distribution pursuant to this prospectus:

Name	Common Shares Reserved Under Option (#)	Exercise or Base Price ($/Share)	Expiration Date[(1)]
Douglas C. Urch	45,000	$0.10	5 years from date of grant
John A. Mahoney	45,000	$0.10	5 years from date of grant
John S. Burns, Q.C.	45,000	$0.10	5 years from date of grant
Gordon R. Travis	45,000	$0.10	5 years from date of grant
Robert Alexander	45,000	$0.10	5 years from date of grant
Total	**225,000**		

Note:

(1) The stock options to purchase 225,000 Common Shares to be granted to directors and officers at the closing of this Offering (subject to regulatory approval) are qualified for distribution pursuant to this prospectus. The options will vest immediately on the date of grant. A Directors' and Management Stock Option Agreement will be entered into between the Corporation and each of the above-listed recipients of stock options to evidence their respective option grants.

PRIOR SALES

Since the date of incorporation and prior to the date of this prospectus, the Corporation has issued 2,100,000 Common Shares as follows:

Date	Number of Shares	Issue Price per Share	Aggregate Total Issue Price	Nature of Consideration Received
April 1, 2005	2,100,000[(1)(2)]	$0.05[(2)]	$105,000	Cash

Note:

(1) All of the 2,100,000 Common Shares are subject to escrow restrictions in accordance with the CPC Policy. See "Escrow Securities".

(2) The Corporation previously issued 700,000 Common Shares at $0.15 per share, on May 27, 2004 in connection with the Corporation's previous CPC prospectus offering of Common Shares at a price of $0.30 per share. That previous offering did not close. Effective April 1, 2005 the Corporation's board approved an amendment of its articles to split these securities on a 3 for 1 basis so as to better align the number and price per share of these seed shares with the terms of this Offering.

ESCROW SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 2,100,000 Common Shares issued prior to this Offering at a price below $0.10 per share and all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction will be deposited with CIBC Mellon Trust Company under the Escrow Agreement.

All Common Shares acquired on exercise of stock options prior to the completion of a Qualifying Transaction, must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

In addition, all Common Shares of the Corporation acquired in the secondary market prior to the Completion of a Qualifying Transaction by any person or company who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer, will also be escrowed.

The following table sets out, as at the date hereof, the number of Common Shares of the Corporation, which are held in escrow:

Name and Municipality of Residence of Shareholder	**Number of Common Shares**	**Number of Common Shares Held in Escrow**	**Percentage of Common Shares Prior to Giving Effect to the Offering(1)**	**Percentage of Class after giving effect to Maximum Offering(1)(2)**	**Percentage of Class after giving effect to Minimum Offering(1)(2)**
Douglas C. Urch Calgary, AB	200,001	200,001	9.52%	2.47%	3.92%
Rodney A. Roll Calgary, AB	300,000	300,000	14.29%	3.70%	5.88%
John A. Mahoney Vancouver, BC	399,999	399,999	19.05%	4.94%	7.84%
Nigel C. Patchett Strathmore, AB	399,000	399,999	19.05%	4.94%	7.84%
John S. Burns, Q.C. Calgary, AB	300,000	300,000	14.29%	3.70%	5.88%
Gordon R. Travis Calgary, AB	399,999	399,999	19.05%	4.94%	7.84%
Robert Alexander Calgary, AB	100,002	100,002	4.76%	1.24%	1.96%
TOTAL	**2,100,000**	**2,100,000**	**100%**	25.93%	41.16%

Note:

(1) Total percentages affected by rounding.

(2) Assuming that no Common Shares are purchased by these persons under this Offering, no Options have been exercised and the Agent has not elected to receive its commission and corporate finance fee in Common Shares in lieu of cash.

Where the Common Shares of the Corporation which are required to be held in escrow are held by a non-individual (a "holding company"), each holding company pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

The Escrow Agreement provides that the Common Shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without prior consent of the Exchange. The Escrow Agreement provides that if the holder of the escrowed shares becomes bankrupt, the Common Shares will be transferred within escrow to the trustee in bankruptcy or to such other person as is legally entitled to the Common Shares. The Escrow Agreement further provides that upon the death of the holder of the escrowed shares, the Common Shares will be released from escrow and certificates for the Common Shares will be delivered to the legal representative of the deceased shareholder.

