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.

PROSPECTUS

Initial Public Offering **October 27, 2005**

HUNTINGDON CAPITAL INC.
(a capital pool company)

OFFERING: $500,000 or 1,666,667 Common Shares

Price: $0.30 per Common Share

The purpose of this offering (the "Offering") is to provide Huntingdon Capital Inc. (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 1,666,667 common shares ("Common Shares") to the public at a price of $0.30 per share. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (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 "Use of Proceeds" and "Business of the Corporation".

The Offering is made on a best efforts basis by Canaccord Capital Corporation (the "Agent") and is subject to a subscription of 1,666,667 Common Shares for total gross proceeds to the Corporation of $500,000 and to approval of certain legal matters by Heenan Blaikie LLP on behalf of the Corporation and by Lavery, de Billy L.L.P. on behalf of the Agent. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement, as hereinafter defined. If the subscription of 1,666,667 Common Shares 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 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 Agent. See "Plan of Distribution".

	Common Shares	Price to public	Agent's commission[(1)]	Net proceeds to the Corporation[(2)]
Per Common Share	1	$ 0.30	$ 0.03	$ 0.27
Total Offering	1,666,667	$ 500,000	$ 50,000	$ 450,000

(1) A commission equal to 10% of the gross proceeds will be paid to the Agent, representing $50,000. In addition, the Agent will be granted a non-transferable option to purchase a number of Common Shares equal to 10% of the total number of Common Shares sold pursuant to the Offering (the "Agent's Option"), representing 166,666 Common Shares. The Agent's Option will be exercisable at a price of $0.30 per share for a period of 24 months from the date of listing the Common Shares on the Exchange. The Agent's Option is qualified for distribution by this prospectus. The Corporation will pay the Agent a corporate finance fee in the amount of $7,500 plus applicable taxes and the reasonable fees and disbursements of counsel to the Agent incurred in connection with this Offering, subject to a maximum of $9,500 plus applicable taxes. See "Plan of Distribution".

(2) Before deducting the expenses of this issue estimated at $50,000 and the listing fee payable to the Exchange of $10,000 plus taxes. See "Use of Proceeds".

The Corporation has applied to list the securities distributed under this prospectus 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 and the grant of: (a) stock options to the directors and officers of the Corporation; and (b) the Agent's Option, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus in respect of this Offering is issued by the applicable 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.

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".

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 33,333 of the total number of Common Shares offered under this prospectus. 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% or 66,666 of the total number of Common Shares offered under this prospectus.

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 date.

Canaccord Capital Corporation
2200-609 Granville Street
Vancouver, British Columbia
V7Y 1H2

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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.

"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 been incorporated or organized in a jurisdiction in Canada;

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

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

"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.

"**Eligible Charitable Organization**" means:

(a) any Charitable Organization[*] or Public Foundation* which is a Registered Charity*, but is not a Private Foundation*; or

(b) a Registered National Arts Service Organization*.

"Exchange" means the TSX Venture Exchange Inc.

[*] These terms are defined in the *Income Tax Act* (Canada), as amended from time to time.

"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.

"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.

"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 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.

"Person" means a Company or individual.

"**Principal**" means:

(a) a person or Company 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 Exchange Bulletin confirming final acceptance of a transaction ("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 or Company 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 or Company 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.

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

"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 Requirement*s.

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

"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.

Offering:	A total of 1,666,667 Common Shares are being offered under this prospectus at a price of $0.30 per share, for gross proceeds of $500,000. The Offering is made on a best efforts basis. In addition, the Corporation will grant the Agent's Option to the Agent, entitling the Agent to purchase up to 166,666 Common Shares at a price of $0.30 per share, which will be exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange. The Agent's Option is qualified for distribution by this prospectus. The Corporation also intends to grant stock options to purchase an aggregate of 283,333 Common Shares to directors and officers of the Corporation under the Corporation's 2004 Stock Option Plan, all of which options are qualified for distribution under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".
Corporation:	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. An acquisition financed by the issuance of treasury shares could result in a change in control of the Corporation and may cause the shareholders' interests in the Corporation to be reduced. See "Business of the Corporation".
Use of Proceeds:	The net proceeds to the Corporation will be $450,000, after deducting the Agent's commission but before deducting expenses of the issue. 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 business 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 from the sale of all securities issued by the Corporation and $210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Corporation — Method of Financing" and "Risk Factors".
Directors and Management:	Eris Salvatori - President and Director Nicolas Matossian - Secretary-Treasurer and Director Mazen Haddad - Director Philippe Marleau - Director Victor Salvaggio - Director James L. Heppell - Director See "Directors, Officers and Promoter".
Escrow Provisions:	All of the currently issued and outstanding Common Shares of the Corporation, being 1,166,666 Common Shares, will be deposited in escrow pursuant to the terms of an Escrow Agreement, as hereafter defined, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrow Securities".
Potential Qualifying Transaction:	The Corporation identified and has had initial discussions with Phero Tech Inc. ("Phero Tech"), a private Vancouver-based company incorporated under the laws of British Columbia in 1982 as a potential Target Company for its

	Qualifying Transaction. Phero Tech is in the business of using biotechnological methods for the development of novel, targeted and non-toxic pest control products. It currently has products for agriculture, forestry, industrial and consumer markets. Phero Tech's pest control product line consists primarily of pest control and insect management systems using pheromones, semiochemicals, lures, devices and traps. See "Potential Qualifying Transaction".
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 suitable only 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 devote only 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 may be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 20.6% or $0.0618 per Common Share. 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 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. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. See "Risk Factors".

THE CORPORATION

Huntingdon Capital Inc. (the "Corporation") was incorporated under the *Canada Business Corporations Act* (the "CBCA") on October 6, 2004. On November 25, 2004, the Corporation's Articles were amended in order to remove "private company" restrictions. On August 12, 2005, the Corporation again amended its Articles in order to consolidate the 1,750,000 issued and outstanding Common Shares into 1,166,666 Common Shares on the basis of two-thirds of a Common Share for each Common Share issued and outstanding. All share figures in this prospectus are presented on a post-consolidation basis.

