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PROSPECTUS

Initial Public Offering

February 20, 2006

VANGUARD TECHNOLOGIES INC. (a capital pool company)

\$200,000

2,000,000 Common Shares

Price: \$0.10 per Common Share

The purpose of this offering (the “**Offering**”) is to provide Vanguard Technologies 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 offers through its agent, Blackmont Capital Inc. (the “**Agent**”), up to 2,000,000 common shares of the Corporation (the “**Common Shares**”) to the public at a price of \$0.10 per Common Share. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the “**Exchange**”) and in the case of a Non-Arm’s Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See “Business of the Corporation” and “Use of Proceeds”.

	Price to Public	Agent’s Commission⁽¹⁾	Net Proceeds to the Corporation⁽²⁾
Per Common Share	\$0.10	\$0.01	\$0.09
Total Offering ⁽³⁾	\$200,000	\$20,000	\$180,000

Notes:

- (1) A commission equal to 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent has been paid a corporate finance fee of \$10,000 plus GST and will be reimbursed for its legal fees plus disbursements, and other expenses incurred pursuant to this Offering up to a maximum of \$10,000 plus applicable taxes, of which \$5,000 has been advanced as a retainer. The Corporation will also grant the Agent a non-transferable option (the “**Agent’s Option**”) to acquire Common Shares in an amount equal to 5% of the number of Common Shares sold pursuant to the Offering at an exercise price of \$0.10 per Common Share, exercisable for a period ending 12 months from the date of listing of the Common Shares on the Exchange. This prospectus qualifies the grant of all of the Agent’s Option. See “Plan of Distribution”.
- (2) Before deducting the expenses of the Offering estimated at \$45,000, which includes legal and audit fees and other expenses of the Corporation, the Agent’s expenses and legal fees, and the listing fee payable to the Exchange. See “Use of Proceeds”.
- (3) A total of 2,000,000 Common Shares are offered by this prospectus. In addition, this prospectus qualifies for distribution the grant of the Agent’s Option.

This Offering is made on a "commercially reasonable efforts" basis by the Agent and is subject to a minimum subscription of 2,000,000 Common Shares for total gross proceeds to the Corporation of \$200,000. 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 an agency agreement (the "**Agency Agreement**") entered into between the Corporation and the Agent and referred to under "Plan of Distribution". This Offering is not underwritten and if the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the regulator, the Agent and the persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

The Exchange has conditionally approved the listing of the Common Shares. 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 the Agent's Option, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Investment in the Common Shares offered by this prospectus is highly speculative due to the nature of the Corporation's business and its present stage of development. This offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See "Risk Factors".

There is no market through which the Common Shares offered by this prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of \$0.02 or 20%.

The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, as hereinafter defined, the Majority of the Minority Approval, as hereinafter defined; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. Although the Corporation has commenced the process of identifying potential acquisitions, the Corporation has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation has not entered into an Agreement in Principle, as hereafter defined. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws of Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The applicable securities regulatory authority may issue a cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended or delisted from trading on the Exchange. In addition, delisting of the Common Shares will result in the cancellation of all of the Common Shares of the Corporation owned by insiders issued prior to this offering.

Investors must rely solely on the expertise of the Corporation's promoters, directors and officers for any possible return on their investment. The Corporation's promoters, directors, officers and control persons, and their associates and affiliates, as a group, beneficially own or control, directly or indirectly 2,000,000 Common Shares, which represents 66.67% of the issued and outstanding Common Shares before giving effect to this Offering and approximately 40% (undiluted) of the issued and outstanding Common Shares after giving effect to this Offering, assuming that no Common Shares are purchased by any of these people under this Offering. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "Dilution", "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds" and "Risk Factors".

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 40,000 of the total 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 80,000 of the total number of Common Shares offered under this prospectus.

Upon completion of the Offering, the Corporation must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non-Arm's Length Parties to the Corporation.

The Agent conditionally offers the Common Shares on a "commercially reasonable efforts" basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement and subject to the approval of certain legal matters by Boughton Law Corporation, Vancouver, British Columbia, on behalf of the Corporation and by Anfield Sujir Kennedy & Durno, Vancouver, British Columbia, on behalf of the Agent.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery on the closing of this Offering.