Under the Escrow Agreement, 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

If the Resulting Issuer meets the Exchange's Tier 1 minimum listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Common Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 Issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The Exchange's prior consent must be obtained before a transfer within escrow of escrowed Common Shares. Generally, the Exchange will only permit a transfer within escrow to be made to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement each Non Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the Offering price under this prospectus has irrevocably authorized and directed the escrow agent to immediately cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation, or if the Corporation lists on NEX, either: cancel all Seed Shares purchased by Non-Arm's Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities On Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the "Value Security Escrow Agreement"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "Surplus Security Escrow Agreement").

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 Issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a six year escrow release mechanism with:

(a) 5% of the escrowed securities being releasable in 6 month intervals on each of the 6, 12, 18 and 24 month anniversaries of the Final Exchange Bulletin; and

(b) 10% of the escrowed securities being releasable in 6 month intervals on each of the 30, 36, 42, 48, 54, 60, 66 and 72 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, with 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with:

(c) 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, and

(d) 15% of the escrowed securities being releasable in 6 month intervals on each of the 6, 12, 18, 24, 30 and 36 months after the Final Exchange Bulletin.

Escrowed Securities on Private Placement

Securities issued pursuant to a private placement to Principals of the Corporation and the proposed Resulting Issuer will generally be exempt from escrow requirements where:

(a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the Policies of the Exchange; or

(b) the private placement is announced concurrently with the Agreement in Principle and

(i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer,

(ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period, and

(iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

To the best knowledge of the directors and senior officers of the Corporation, as of the date hereof, the only persons who beneficially own, directly or indirectly, or exercise control or direction over, more than 10 % of the issued Common Shares of the Corporation are as follows:

Name and Municipality of Residence	Type of Ownership	Number of Common Shares(1)	Percentage of Common Shares Owned Prior to Offering	Percentage of Common Shares Owned After Maximum Offering(2)	Percentage of Common Shares Owned After Minimum Offering(2)	Percentage of Common Shares Owned After Maximum Offering, Assuming the Exercise of all Options(3)	Percentage of Common Shares Owned After Minimum Offering, Assuming the Exercise of all Options
Rodney A. Roll Calgary, AB	Direct	300,000	14.29%	3.70%	5.88%	3.36%	5.33%
John A. Mahoney Vancouver, BC	Direct	399,999	19.05%	4.94%	7.84%	4.99%	7.91%
Nigel C. Patchett Strathmore, AB	Direct	399,999	19.05%	4.94%	7.84%	4.48%	7.11%
John S. Burns, Q.C. Calgary, AB	Direct	300,000	14.29%	3.70%	5.88%	3.87%	6.13%
Gordon R. Travis Calgary, AB	Direct	399,999	19.05%	4.94%	7.84%	4.99%	7.91%

Notes:

(1) These securities are subject to escrow pursuant to the policies of the Exchange. See "Escrow Securities".

(2) Before giving effect to the exercise of the Agent's Option or the exercise of stock options granted to directors and officers and assuming no Common Shares are purchased by any of the above shareholders under this Offering.

(3) Including exercise of Agent's Option.

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors, senior officers, insiders and control persons of the Corporation, collectively, is 66.67% prior to giving effect to this Offering and 17.3% (undiluted) after giving effect to the Maximum Offering and 27.5% (undiluted) after giving effect to the Minimum Offering.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation, Security Holding and Involvement with other Reporting Issuers

The following is a list of the current directors, officers and promoters of the Corporation, their municipalities of residence, their current positions with the Corporation, their principal occupations during the past five years and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name, Municipality of Residence and Position	**Present Occupation and Principal Occupation for Past Five Years**	**Common Shares Held(2)**	**Percentage before Completion of Offering**	**Percentage on Completion of Maximum Offering(3)**	**Percentage on Completion of Minimum Offering(3)**
Gordon R. Travis Calgary, Alberta *President, Chief Executive Officer and Director*	President of Liberty Holdings & Industries Ltd. and CEO of Evosha Corp.	399,999	19.05%	4.94%	7.84%
Douglas C. Urch(1) Calgary, Alberta *Chief Financial Officer, Secretary and Director*	V.P. Finance and C.F.O. of Rally Energy Corp. since July 2002, Chief Financial Controller of Scimitar Hydrocarbons Corporation from Sept. 2000 until July 2002 and President of Charlan Enterprises Ltd. from May 1994 to April 2001.	200,001	9.52%	2.47%	3.92%
John A. Mahoney(1) Vancouver, British Columbia *Director*	President of CRC Creditor Resources Canada Ltd. from 1987 to October 2003. Currently President of CRC Holdings & Management.	399,999	19.05%	4.94%	7.84%
John S. Burns, Q.C. Calgary, Alberta *Director*	Partner with Gowling Lafleur Henderson LLP since May 2004 and Partner with Bennett Jones LLP since 1990.	300,000	14.29%	3.70%	5.88%
Robert Alexander(1) Calgary, Alberta *Director*	Chartered Accountant since 1986.	100,002	4.76%	1.24%	1.96%
TOTAL		1,400,001	66.67%(4)	17.29%(4)	27.44%

Notes:

(1) Member of the Corporation's audit committee. The Corporation does not have an executive committee. Each director holds office until the next annual meeting of shareholders.