The head office and the registered office of the Corporation are located at 1800 McGill College Avenue, Suite 2811, Montreal, Quebec H3A 3J6.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To June 30, 2005, the Corporation incurred preliminary expenses of $35,966 in proceeding with this Offering. 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

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 the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests and does not own any assets, other than cash. To date, these discussions have focussed on a potential Qualifying Transaction with Phero Tech Inc. See "Potential 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 and of the applicable securities regulatory authorities, 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 "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

The Corporation may use either cash, bank financing, other secured or unsecured loans, the issuance of treasury shares, private or public financing, or a combination thereof, for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares could result in a change in the 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. The Board of Directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors.

Process of Identification of a Qualifying Transaction

The Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various contacts of certain of the officers and directors of the Corporation. 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 assets 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 "Business of the Corporation - 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 and the applicable securities regulatory authorities 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 or where a shareholders' approval is otherwise required. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction or where shareholders' approval is not otherwise required to be obtained. 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, in the case of an information circular, or Form 3B2 in the case of a filing statement. Upon acceptance by the Exchange and the applicable securities regulatory authorities, the Corporation must then either:

(a) file the filing statement on SEDAR at least seven business days prior to closing 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 required 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 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.

Potential Qualifying Transaction

The Corporation identified and has had initial discussions with Phero Tech Inc. ("Phero Tech"), a private Vancouver-based company incorporated under the laws of British Columbia in 1982 as a potential Target Company for its Qualifying Transaction.

Phero Tech is in the business of using biotechnological methods for the development of novel, targeted and non-toxic pest control products. It currently has products for agriculture, forestry, industrial and consumer markets. Phero Tech's pest control product line consists primarily of pest control and insect management systems using pheromones, semiochemicals, lures, devices and traps.

By using minute quantities of highly-active compounds, Phero Tech has targeted some of the most devastating pests (mountain pine beetle, bark and southern pine beetle) in agriculture, forestry, consumer and industrial markets. Because these products affect pests at biologic levels, Phero Tech believes it can achieve effectiveness, safety and length of action that are unattainable by conventional toxic pesticides. Moreover, many uses of insect pheromones as pest control agents are exempt from United States Environment Protection Agency registration and have reduced Canadian regulatory requirements.

Management of the Corporation has been informed that Phero Tech is a supplier of pest control products to the British Columbia forest industry and the United States Forestry service for control of mountain pine beetles and bark beetles.

Phero Tech has advised management of the Corporation that conventional pesticides continue to face pressure from North American and European government agencies for de-registration due to their toxic and environmental effects. This creates an opportunity for the introduction of new, selective agents that are not toxic to people or other organisms.

Phero Tech has represented to management of the Corporation that it has an established distribution network for its products in multiple product categories and distribution channels. Phero Tech currently manages a team of more than 30 independent sales professionals in addition to its in-house sales force.

Phero Tech's management team includes:

Michael Banfield, Chief Executive Officer and Director. Mr. Banfield holds a Bachelor of Science, Master of Pest Management and Masters of Business Administration from Simon Fraser University, Burnaby, British Columbia. Mr. Banfield has more than 25 years experience in development and marketing of new technologies for agriculture and consumer markets. Mr. Banfield is the founder and has been the President and Chief Executive Officer of SpringStar LLC since 1998. SpringStar LLC designs, develops and markets products for control of pests for home, garden and industrial uses. Prior to this he was the President and CEO of Agro-BioTech Corporation, which developed and commercialized new biofungicide products and other pest traps. Agro-BioTech was merged with SpringStar LLC in 1998.

Alan Vaudry, Chief Operating Officer and Director. Mr. Vaudry holds a Bachelor of Science and a Masters of Pest Management from Simon Fraser University. Mr. Vaudry has worked in pest management industry for the past 25 years. He has founded and operated pest management businesses such as PES Professional Ecological Services Ltd. and BioCare Products Ltd. Mr. Vaudry has also worked for the British Columbia Ministry of Agriculture.

Charles Abel, Chief Financial Officer, Secretary and Director. Mr. Abel holds a Bachelor of Science from the University of British Columbia and a Masters of Business Administration from Simon Fraser University. Mr. Abel is the former Chief Financial Officer of Protox Therapeutics Inc., a biotechnology company listed on the TSX Venture Exchange. In this position he was responsible for the financial management, including private and public financings. He has also been an investment manager for the Qwest Emerging Biotechnology (VCC) Fund Ltd., the precursor to the B.C. Advantage Funds (VCC) Ltd.

Dr. John Borden, Ph.D., RPF, RPBio, FRSC, Chief Scientific Officer. Dr. Borden received his Ph.D. from the University of California (Berkeley) and is currently a professor emeritus at Simon Fraser University. During his career as an academic, he raised more than $11 million in external research funding, supervised more than 100 graduate students and published more than 350 papers in refereed journals, one book and 17 book chapters. He also holds nine patents. Dr. Borden has received numerous honours throughout his career, including gold medals from the Science Council of British Columbia and the Entomological Society of Canada, the Hewlett-Packard Canada Forum Award, the Scientific Achievement Award from the Canadian Institute of Forestry, the J. Everett Bussart Award from the Entomological Society of America, and the Founders' Award from the Western Forest Insect Work Conference. He is a Fellow of the Entomological Societies of Canada and the United States, an Honorary Life Member of the Entomological Society of British Columbia and the Professional Pest Management Association of British Columbia, and in 1999 was elected a Fellow of the Royal Society of Canada.

This possible Qualifying Transaction would constitute an Arm's Length Qualifying Transaction. Management of the Corporation will evaluate the possible acquisition of Phero Tech after the closing of the Offering. This possible Qualifying Transaction will be subject to extensive due diligence relating to the products, business and the legal affairs of Phero Tech. The purchase price will be determined by negotiation between the parties, and will likely be satisfied through the issuance of Common Shares of the Corporation.

The significant conditions required to close the potential Qualifying Transaction are as follows:

(a) the performance of a satisfactory due diligence review of Phero Tech;

(b) the parties to the proposed Qualifying Transaction must agree on the total consideration to be paid for the acquisition of Phero Tech;

(c) an approval of the acquisition by the board of directors of Phero Tech;

(d) the entering into of a formal agreement;

(e) the completion of a concurrent financing of approximately $3 million; and

(f) the submission of documentation respecting the business of Phero Tech acceptable to the Exchange.

This possible Qualifying Transaction will be submitted to the board of directors of the Corporation for approval following the closing of the Offering.