(2) These shares will be subject to escrow restrictions. See "Escrow Securities". Also, does not include stock options on a total of 225,000 Common Shares to be granted to the Corporation's directors and officers. See "Options to Purchase Securities – Options Granted".

(3) Assuming that no Common Shares are purchased by any of the above shareholders under this Offering and assuming no exercise of the Agent's Option or the stock options to be granted to the Corporation's directors and officers and assuming that the Agent does not elect to receive its commission and corporate finance fee in Common Shares in lieu of cash. See "Plan of Distribution" and "Options to Purchase Securities – Options Granted".

(4) Total percentages affected by rounding.

The following is a brief description of the directors and officers of the Corporation. In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

The Corporation does not have any officers or directors who will be devoting their full time to the business of the Corporation. Initially, each of Messrs. Travis and Urch will devote his time and expertise as required by the Corporation.

Gordon R. Travis, (Age: 50) Chief Executive Officer and Director

Mr. Travis is currently the President of Liberty Holdings & Industries Ltd., a venture capital corporation focussed upon the development and implementation of information technology into vertical markets in the medical, tourism and real estate industries. Mr. Travis is also presently the Chief Executive Officer of Evosha Corp., an occupational health and safety solutions company. Prior to his involvement with Liberty Holdings & Industries Ltd., Mr. Travis held numerous senior financial positions within the energy sector both in public and private companies. Mr. Travis received his Bachelor of Commerce from the University of Calgary in 1975 and received his C.M.A. designation in 1981.

Mr. Douglas C. Urch, (Age: 45) Chief Financial Officer, Secretary and Director

Mr. Urch has been the Vice President, Finance and Chief Financial Officer of Rally Energy Corp. since July 10, 2002. He holds a Bachelor of Commerce Degree from the University of Calgary, became a Certified Management Accountant in 1985 and is a member of the Society of Management Accountants, Financial Executives Institute and Petroleum Accountants Society of Canada.

Mr. Urch has over 23 years of industry experience, most recently as Chief Financial Controller with Scimitar Hydrocarbons Corporation from September 2000 until the business combination with Rally Energy Corp. on July 10, 2002. Prior to September 2000, Mr. Urch provided financial management services for a variety of public and private companies (Calpine Corporation, Trigas Exploration Ltd. and HARS Systems Inc.) over a six year period. From 1991 to 1993 he was Chief Financial Officer, Controller and Corporate Secretary at Barrington Petroleum Ltd. From 1983 to 1991, Mr. Urch was the Controller at Ryerson Oil and Gas Limited.

John A. Mahoney (Age: 54) Director

From 1987 to October, 2003, Mr. Mahoney acted as President of CRC Creditor Resources Canada Ltd. ("CRC") based in Vancouver, B.C., a company focussed upon providing life, accident and health insurance products for the Canadian automotive industry. During this period of time, Mr. Mahoney, through CRC, operated a successful warranty division, obtaining an exclusive contract with General Electric and established an administrative business to operate the warranty division. Mr. Mahoney is currently the President of CRC Management & Holdings.

Robert Alexander (Age: 64) Director

From 1986 to the present, Mr. Alexander has been self-employed as a chartered accountant, having obtained that professional designation from the Institute of Chartered Accountants of Saskatchewan in 1963. In 1986, Mr. Alexander obtained his Chartered Business Valuators designation.

John S. Burns, Q.C. (Age 62) Director

Mr. Burns is presently a partner with Gowling Lafleur Henderson LLP and his areas of practice are principally corporate, corporate finance and securities law. Mr. Burns acts for public and private corporations, securities issuers and underwriters. His practice focuses on mergers and acquisitions, public and private offerings, corporate restructurings, cross-border financings and oil and gas and banking transactions. He has participated in conferences and panels and has authored a number of papers and articles with respect to these areas of law.