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 Acknowledgement 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. If the Common Shares of the Corporation are delisted by the Exchange, then within 90 days from the date of such delisting, the Corporation shall wind up and liquidate its assets pursuant to the CBCA and shall make a *pro rata* distribution of its remaining assets to its shareholders unless, within that 90 day period and pursuant to a majority vote of shareholders, exclusive of the vote of Non Arm's Length Parties to the Corporation, the shareholders determine to deal with the remaining assets in some other manner. See "Business of the Corporation - Filings and Shareholders' Approval of a Non Arm's Length Qualifying Transaction".

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; or

(e) 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 1,166,666 common shares prior to the date of this prospectus amount to $175,000.

(b) The Corporation incurred expenses and costs totalling $4,000 with respect to the issue of common shares referred to in (a) above and the audit of the Corporation's financial statement as at October 31, 2004.

(c) The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this prospectus amount to $500,000.

(d) The expenses and cost of this Offering, including the Agent's commission, corporate finance fee and listing fees, incurred to date and expected to be incurred, amount to $117,500.

(e) The Corporation estimates that an amount of $553,500 will be available to it from the sale of the Common Shares distributed under this prospectus and prior sales of Common Shares.

The following indicates the principal uses which the Corporation proposes for the total funds available to it upon the completion of this Offering, a portion of which has already been spent, as reflected in the Corporation's balance sheet as at June 30, 2005:

		Total Offering
Cash proceeds raised prior to this Offering[1]	$	175,000
Expenses and costs relating to raising the cash proceeds		(4,000)
Cash proceeds to be raised pursuant to this Offering[2]		500,000
Expenses and costs relating to the Offering (including listing fees, Agent's commission, corporate finance fee, legal fees, audit fees and expenses)		(117,500)
Estimated funds available (on completion of the Offering)		553,500
Funds available for identifying and evaluating assets or business prospects[3]		503,500
Estimated general and administrative expenses until Completion of a Qualifying Transaction		50,000
	$	553,500

(1) See "Prior Sales".

(2) In the event the Agent exercises the Agent's Option and the directors and officers exercise their respective options, there will be available to the Corporation an additional $135,000, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(3) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $503,500 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 be invested only 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 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 be sufficient only 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" below, 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, if necessary, obtain shareholder approval for a proposed Qualifying Transaction.

The proceeds may be used for expenses incurred for the preparation of: (a) valuations or appraisals; (b) business plans; (c) feasibility studies and technical assessments; (d) sponsorship reports; (e) engineering or geological reports; (f) financial statements, including audited financial statements; (g) fees for legal and accounting services; and (h) Agent's 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, if 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 and $210,000 will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Uses 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 foregoing, 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 more 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". In this regard, the Corporation has entered into an agreement with Salvatori & Associates Investment Brokers Inc. ("Salvatori & Associates"), a corporation controlled by Eris Salvatori, the President, promoter and a director of the Corporation. Salvatori & Associates is a Non Arm's Length Party to the Corporation. Pursuant to the agreement, Salvatori & Associates provides office space, office supplies, secretarial services, telephone and other utilities to the Corporation, in consideration for which the Corporation is required to reimburse Salvatori & Associates $2,500 per month, which amount will increase to $3,500 per month upon the filing of this prospectus. The foregoing arrangement has been in effect since October 2004, although the Corporation has not yet made any payments to Salvatori & Associates. As set out in the financial statements of the Corporation included in this prospectus, $22,500 was due by the Corporation to Salvatori & Associates pursuant to the Agreement as at June 30, 2005.

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

Name of Agent and Agent's Compensation

Pursuant to an agency agreement (the "Agency Agreement") dated October 27, 2005 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a best efforts basis to the public 1,666,667 Common Shares, as provided in this prospectus, at a price of $0.30 per Common Share, for gross proceeds of $500,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission equal to 10% of the aggregate gross proceeds from the sale of the Common Shares, representing $50,000. The Corporation will also pay the Agent a corporate finance fee equal to $7,500 plus applicable taxes and the reasonable fees and disbursements of counsel to the Agent incurred in connection with this Offering, subject to a maximum of $9,500 plus applicable taxes. In addition, the Corporation will grant the Agent's Option to the Agent, entitling it to purchase a number of Common Shares equal to 10% of the total number of Common Shares sold pursuant to the Offering, representing 166,666 Common Shares. The Agent's Option will be exercisable at a price of $0.30 per share for a period of 24 months from the date of listing the Common Shares on the Exchange. The Agent's Option is qualified for distribution by this prospectus.

The Agent's Option may be exercised in whole or in part by the Agent before the Completion of the Qualifying Transaction, provided that no more than 50% of the Common Shares received by the Agent on exercise of the Agent's Option may be sold prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold only after the Completion of the Qualifying Transaction. As of the date hereof, the Agent does not own any Common Shares.

The Agent has agreed to use its 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.

Best Efforts Offering and Minimum Distribution

The total Offering is of 1,666,667 Common Shares for total gross proceeds of $500,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total number of Common Shares in the Offering, representing 33,333 Common Shares. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the total number of Common Shares under the Offering, representing 66,666. The funds received from the Offering will be held by the Agent and will not be released until $500,000 has been deposited. A subscription of $500,000 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**,** failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant options to purchase up to 283,333 Common Shares to directors and officers pursuant to the Corporation's 2004 Stock Option Plan and in accordance with the policies of the Exchange.

Determination of Price

The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent.

Listing Application

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

Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, neither it nor any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing: (a) has subscribed for Common Shares of the Corporation; or (b) are permitted to subscribe for Common Shares of the Corporation pursuant to this distribution and, until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the participants referred to above is 20% of the number of 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 and the grant of: (a) options to the directors and officers of the Corporation; and (b) the Agent's Option, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus in respect of this Offering is issued by the applicable securities regulatory authorities 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 SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 1,166,666 are issued and outstanding as fully paid and non-assessable. In addition, the Board of Directors intends to grant options to directors and officers of the Corporation in respect of a maximum of 283,333 Common Shares pursuant to the Corporation's 2004 Stock Option Plan and to grant the Agent's Option. See "Options to Purchase Securities" and "Plan of Distribution".

The holders of the common shares are entitled to: (a) vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote; (b) receive any dividend declared by the Corporation on the common shares; and (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, receive the remaining property of the Corporation upon dissolution, liquidation or winding-up of the Corporation.

Preferred Shares

The Corporation is also authorized to issue an unlimited number of preferred shares, none of which are currently issued and outstanding. The preferred shares may be issued in one or more series, with such rights and conditions as may be determined by the Board of Directors. There are no voting rights attached to the preferred shares except as prescribed by law. The preferred shares will rank ahead of the Common Shares with respect to the payment of dividends and return of capital in the event of the liquidation, dissolution or other distribution of assets of the Corporation for the purpose of winding-up its affairs.

CAPITALIZATION

The following table sets forth the capitalization of the Corporation on an unaudited basis as at August 31, 2005, and the pro forma capitalization after giving effect to this Offering:

Designation of security	Amount authorized	Outstanding as at August 31, 2005(1)	Amount to be outstanding if all Common Shares being offered are sold(2)(3)(4)
Common Shares	Unlimited	$175,000 (1,166,666 Common Shares)	$675,000 (2,833,333 Common Shares)

(1) As at August 31, 2005, the Corporation has not commenced commercial operations.

(2) The Board of Directors intends to grant stock options to directors and officers of the Corporation in respect of an aggregate of 283,333 Common Shares at an exercise price of $0.30 per share pursuant to the Corporation's 2004 Stock Option Plan. See "Options to Purchase Securities".

(3) The Corporation intends to grant the Agent's Option to the Agent in respect of a number of Common Shares equal to 10% of the number of shares to be issued under the Offering, representing 166,666 Common Shares. See "Plan of Distribution".

(4) Funds estimated available on completion of Offering amount to $553,500, after deducting the estimated expenses of the Offering. See "Use of Proceeds – Proceeds and Principal Purposes".

OPTIONS TO PURCHASE SECURITIES

After the closing of this Offering, the Board of Directors intends to grant options to directors and officers in respect of an aggregate of 283,333 Common Shares pursuant to the Corporation's 2004 Stock Option Plan, as set out in the table below.

Name of optionee	Number of Common Shares reserved under option	Exercise price	Expiration date
Eris Salvatori	91,000	$0.30	Five years from date of grant
Nicolas Matossian.............	42,400	$0.30	Five years from date of grant
Philippe Marleau...............	56,500	$0.30	Five years from date of grant
Mazen Haddad..................	42,400	$0.30	Five years from date of grant
Victor Salvaggio	42,400	$0.30	Five years from date of grant
James L. Heppell	8,633	$0.30	Five years from date of grant

2004 Stock Option Plan

The Board of Directors of the Corporation has adopted the 2004 Stock Option Plan. Under the 2004 Stock Option Plan, the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and technical consultants to the Corporation, non-transferable options to purchase Common Shares, exercisable for a period of up to five years from the date of grant. The number of Common Shares reserved for issuance under the 2004 Stock Option Plan is equal to 10% of the issued and outstanding Common Shares of the Corporation, from time-to-time. The number of Common Shares reserved for issuance to any individual director or officer under the 2004 Stock Option Plan will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants under the 2004 Stock Option Plan will not exceed 2% of the issued and outstanding Common Shares. Options may be exercised no later than 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. If an optionee shall cease to be a director of the Corporation upon the Corporation successfully completing its Qualifying Transaction, then all unexercised options granted to such optionee shall expire one year from the date of the Final Exchange Bulletin issued by the Exchange in connection with such Qualifying Transaction. In the event that any options granted to such optionee are subject to vesting provisions, those options will automatically vest as at the date of the Final Exchange Bulletin. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrow Securities".

PRIOR SALES

Since the date of incorporation, the Corporation has issued 1,166,666 Common Shares, as follows:

Date	Number of Common Shares(1)	Issue price per share	Aggregate issue price	Nature of consideration received
October 28, 2004	1,133,332	$0.15	$170,000	Cash
August 9, 2005	33,334	$0.15	$5,000	Cash

(1) All of these Common Shares will be placed in escrow pursuant to an escrow agreement. See "Escrow Securities".

ESCROW SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 1,166,666 Common Shares issued prior to this Offering at a price below $0.30 per Common 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 Computershare Investor Services Inc. under an escrow agreement dated October 27, 2005 (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	Common Shares	Number of Common Shares held in escrow	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to Offering
Palos Capital Pool L.P...... Montreal, Quebec	466,667	466,667	40.00%	16.47%
Eris Salvatori.................... Westmount, Quebec	133,333	133,333	11.43	4.71
Nicolas Matossian .... Westmount, Quebec	133,333	133,333	11.43	4.71
Philippe Marleau .... Montreal, Quebec	133,333	133,333	11.43	4.71
Mazen Haddad................. Montreal, Quebec	133,333	133,333	11.43	4.71
Victor Salvaggio.............. Westmount, Quebec	133,333	133,333	11.43	4.71
James L. Heppell............. North Vancouver, British Columbia	33,334	33,334	2.85	1.18

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 that 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.

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 six months, twelve 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 Computershare Investor Services Inc. 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.

If the 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:

(a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or

(b) if the Corporation lists on NEX, either:

  (i) cancel all Seed Shares purchased by Non-Arm's Length Parties to the CPC at a discount from the IPO price, namely $0.30 per Common Share, in accordance with section 11.2(a) of the CPC Policy, or

  (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to $0.30.

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 six months thereafter, on each of the six, twelve, 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 six month intervals on each of the six, twelve, 18 and 24 month anniversaries of the Final Exchange Bulletin; and (b) 10% of the escrowed securities being releasable in six month intervals on each of the 30, 36, 42, 48, 54, 60, 66 and 72 month anniversaries of 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 six 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: (a) 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin; and (b) 15% of the escrowed securities being releasable in six month intervals on each of the six, twelve, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin.

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 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

The following table lists, as at the date hereof, those persons who own of record or beneficially, directly or indirectly, 10% or more of the issued and outstanding Common Shares of the Corporation:

Name and municipality of residence	Type of ownership	Number of Common Shares	Percentage of Common Shares owned before Offering	Percentage of Common Shares owned after Offering[1]	Percentage of Common Shares owned after Offering, fully diluted[2]
Palos Capital Pool L.P.[3].... Montreal, Quebec	Registered and beneficial	466,667	40.00%	16.47%	14.00%
Eris Salvatori .... Westmount, Quebec	Registered and beneficial	133,333	11.43	4.71	6.73
Nicolas Matossian .... Westmount, Quebec	Registered and beneficial	133,333	11.43	4.71	5.27
Philippe Marleau .... Montreal, Quebec	Registered and beneficial	133,333	11.43	4.71	5.69
Mazen Haddad.................... Montreal, Quebec	Registered and beneficial	133,333	11.43	4.71	5.27
Victor Salvaggio................. Westmount, Quebec	Registered and beneficial	133,333	11.43	4.71	5.27
Total....................................			97.14%	40.00%	42.24%

(1) Assuming that no Common Shares are purchased by such shareholder under this Offering and before the exercise of any stock options.