Mr. Burns is a board member of several public and private corporations and has been a Public Governor of the Alberta Stock Exchange. He has also been a member of the Board of Governors of Ridley College and Strathcona-Tweedsmuir School and is a member of the Board of Governors of the Olympic Trust of Canada. Mr. Burns has been a member of the Advisory Council of the Calgary Economic Development Authority and a member of the Calgary Transportation Authority and is a member of the Corporate Relations Committee of the Calgary Exhibition and Stampede. Mr. Burns is also a Province of Alberta Appointee to the Dispute Resolution Panel for the Agreement on International Trade and is a sitting member of the NASDAQ Listing Qualifications Panel, being a special sub-committee of the Board of Directors of NASDAQ. Mr. Burns was named as one of the top 30 deal makers among corporate lawyers in Canada in a survey compiled by the National Post in 2002. In 2003, Mr. Burns was recognized in Euromoney's IFLR 1000: *The Guide to the World's Leading International Business Law Firms*, as an expert in capital markets.

Mr. Burns obtained degrees in Economics and Political Science from the University of Alberta and obtained his LL.B. from Dalhousie University Law School and is a member of the law societies of Alberta and Upper Canada and the Calgary and Canadian Bar Associations.

Aggregate Ownership of Securities

Upon the completion of the Offering, the directors, officers, promoters and other members of management of the Corporation, as a group, will own, directly or indirectly, 1,400,001 Common Shares of the Corporation representing approximately 17.3% of the Common Shares then issued and outstanding under the Maximum Offering and approximately 27.5% of the Common Shares then issued and outstanding under the Minimum Offering (assuming no exercise of the Agent's Option or the incentive stock options granted to the Corporation's directors and officers, and assuming that the Agent does not elect to receive its commission and corporate finance fee in Common Shares in lieu of cash).

Other Reporting Issuers Experience

The following table sets out the directors, officers and promoter(s) of the Corporation that are, or have been, within the past five years, directors, officers or promoters of other Issuers that are or were reporting issuers in any Canadian jurisdiction:

Name	Name of Reporting Issuer	Position	Name of Exchange or Market	From	To
Douglas C. Urch	Rally Energy Corp.	V.P. Finance and CFO	TSX Venture	July 2002	Present
	Scimitar Hydrocarbons Corporation	Chief Financial Controller	TSX Venture	September 2000	July 2002
Gordon R. Travis	HARS Systems Inc.	Director	TSX Venture	March 2001	August 2002

Name	Name of Reporting Issuer	Position	Name of Exchange or Market	From	To
John S. Burns, Q.C.	AdvantEDGE Products and Solutions	Director	TSX Venture	June 1997	Mid 2001
	The Art Vault International Limited	Director	TSX Venture	March 2000	March 2001
	Canadian 88 Energy Corp.	Director	TSX	March 2000	May 2002
	Crispin Energy Inc.	Director	TSX Venture	April 1995	May 2004
	Fossil Bay Resources Ltd.	Director	TSX Venture	July 2000	October 2001
	gronArctic Resources Inc.	Director	TSX Venture	July 1996	July 1999
	Gulfstream Resources Canada Limited	Director	TSX	May 1993	August 2001
	International Utility Structures Inc.	Director	TSX	September 1995	Mid 2002
	JAWZ inc.	Director	NASDAQ	April 2000	November 2001
	Midland Walwyn Inc.	Director	TSX, ME	October 1997	August 1998
	Milinx Business Group, Inc.	Director	NASDAQ	May 2001	July 2001
	Overlord Financial Inc.	Director	TSX	June 2003	April 2005
	Stone Mountain Holdings Inc. (prev. Re-Con Building Products Inc.)	Director	TSX Venture	July 1996	Present
	World Wide Warranty Inc.	Secretary and Treasurer	TSX Venture	April 1999	Present
	Xentel DM Incorporated	Director	TSX Venture	September 1998	Present
	Esprit Exploration Ltd.	Director	TSX	May 1994	May 2002
	Superior Propane Income Fund	Trustee	TSX	September 1998	January 2004
	Glacier Ventures International Corp.	Director	TSX	April 2000	Present
	Winslow Resources Inc.	Director	TSXV	December 2000	April 2001
	Trinity Plumas Capital Corp.	Director	TSXV	January 2005	May 2005

Corporate Cease Trade Orders or Bankruptcies

No director, officer or promoter of the Corporation has, within the last ten years, been a director, officer or promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of that person, other than as follows:

(a) Re-Con Building Products Inc. ("Re-Con"), presently Stone Mountain Holdings, was the subject of a cease trade order issued on February 26, 2001 for failing to file certain financial statements within the time prescribed. The order was rescinded on April 9, 2001. At the time Mr. Burns was a director of Re-Con.