(2) Assuming that no Common Shares are purchased by such shareholder under this Offering and after the exercise of all outstanding stock options.

(3) To the knowledge of the Corporation: (i) Palos Capital Pool L.P. is a limited partnership constituted under the laws of Quebec; and (ii) the general partner of Palos Capital Pool L.P. is Palos Management Inc., a private company controlled indirectly by Hubert R. Marleau, the father of Philippe Marleau, a director of the Corporation.

DIRECTORS, OFFICERS AND PROMOTER

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

The following are the names and municipalities of residence of the directors and officers of the Corporation, their positions and offices with the Corporation and their principal occupations during the last five years:

Name, age and municipality of residence	Office	Principal occupation and positions held during the last five years
Eris Salvatori (50)...................................... Westmount, Quebec	President and director	President Salvatori and Associates Investment Brokers Inc. (investment banker)
Nicolas Matossian (63) .... Westmount, Quebec	Secretary-Treasurer and director	President 935063 Alberta Ltd. (oil and gas company)
Philippe Marleau (31) .... Montreal, Quebec	Director	President and Portfolio Manager MVest Management, LLC (from August 2004) (investment management company) Vice-President and Equity Research Analyst Merrill Lynch Inc. (March 2000 to August 2004) (securities dealer) Associate and Equity Research Analyst Scotia Capital Inc. (November 1997 to January 2000) (securities dealer)
Mazen Haddad (30) .... Montreal, Quebec	Director	Chairman SGI Properties Capital Fund LP (from April 2002) (private real estate investment trust) Chief Operating Officer Globeam Corp. (from September 2000 to January 2002) (wireless broadband technology company) Director of Product Management CTI Datacom Inc. (from 1995 to 2001) (computer network systems company)
Victor Salvaggio (38) .... Westmount, Quebec	Director	Managing Director and Principal BeauSal Properties (real estate equity fund)
James L. Heppell (49)................................ North Vancouver, British Columbia	Director	President and Fund Manager BC Advantage Funds (VCC) Ltd. (venture fund)

The following are brief résumés of the six directors and officers of the Corporation:

Eris Salvatori – President and Director

Eris Salvatori holds a Bachelor of Commerce degree (1976) and B.C.L. and LL.B. degrees (1980) from McGill University. From 1982 to 1990, Mr. Salvatori held positions in corporate finance with three Canadian securities dealers. Since 1991, he has been the President of Salvatori and Associates Investment Brokers Inc., where Mr. Salvatori has structured, marketed and closed more than $500 million in transactions, primarily in the entertainment industry, as well as “flow-through” offerings for oil and gas limited partnerships. More recently, he has been involved in project financing, including a hotel located in downtown Montreal, and in venture capital start-up situations. Mr. Salvatori has also acted as a business consultant, including with respect to several initial public offerings. It is expected that Mr. Salvatori will devote approximately 80% of his working time to the affairs of the Corporation.

Nicolas Matossian – Secretary-Treasurer and Director

Nicolas Matossian holds a Bachelor of Arts degree from McGill University (1960), an M.B.A. from Harvard University (1967) and a Ph.D. from McGill University (1980). Dr. Matossian was a Professor of Economics in the Faculty of Management of McGill University from 1968 to 1971, Director of Operations of the Manitoba Development Corporation from 1971 to 1973, and Managing Partner of ERA Consulting Economics Inc., an economic and business consultant to the Canadian federal government, major corporations and financial institutions, from 1973 to 1992. Concurrently, in 1982 Dr. Matossian founded Grey Horse Resources Ltd., a private oil and gas company, and in 1998, founded Great West Oil and Gas Limited Partnership. Subsequently, Dr. Matossian was senior consultant and later Chief Operating Officer of Cedar Group Inc., a publicly-listed U.S. holding company and the owner of several businesses, including Dominion Bridge Inc. Dr. Matossian served as President and Chief Operating Officer of Dominion Bridge Corporation, a Delaware corporation, from 1994 to 1998. Dr. Matossian served as a city councillor for the City of Westmount (Montreal) from 1990 until 2003. Dr. Matossian is currently the President of 935063 Alberta Ltd. and Great West Oil and Gas Co. Ltd., and Chairman of Dairy Fresh Technologies Ltd. and Dairy One Ltd. It is expected that Dr. Matossian will dedicate less than 5% of his working time to the affairs of the Corporation.

Mazen Haddad – Director

Mazen Haddad holds a B.A. degree in economics from Emory University of Atlanta, Georgia. Since April 2002, Mr. Haddad has been the Chairman of SGI Properties Canada Fund LP, a private real estate investment trust (REIT) focused on residential real estate in Montreal, and a Vice-President of SGI Capital Corp., a private investment company. From September 2000 to January 2002, Mr. Haddad was Chief Operating Officer of Globeam Corp., a company based in Washington, D.C. involved in wireless broadband technology. From 1996 to 2000, Mr. Haddad was Director of Product Management with CTI Datacom Inc., a company principally involved in computer network systems design and installations. It is expected that Mr. Haddad will dedicate less than 5% of his working time to the affairs of the Corporation.

Philippe Marleau – Director

Philippe Marleau holds a Bachelor of Engineering degree (1996) from McGill University with a major in civil engineering and a minor in economics and is a Chartered Financial Analyst (CFA). After graduation, Mr. Marleau was employed as an Associate in equity research by Scotia Capital Inc., where he covered real estate companies and REITs from November 1997 to January 2000. From March 2000 to August 2004, Mr. Marleau was employed at Merrill Lynch Inc. in New York as a Vice-President in equity research, where he covered the gaming and lodging sector. Since August 2004, Mr. Marleau has been the President and Portfolio Manager of MVest Management, LLC, a New York-based investment management company that is responsible for managing the MVest Opportunity Fund. It is expected that Mr. Marleau will dedicate less than 5% of his working time to the affairs of the Corporation.

Victor Salvaggio – Director

Victor Salvaggio obtained a law degree from the Université de Montréal in 1992. From 1992 to 2001, Mr. Salvaggio worked as a corporate lawyer, during which time he advised growth companies on access to capital markets through private placements and initial public offerings, and was involved in numerous mergers and acquisitions of private and public companies. Since 2002, Mr. Salvaggio has been the Managing Director and Principal of BeauSal Properties, a Montreal-based equity fund involved in the redevelopment and management of real estate. Mr. Salvaggio is also a partner with the law firm Beauchamp Salvaggio, s.e.n.c. It is expected that Mr. Salvaggio will dedicate less than 5% of his working time to the affairs of the Corporation.

James L. Heppell – Director

James L. Heppell obtained a law degree from the University of British Columbia in 1984. After being called to the British Columbia Bar in 1985, he worked for six years with Fasken Martineau DuMoulin LLP, during which time he was seconded to the British Columbia Securities Commission for six months. He is a Past-Chairman of the Securities Section of the Canadian Bar Association (B.C. Branch). Mr. Heppell is also a member of the Corporate Finance Committee of BC Biotech, the Body Zone Committee of Science World and the SFU Biotechnology Advisory Board. He is also the Managing Director – Western Canada of Gold Medal Plates, a partner of the Canadian Olympic Committee, committed to raising money for Canadian athletes training for the Olympics. Mr. Heppell is a founding Partner, President and Chief Executive Officer of Catalyst Corporate Finance Lawyers of Vancouver, British Columbia, a firm he has been with since 1992. Mr. Heppell has represented life science companies and has participated in the development of a number of British Columbia-based life science companies, including Cardiome Pharmaceuticals Inc. (TSX:COM), Chromos Molecular Systems Inc. (TSX:CHR), Forbes Medi-Tech Inc. (NASDAQ:FMTI; TSX:FMI), Genetronics Biomedical Corp. (AMEX:GEB), Inflazyme Pharmaceuticals Ltd. (TSX:IZP), Immigenics Inc. (now Abgenix, Inc. (NASDAQ:ABGX)), Protox Therapeutics Inc. (TSX:PRX), Response Biomedical Ltd. (TSX:RBM), VSM Med-Tech Inc. (TSX:VSM) and Vigil Health Solutions Inc. (TSX:VGL). He is Chairman of the Board of Inovio Biomedical (AMEX:INO) and a director of Protox Therapeutics Inc. (TSXV:PRX) and MDX Medical Inc. (TSXV:MDX). Mr. Heppell is currently the President and Fund Manager of BC Advantage (VCC) Funds Ltd., a venture fund focused on financing early-stage life science and technology companies. He also holds a Bachelor of Science degree in Microbiology from the University of British Columbia. It is expected that Mr. Heppell will dedicate less than 5% of his working time to the offering 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, on a collective basis, possess the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

As a group, the directors and officers of the Corporation exercise control or direction over 699,999 Common Shares of the Corporation, which represents 59.9% of the issued and outstanding Common Shares prior to this Offering. They will represent 24.7% of the issued and outstanding Common Shares after the Offering.

The audit committee of the Board of Directors of the Corporation is comprised of Messrs. Eris Salvatori, Victor Salvaggio and Mazen Haddad.

The directors, as a group, shall be entitled to options in respect of an aggregate of 283,333 Common Shares. See “Options to Purchase Securities”.

Other Reporting Issuer Experience

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

Name	Name of reporting issuer	Name of exchange or market (if applicable)	Position	From	To
Nicolas Matossian	Cedar Group Inc.	NASDAQ	Chief Operating Officer	November 1994	April 1998
Mazen Haddad	Blue Tree Wireless Data Inc.	TSX Venture Exchange	Director	August 2003	—
	Cowansville Capital Inc.	TSX Venture Exchange	Director	December 2004	—
Philippe Marleau	Beauce Investment Inc.	TSX Venture Exchange	Director	April 2005	—

Name	Name of reporting issuer	Name of exchange or market (if applicable)	Position	From	To
James L. Heppell	Cardiome Pharma Corp.	TSX; NASD OTCBB	Officer	February 2004	March 2005
	Forbes Medi-Tech Inc.	TSX; NASDAQ	Secretary	December 1998	May 2004
	Inovio Biomedical Corporation (formerly Genetronics Biomedical Corporation)	AMEX	Director Chairman	1994 September 1999	— —
	Karma Capital Corp.	TSX	Secretary	January 2000	January 2003
	Nucleus BioScience Inc.	TSX	Secretary	January 2000	March 2005
	Pacific Harbour Capital Corp.	TSX	Director	March 2002	August 2005
	Protox Therapeutics Inc. (formerly SNB Capital)	TSX	CEO Director	May 2003 May 2003	July 2004 —
	Duran Ventures Inc. (formerly Duran Capital Corp.)	CDNX	Director	June 2000	June 2002
	Harmony Integrated Solutions, Inc. (formerly Sabertooth Holdings, Inc.)	VSE/CDNX	Director President CEO	April 1997 August 1998 April 1998	May 2001 November 1999 September 2000
	MDX Medical Inc.	TSX	Director	August 2005	—
	Pheromone Sciences Corp. (formerly Mecca Medi-Tech Inc.)	VSE/CDNX	President and CEO Director	October 1998 August 1998	March 2000 February 2004
	Rio Fortuna Exploration Corp. (formerly Sand River Resources Ltd.)	VSE	Director	December 1995	February 1997

Conflict of Interest

There are potential conflicts of interest to which some of the directors, officers, insiders and promoter of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers, insiders and promoter are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where some of the directors, officers, insiders and promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the CBCA.

Promoter

Eris Salvatori may be considered to be the promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. Mr. Salvatori will not receive any compensation in his capacity as promoter of the Corporation. See “Principal Shareholders” and “Options to Purchase Securities”.

EXECUTIVE COMPENSATION

Remuneration

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 to 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"). No reimbursement may be made for any payment made to lease or buy a vehicle. Since its incorporation, the Corporation has not incurred any such expenses.

The Corporation has reserved 283,333 Common Shares for stock options to be issued to its directors and officers pursuant to the 2004 Stock Option Plan. See "Options to Purchase Securities".

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers. However, 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.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 20.6% or $0.0618 per Common Share, on the basis of there being 2,833,333 Common Shares of the Corporation issued and outstanding following completion of the 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 filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

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

Recent Incorporation

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 will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction.

Nature of Business

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.

Conflicts of Interest

The directors and officers of the Corporation will devote only 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.

Dilution

Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 20.6% or $0.0618 per Common Share.