Penalties or Sanctions

No director, officer, insider or promoter of the Corporation, or any shareholder holding sufficient securities to materially affect control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No director, officer or promoter of the Corporation, or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such persons, has, within the 10 years preceding the date of this prospectus, become bankrupt, 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 the assets of the individual.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Corporation also holding positions as directors and/or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to the potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (Alberta). See "Risk Factors".

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

(a) remuneration, which includes but is not limited to:

   (i) salaries;

   (ii) consulting fees;

   (iii) management contract fees or directors' fees;

   (iv) finders fees;

   (v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursement"), which reimbursements, since incorporation, have not taken place. No reimbursement may be made for any payment made to lease or buy a vehicle.

The Corporation has reserved 225,000 Common Shares for stock options issued to its directors and officers. See "Principal Shareholders" and "Options to Purchase Securities – Options Granted".

After completion of its Qualifying Transaction, the Corporation may pay remuneration to its officers if the directors feel the Corporation is able to do so. No remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future. No payment other than the Permitted Reimbursements, will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

PROMOTERS

Mr. Travis may be considered to be the promoter of the Corporation, in that he took the initiative in founding and organizing the Corporation. See "Principal Shareholders" and "Options to Purchase Securities – Options Granted".

DILUTION

Purchases of Common Shares under this prospectus will suffer an immediate dilution of $0.13 or 13% in the event the Maximum Offering is obtained and $0.021 or 21% in the event the Minimum Offering is obtained on the basis of there being 8,100,000 Common Shares of the Corporation issued and outstanding following completion of the Maximum Offering and 5,100,000 Common Shares issued and outstanding following completion of the Minimum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, and is set forth below:

Item		Maximum Offering		Minimum Offering
Gross proceeds of prior share issues	$	105,000	$	105,000
Gross proceeds of this Offering	$	600,000	$	300,000
Total gross proceeds after this Offering	$	705,000	$	405,000
Offering price per share	$	0.100	$	0.100
Gross proceeds per share after this Offering	$	0.087	$	0.079
Dilution per share to subscriber	$	0.013	$	0.021
Percentage of dilution in relation to offering price		13%		21%

RISK FACTORS

The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares:

(a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;

(b) investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;

(c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;

(d) assuming completion of the Minimum Offering, an investor will suffer an immediate dilution to its investment of 21% or $0.021 per Common Share and assuming completion of the Maximum Offering, an investor will suffer an immediate dilution to its investment of 13% of $0.013 per Common Share;

(e) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;

(f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

(g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;

(h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;

(i) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;

(j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

(l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;

(m) the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing;

(n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

(o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

(p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and

(q) subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of $250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan.

As a result of these factors, this Offering is only suitable to investors who are willing to rely solely on management of the Corporation and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares.

DIVIDEND RECORD AND POLICY

The Corporation has not paid any dividends since incorporation and it has no plans to pay dividends. The current directors of the Corporation will determine if and when dividends should be declared and paid in the future based on the Corporation's financial position at the relevant time. All of the Common Shares are entitled to an equal share in any dividends declared and paid.

INVESTOR RELATIONS AGREEMENTS

The Corporation has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Corporation or its securities or to engage in activities for the purposes of stabilizing the market.

LEGAL PROCEEDINGS

The Corporation is not currently a party to any legal proceedings, nor is the Corporation currently contemplating any legal proceedings. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a related or connected party (as such terms are defined in National Instrument 33-105 Underwriting Conflicts) to the Agent.

RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Gowling Lafleur Henderson LLP, on behalf of the Corporation, and by Clark Wilson LLP on behalf of the Agent. No Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates, other than John S. Burns, Q.C., a director of the Corporation and partner with Gowling Lafleur Henderson LLP, who owns 300,000 Common Shares. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation other than John S. Burns, Q.C.

AUDITORS

The auditors of the Corporation are Kenway Mack Slusarchuk Stewart LLP, Chartered Accountants, 220, 333 – 11th Avenue S.W., Calgary, Alberta, T2R 1L9.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Common Shares is CIBC Mellon Trust Company, 600 The Dome Tower, 333 – 7th Avenue S.W., Calgary, Alberta T2P 2Z1.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Certain directors and officers of the Corporation have acquired Common Shares of the Corporation. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares pursuant to the Corporation's Option Plan. See "Principal Shareholders" and "Share Options".

MATERIAL CONTRACTS

The following are the material contracts of the Corporation entered into since the date of its incorporation:

(a) Escrow Agreement dated ●, 2005 among the Corporation, CIBC Mellon Trust Company and certain shareholders of the Corporation. See "Escrow Securities".