Absence of Liquid Market

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.

Limitations on Business

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.

Limited Funds

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.

Completion of Qualifying Transaction

Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction. 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, the Majority of the Minority Approval.

Absence of Right to Dissent

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 right to dissent and no entitlement to payment by the Corporation of the fair value for the Common Shares.

Halts in Trading

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.

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.

Suspension of Trading or Delisting

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.

Merits of the Qualifying Transaction

Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction.

Foreign Business

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.

Dilution upon Qualifying Transaction

The Qualifying Transaction may be financed in all or in 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.

Recovery of Loans

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 suitable only 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.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Bratt Fremeth Star S.E.N.C., Chartered Accountants, 1 Place Ville Marie, Suite 2711, Montreal, Quebec H3B 4G4.

Computershare Investor Services Inc., at its principal offices in Montreal, is the transfer agent and registrar for the Common Shares.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent for the Offering is Canaccord Capital Corporation, 2200-609 Granville Street, Vancouver, British Columbia V7Y 1H2. Legal counsel to the Agent is Lavery, de Billy, L.L.P., 1 Place Ville-Marie, Suite 4000, Montreal, Quebec H3B 4M4.

The employees, officers and directors of the Agent do not own any Common Shares.

The partners and associates of Lavery, de Billy, L.L.P., do not own any Common Shares.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

The legal counsel of the Corporation is Heenan Blaikie LLP, 1250 René-Lévesque Boulevard West, Suite 2500, Montreal, Quebec H3B 4Y1.

The partners and associates of Heenan Blaikie LLP do not own any Common Shares, but may subscribe for Common Shares pursuant to the Offering.

The partners and associates of Bratt Fremeth Star S.E.N.C., Chartered Accountants, do not own any Common Shares.

LEGAL PROCEEDINGS

The Corporation is not party to any legal proceedings nor, to the Corporation's knowledge, are any such proceedings contemplated.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares, other than the:

(a) Transfer Agent and Registrar Agreement dated October 27, 2005, between the Corporation and Computershare Investor Services Inc.;

(b) Agency Agreement dated October 27, 2005 between the Corporation and the Agent, referred to under "Plan of Distribution"; and

(c) Escrow Agreement dated October 27, 2005, among the Corporation, Computershare Investor Services Inc. and those shareholders that executed such Escrow Agreement, referred to under "Escrow Securities".

Copies of these agreements will be available for inspection at the offices of Heenan Blaikie LLP, counsel to the Corporation, 1250 René-Lévesque Blvd. West, Suite 2500, Montreal, Quebec H3B 4Y1 during ordinary business hours.

PURCHASERS' STATUTORY RIGHTS

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

AUDITORS' CONSENT

We have read the prospectus of Huntingdon Capital Inc. (the "Corporation") dated October 27, 2005 relating to an offering of 1,666,667 common shares. 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 directors of the Corporation on the financial statements of the Corporation as at December 31, 2004. Our report is dated August 22, 2005.

Montreal, Quebec	(signed) Bratt Fremeth Star S.E.N.C.
October 27, 2005	Chartered Accountants

AUDITORS' REPORT

To the Directors of
HUNTINGDON CAPITAL INC.

We have audited the balance sheet of Huntingdon Capital Inc. as at December 31, 2004 and the statements of operations and deficit and 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 operations and its cash flows for the period then ended in accordance with Canadian generally accepted accounting principles.

Montreal, Quebec
August 22, 2005 (except for note 7, which is as of October 27, 2005)

(signed) Bratt Fremeth Star S.E.N.C.
Chartered Accountants

HUNTINGDON CAPITAL INC.

BALANCE SHEETS

	As at June 30, 2005 (unaudited) $	As at December 31, 2004 $
ASSETS		
CURRENT		
Cash and short-term deposits	152,834	153,589
Prepaid initial public offering expense	35,966	15,966
	188,800	169,555
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	28,642	5,000
Due to related corporation (Note 3)	22,500	7,500
	51,142	12,500
SHAREHOLDERS' EQUITY		
CAPITAL STOCK (Note 4)	170,000	170,000
DEFICIT	(32,342)	(12,945)
	137,658	157,055
	188,800	169,555

ON BEHALF OF THE BOARD OF DIRECTORS:

(signed) Eris Salvatori (signed) Nicolas Matosssian

See accompanying notes to financial statements.

HUNTINGDON CAPITAL INC.

STATEMENTS OF OPERATIONS AND DEFICIT

	For the six months ended June 30, 2005 (Unaudited)	For the 86 day period ended December 31, 2004
	$	$
REVENUE		
Interest	1,647	405
EXPENSES		
Professional fees	2,000	3,000
Administrative expenses	19,044	10,350
	21,044	13,350
NET LOSS FOR THE PERIOD	(19,397)	(12,945)
DEFICIT – BEGINNING OF PERIOD	(12,945)	–
DEFICIT – END OF PERIOD	(32,342)	(12,945)
LOSS PER SHARE BASIC AND DILUTED	$ (0.011)	$ (0.008)
Weighted average number of outstanding shares	1,700,000	1,700,000

See accompanying notes to financial statements.

HUNTINGDON CAPITAL INC.

STATEMENT OF CASH FLOWS

	For the six months ended June 30, 2005 (Unaudited)	For the 86 day period ended December 31, 2004
	$	$
OPERATING ACTIVITIES		
Net loss for the period	(19,397)	(12,945)
Changes in non-cash operating working capital:		
Prepaid public offering expenses	(20,000)	(15,966)
Accounts payable and accrued liabilities	23,642	5,000
Due to related corporation	15,000	7,500
	(755)	(16,411)
FINANCING ACTIVITIES		
Common shares issued	–	170,000
Net change in cash and cash equivalents during period	(755)	153,589
CASH AND CASH EQUIVALENTS – BEGINNING OF PERIOD	153,589	–
CASH AND CASH EQUIVALENTS – END OF PERIOD	152,834	153,589

SUPPLEMENTAL INFORMATION:

Interest Paid	–	–
Taxes Paid	–	–

See accompanying notes to financial statements.

Information as of June 30, 2005 and for the six months ended June 30, 2005 is unaudited

NOTE 1. NATURE OF BUSINESS

The Corporation was incorporated on October 6, 2004 under the *Canada Business Corporations Act*.