(b) Transfer Agency and Registrarship Agreement dated July 16, 2004 between the Corporation and CIBC Mellon Trust Company.

(c) Agency Agreement dated as of ●, 2005 between the Corporation, the Agent and the Trustee. See "Plan of Distribution".

Copies of the foregoing agreements may be inspected at the registered office of the Corporation at Suite 1200, 700 – 2nd Street SW, Calgary, Alberta, T2P 4V5 during normal business hours during the period of the distribution of the Common Shares being distributed hereunder and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts about the Common Shares being distributed that are not otherwise disclosed in this prospectus, or are necessary in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares being distributed.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment 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. The purchaser should refer to applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

AUDITOR'S CONSENT

We have read the prospectus of OHS Capital Corp. (the Corporation) dated ●, 2005 relating to the issue and sale of a minimum of 3,000,000 and a maximum 6,000,000 common shares of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the shareholders of the Corporation on the balance sheet of the Corporation as at December 31, 2004 and the statement of cash flows for the period then ended. Our report is dated April 8, 2005.

●

Chartered Accountants

Calgary, Alberta
●, 2005

OHS Capital Corp.

Financial Statements

December 31, 2004

Auditors' Report

To: The Shareholders of
OHS Capital Corp.

We have audited the balance sheet of OHS Capital Corp. as at December 31, 2004 and the statement of cash flows for the period then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian 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 Corporation as at December 31, 2004, and the results of its cash flows for the period then ended in accordance with Canadian generally accepted accounting principles.

(Signed) "Kenway Mack Slusarchuk Mack LLP"
Chartered Accountants

April 8, 2005

OHS Capital Corp.
Balance Sheet
As at December 31, 2004

Assets

Current assets		
Cash (note 3)	$	72,074
Accounts receivable		3,759
		75,833
Deferred share issuance costs (note 4)		54,420
	$	130,253

Liabilities and Shareholders' Equity

Current liability		
Accounts payable	$	25,253
Shareholders' equity		
Share capital (note 5)		105,000
	$	130,253

Approved on behalf of the board

(signed) *"Gordon Travis"* Director

(signed) *"Douglas Urch"* Director

OHS Capital Corp.
Statement of Cash Flows
Period ended December 31, 2004

Financing activities		
Issuance of share capital	$	105,000
Deferred share issuance costs		(32,926)
		72,074
Increase in cash		72,074
Cash, beginning of period		-
Cash, end of period	$	72,074

1. Nature of operations

OHS Capital Corp. (the "Corporation") was incorporated under the Business Corporations Act (Alberta) on May 27, 2004 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Corporation has no assets other than cash and deferred costs and proposes to identify and evaluate potential acquisitions or businesses, and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of regulatory and, if required, shareholder approval.

Where an acquisition or participation is warranted (the "Qualifying Transaction"), additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon the ability of the Corporation to obtain additional financing.

There is no assurance that the Corporation will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Corporation's shares from trading.

The Corporation has not completed a public offering of common shares (see Note 5) or a Qualifying Transaction as at the date of the balance sheet.

2. Significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

(b) Stock-based compensation

The Corporation has a stock option plan, which is described in Note 5. Stock options issued by the Corporation are accounted for in accordance with the fair value-based method of accounting. The fair value of options issued to directors, officers, employees and consultants is charged to earnings with an offsetting amount recorded to contributed surplus. The fair value of options issued to agents in conjunction with public offerings is charged to share issuance costs with an offsetting amount recorded to contributed surplus. Fair value is measured using the Black-Scholes options pricing model.

(c) Future income taxes

Income taxes are calculated using the liability method of tax allocation accounting. Temporary differences arising from the difference between the tax basis of an asset or liability and its carrying value on the balance sheet are used to calculate future income tax liabilities or assets. Future income tax liabilities or assets are calculated using tax rates anticipated to apply in the periods that the temporary differences are expected to reverse. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. To the extent that the Corporation does not consider it to be more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

3. Cash

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

4. Deferred share issuance costs

Costs incurred for the public offering, consist of professional, agency and listing fees and have been deferred. Upon completion of the public offering, as discussed in Note 8, the costs incurred will be charged against share capital.

5. Share capital

Authorized
Unlimited number of common shares
Unlimited number of preferred shares, issuable in series

Issued

	Issued	**Amount**
Common shares		
Issued for cash	700,000	$ 105,000

Prospectus

On August 19, 2004 the Corporation issued a final prospectus (the "Offering") for the purpose of raising funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction.

The Offering was for 1,000,000 common shares to be issued for gross proceeds of $300,000. The Offering was not completed and the agency agreement was terminated.

Subsequent to year end the Corporation entered into a new agency agreement to issue a minimum of 3,000,000 shares and a maximum of 6,000,000 shares at $0.10 per share (see Note 8).

Escrowed shares

Under the requirements of the Exchange, 700,000 common shares (2,100,000 common shares subsequent to the share split described in Note 8) will be held in escrow and released in stages over a period of three years from the date of acceptance by the Exchange of the Corporation's Qualifying Transaction (as defined in Policy 2.4 of the Exchange).

Stock options

The Corporation has established a stock option plan for directors, officers, and employees. Under the plan, the aggregate number of common shares issuable may not exceed 10% of the total number of issued and outstanding common shares.

The Corporation has reserved 105,000 common shares at a price of $0.30 per share (315,000 common shares at a price of $0.10 per share subsequent to the share split described in Note 8) for stock options to be granted to its directors and officers after the issuance of a receipt by the Alberta Securities Commission for the final prospectus and completion of an Offering. The options will expire on the earlier of five years from the date of grant and one year following the date the optionee ceases to be a director or hold an office of the Corporation by reason of death, or 90 days after ceasing the be a director or officer for any reason other than death. The stock option plan and grant of options thereunto are subject to regulatory approval.

6. Income taxes

(a) The components of future income tax balances are as follows:

Future income tax asset	
Share issuance costs	$ 2,160
	2,160
Valuation allowance	(2,160)
	$ -

(b) The provision for income taxes recorded in the financial statements differs from the amount which would be obtained by applying the statutory income tax rate of 33.62% to the income for the year as follows:

Net income for the period before taxes	-
Share issue costs	$ (2,160)
Valuation allowance	2,160
Provision for income taxes	$ -

7. Financial instruments

Fair value

The Corporation's carrying value of cash and cash equivalents, accounts receivable and accounts payable approximates its fair value due to the immediate or short-term maturity of these instruments.

8. Subsequent events

On March 16, 2005 the Corporation entered into a new agency agreement ("New Offering") (see Note 5) to issue a minimum of 3,000,000 shares and a maximum of 6,000,000 shares at $0.10 per share. The cost of the issue, including the agent's commission of a minimum of $30,000 and a maximum of $60,000 and expenses, the listing fee and other related expenses are estimated to be approximately $90,000 to $120,000.

The agent has agreed to use its commercially reasonable efforts to secure subscriptions for these shares. The total subscription can be raised within 90 days of the date of the receipt for the final prospectus otherwise funds collected under subscriptions must be returned and the New Offering must be cancelled.

Pursuant to the agency agreement and subject to the closing of this New Offering, a single non-transferable option to purchase 300,000 to 600,000 common shares of the Corporation at $0.10 per common share will be granted to the agent. The option will expire 18 months from the date the shares are posted for listing on the Exchange.

On April 1, 2005 the Corporation completed a 3 for 1 split in share capital raising the issued share capital to 2,100,000 common shares.

OHS CAPITAL CORP.

(A Capital Pool Company)

FINANCIAL STATEMENTS
Prepared by Management (Unaudited)
For the 3 Months Period Ending
March 31, 2005

OHS CAPITAL CORP.

BALANCE SHEET

(Unaudited)

		As at March 31 2005		As at December 31 2004
ASSETS				
Current assets:				
Cash (Note 3)	$	72,074	$	72,074
Accounts Receivable		3,759		3,759
		75,833		75,833
Deferred share issuance costs (Note 4)		54,420		54,420
	$	130,253	$	130,253
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liability				
Accounts payable	$	25,253	$	25,253
Shareholders' equity				
Share capital (Note 5)		105,000		105,000
	$	130,253	$	130,253

See accompanying notes.

APPROVED BY THE BOARD OF DIRECTORS:

Signed: (signed) "Gordon R. Travis

Director – Gordon R. Travis

Signed: (signed)"*Douglas Urch*"

Director – Douglas Urch

OHS CAPITAL CORP.

(A Capital Pool Company)
STATEMENT OF CASH FLOWS
(Unaudited)

		For the 3 Month Period January 1, 2005 to March 31, 2005
Financing activities:		
Issue of share capital		-
Deferred share issue costs paid		-
Cash, beginning of period	$	72,074
Cash, end of period	$	72,074

See accompanying notes.