The Corporation is a Capital Pool Company as defined in the Capital Pool Company Policies of the TSX Venture Exchange Inc. (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.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements, in conformity with Canadian generally accepted accounting principles, requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statement and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes

The Corporation uses the asset and liability method of accounting for income taxes. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of substantive enactment. When the future realization of income tax assets does not meet the test of being more likely than not to occur, a valuation allowance in the amount of the potential future benefit is taken and no net asset is recognized.

Basic and Fully Diluted Net Loss per Share

Basic per share amounts are calculated using the weighted number of shares outstanding for the period. The Dilutive loss per share, which is calculated using the treasury method, is equal to the basic loss per share due to the anti-dilutive effect of the total share options and warrants outstanding.

Stock-Based Compensation Plan

The Corporation has a stock-based compensation plan, which is described in Note 7.

The Corporation adopted the recommendations of the Canadian Institute of Chartered Accountants Handbook Section 3870, "Stock-based compensation and other stock-based payments". This section establishes standards for the recognition, measurement and disclosure of stock-based compensation and other stock-based payments made in exchange for goods and services and applies to transactions, including non-reciprocal transactions, in which an enterprise grants shares of common stock, stock options, or other equity instruments, or incurs liabilities based on the price of common stock or other equity instruments. This Section sets out a fair value based method of accounting and required for certain stock-based transactions.

As permitted by Handbook Section 3870, the Corporation has chosen to account for stock-based employee compensation using the intrinsic value method. Accordingly, compensation cost for stock options is measured as the excess, if any, of the quoted market price of the Corporation's common shares at the date of grant over the amount an employee must pay to acquire the common shares.

NOTE 3. RELATED PARTY TRANSACTIONS

All related party transactions are in the normal course of operations and are measured at the exchange value, which is the amount of consideration established and agreed by the related parties. The Corporation has entered into an agreement whereby the related corporation will provide such facilities and administrative services as required. The fee charged will be $2,500 per month and increased to $3,500 per month when the Corporation becomes a reporting issuer. Either party may terminate the agreement upon ten days written notice to the other party, otherwise, the agreement shall terminate upon the closing of the Corporation's "Qualifying Transaction" pursuant to the policies of the TSX Venture Exchange. Amounts due to the related corporation are non-interest bearing with no specific terms of repayment. For the period ended December 31, 2004, the related corporation charged $7,500 (June 30, 2005 - $15,000) for shared office and related expenses. A director and shareholder of the Corporation is also a director and shareholder of the related corporation.

NOTE 4. CAPITAL STOCK

Authorized:

Unlimited as to capital contribution and the number of shares without par value

Common: voting

Preferred: issuable in series, non-voting, conditions to be determined by the Board of Directors

			June 30, 2005 (unaudited)	December 31, 2004
Issued				
	1,700,000	Common shares	$170,000	$170,000

NOTE 5. INCOME TAXES

a) Future Taxes

	June 30, 2005 (unaudited)	December 31, 2004
Loss for income taxes purposes	$ (19,397)	$ (12,945)
Basic income tax rate	33%	33%
Computed income tax provision	(6,401)	(4,272)
Future tax asset resulting from unrecorded potential tax benefit of current period loss	6,401	4,272
	$ –	$ –

Information as of June 30, 2005 and for the six months ended June 30, 2005 is unaudited

NOTE 5. INCOME TAXES (CONT'D)

The tax incidence of timing differences resulting in significant portions of future tax assets is as follows:

	June 30, 2005 (unaudited)	December 31, 2004
Future tax assets:		
Non-capital loss carried forward	$ 10,673	$ 4,272
Less valuation allowance	(10,673)	(4,272)
Net future tax assets	$ –	$ –

The timing of utilization of the future tax assets is undeterminable. Consequently, a full valuation allowance has been provided against the future value of these assets.

b) Tax loss carry forward

At December 31, 2004, the Corporation has non-capital loss of approximately $12,945 expiring in 2014, which may be carried forward to apply against future years' income for Canadian and provincial income tax purposes, subject to final determination by taxation authorities.

NOTE 6. FINANCIAL INSTRUMENTS

The Corporation's financial statement consists of cash and short-term deposits, accounts payable and accrued liabilities and due to related corporation. The fair value of cash and short-term deposits, accounts payable and accrued liabilities and due to related corporation is approximately equal to their carrying value given the short-term maturity date.

NOTE 7. SUBSEQUENT EVENTS

(i) On October 27, 2005, the Corporation entered into an agency agreement with Canaccord Capital Corporation for the offer and sale to the public of 1,666,667 Common Shares at a price of $0.30 per share (the "Offering"). 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.

(ii) Canaccord Capital Corporation (the "Agent") will be granted a non-transferable option to purchase a number of Common Shares equal to 10% of the total number of Common Shares sold pursuant to the Offering (the "Agent's Option"), representing 166,666 Common Shares. The Agent's Option will be exercisable at a price of $0.30 per share for a period of 24 months from the date of listing the Common Shares on the Exchange.

(iii) On August 9, 2005, the Corporation issued 50,000 common shares for $5,000. On August 12, 2005, the Corporation amended its Articles of Incorporation in order to consolidate the 1,750,000 issued and outstanding Common Shares into 1,166,666 Common Shares on the basis of two-thirds of a Common Share for each Common Share issued and outstanding.

CERTIFICATE OF THE CORPORATION

October 27, 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* (British Columbia) and Part 9 of the *Securities Act* (Alberta). This prospectus contains no misrepresentation, within the meaning of the *Securities Act* (Quebec), that is likely to affect the value or the market price of the securities to be distributed.

(signed) Eris Salvatori President	(signed) Nicolas Matossian Secretary-Treasurer

ON BEHALF OF THE BOARD

(signed) Mazen Haddad	(signed) Philippe Marleau

CERTIFICATE OF THE PROMOTER

October 27, 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* (British Columbia) and Part 9 of the *Securities Act* (Alberta). This prospectus contains no misrepresentation, within the meaning of the *Securities Act* (Quebec), that is likely to affect the value or the market price of the securities to be distributed.

(signed) Eris Salvatori

CERTIFICATE OF THE AGENT

October 27, 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* (British Columbia) and Part 9 of the *Securities Act* (Alberta). To our knowledge, this prospectus contains no misrepresentation, within the meaning of the *Securities Act* (Quebec), that is likely to affect the value or the market price of the securities to be distributed.

CANACCORD CAPITAL CORPORATION

per: (signed) James M. Brown