1. Nature of operations

OHS Capital Corp. (the "Corporation") was incorporated under the Business Corporations Act (Alberta) on May 27, 2004 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Corporation has no assets other than cash and deferred costs and proposes to identify and evaluate potential acquisitions or businesses, and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of regulatory and, if required, shareholder approval.

Where an acquisition or participation is warranted (the "Qualifying Transaction"), additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon the ability of the Corporation to obtain additional financing.

There is no assurance that the Corporation will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Corporation's shares from trading.

The Corporation has not completed a public offering of common shares (see Note 5) or a Qualifying Transaction as at March 31, 2005.

2. Significant accounting policies

(a) Basis of presentation

These unaudited interim financial statements of the Corporation have been prepared in accordance with Canadian generally accepted accounting principles and are consistent with the accounting policies and method of their application used in the preparation of the audited financial statements as at and for the year ended December 31, 2004. The interim financial statements contain disclosures which are supplemental to the Company's annual financial statements. They do not include all the information and disclosure required by Canadian generally accepted accounting principles applicable for annual financial statements and, therefore, they should be read in conjunction with the annual audited financial statements.

3. Cash

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

4. Deferred share issuance costs

Costs incurred for a proposed public offering, consist of professional, agency and listing fees and have been deferred. Upon completion of a public offering, the costs incurred will be charged against share capital.

5. Share capital

Authorized
Unlimited number of common shares
Unlimited number of preferred shares, issuable in series

Issued	**Issued**	**Amount**
Common shares		
Issued for cash	700,000	$ 105,000

Prospectus

The Corporation has entered into an agency agreement to issue a minimum of 3,000,000 shares and a maximum of 6,000,000 shares at $0.10 per share (the "Offering"). The cost of the issue, including the agent's commission of a minimum of $30,000 and a maximum of $60,000 and expenses, the listing fee and other related expenses are estimated to be approximately $90,000 to $120,000. The agent has agreed to use its commercially reasonable efforts to secure subscriptions for these shares. The total subscription can be raised within 90 days of the date of the receipt for the final prospectus otherwise funds collected under subscriptions must be returned and the Offering must be cancelled.

5. Share capital, continued

Escrowed shares

Under the requirements of the Exchange, 700,000 common shares (2,100,000 common shares subsequent to the share split described in Note 7) will be held in escrow and released in stages over a period of three years from the date of acceptance by the Exchange of the Corporation's Qualifying Transaction (as defined in Policy 2.4 of the Exchange).

Stock options

The Corporation has established a stock option plan for directors, officers, and employees. Under the plan, the aggregate number of common shares issuable may not exceed 10% of the total number of issued and outstanding common shares.

The Corporation has reserved 75,000 common shares at a price of $0.30 per share (225,000 common shares at a price of $0.10 per share subsequent to the share split described in Note 7) for stock options to be granted to its directors and officers after the issuance of a receipt by the Alberta Securities Commission for the final prospectus and completion of an Offering. The options will expire on the earlier of five years from the date of grant and one year following the date the optionee ceases to be a director or hold an office of the Corporation by reason of death, or 90 days after ceasing to be a director or officer for any reason other than death. The stock option plan and grant of options thereunto are subject to regulatory approval.

6. Financial instruments

Fair value

The Corporation's carrying value of cash and cash equivalents, accounts receivable and accounts payable approximates its fair value due to the immediate or short-term maturity of these instruments.

7. Subsequent events

Pursuant to the agency agreement and subject to the closing of the Offering, a single non-transferable option to purchase 300,000 to 600,000 common shares of the Corporation at $0.10 per common share will be granted to the agent. The option will expire 24 months from the date the shares are posted for listing on the Exchange.

The Corporation has agreed to a 3 for 1 split in share capital raising the issued share capital to 2,100,000 common shares.

CERTIFICATE OF THE CORPORATION

Date: June 3, 2005

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

(Signed) "*Gordon R. Travis*"	(Signed) "*Douglas C. Urch*"
Gordon R. Travis	Douglas C. Urch
President and Chief Executive Officer	Chief Financial Officer and Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) "*John S. Burns*"	(Signed) "*Robert Alexander*"
John S. Burns, Q.C.	Robert Alexander
Director	Director

CERTIFICATE OF THE PROMOTER

Date: June 3, 2005

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

(Signed) "*Gordon R. Travis*"
Gordon R. Travis
Promoter

CERTIFICATE OF THE AGENT

Date: June 3, 2005

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

PACIFIC INTERNATIONAL SECURITIES INC.

(Signed) "*Bert Quattrocicchi*"

Executive Vice President

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