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GLOSSARY

“Affiliate” means an issuer that is affiliated with another company as described below.

An issuer is an **“Affiliate”** of another issuer if:

- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same Person.

An issuer is **“controlled”** by a Person if:

- (a) voting securities of the issuer are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting rights attached to those voting securities are entitled, if exercised, to elect a majority of the directors of the issuer.

A Person beneficially owns securities that are beneficially owned by:

- (a) an issuer controlled by that Person, or
- (b) an Affiliate of that Person or an Affiliate of any issuer controlled by that Person.

“Agency Agreement” means the agency agreement dated February 20, 2006 between the Corporation and the Agent.

“Agent” means Blackmont Capital Inc.

“Agent’s Option” means the non-transferable option to be granted by the Corporation to the Agent and its sub-agents, if any, entitling the Agent to acquire up to 100,000 Common Shares at an exercise price of \$0.10 per share, expiring 12 months from the date of listing of the Common Shares on the Exchange.

“Aggregate Pro Group” means all Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with the Issuer to provide financing sponsorship and other advisory services.

“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, means:

- (a) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the Issuer;
- (b) any partner of the Person;
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and
- (d) in the case of a Person who is an individual, a relative of that Person including:
 - (i) that Person’s spouse or child, or
 - (ii) any relative of that Person or of his or her spouse who has the same residence as that person;

but

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.

“Closing” means completion of the Offering.

“Common Shares” means the common shares in the capital of the Corporation.

“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 that holds or is one of a combination of Persons or companies that holds a sufficient number of any of the voting securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

“Corporation” means Vanguard Technologies Inc., a corporation incorporated under the laws of the Province of British Columbia.

“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.

“CPC Policy” means Policy 2.4 of the Exchange.

“Escrow Agreement” means the escrow agreement to be entered into on Closing among the Corporation, the Trustee and the founding shareholders of the Corporation.

“Exchange” means the TSX Venture Exchange Inc.

“Final Exchange Bulletin” means the Exchange bulletin that 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 a company that is itself an Insider or subsidiary of the issuer;
- (c) a Person that has
 - (i) direct or indirect beneficial ownership of,
 - (ii) control or direction over, or
 - (iii) a combination of direct or indirect beneficial ownership of and of control or direction over securities of the issuer carrying more than 10% of the voting rights attached to all the issuer's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the Person as underwriter in the course of a distribution; or
- (d) the issuer itself, if it has purchased, redeemed or otherwise acquired any securities of its own issue, for so long as it continues to hold those securities.

“issuer” means a company which

- (a) has a security outstanding,
- (b) is issuing a security, or
- (c) proposes to issue a security.

“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.

“Member” means a Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements.

“Members' Agreement” means the members' agreement among the Exchange and each Person who, from time to time, is accepted as and becomes a Member of the Exchange under the Exchange requirements.

“Minimum Listing Requirements” means the minimum financial, distribution and other standards that must be met by applicants seeking a listing on a particular tier of the Exchange.

“NEX” means the separate board of the Exchange that provides a new trading forum and simplified rules for listed companies that have fallen below the Exchange’s ongoing listing standards and for CPCs that have not completed a Qualifying Transaction.

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

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

“Non-Arm’s Length Qualifying Transaction” means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

“Person” means a company or individual.

“Principal” means:

- (a) a Person who acted as a promoter of the issuer within two years or their respective Associates or Affiliates, before the initial public offering (“IPO”) prospectus or the Final Exchange Bulletin;
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder - a Person that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
- (d) a 10% holder - a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

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

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

A Principal’s spouse and their relatives that live at the same address as the Principal will also be treated as Principals and any securities of the issuer they hold will be subject to escrow requirements.

“promoter” has the meaning specified in section 1(1) of the *Securities Act* (British Columbia).

“Pro Group” includes, either individually or as a group: (a) the Member; (b) employees of the Member; (c) partners, officers and directors of the Member; (d) Affiliates of the Member; and (e) Associates of any parties referred to in (a) through (d) of this definition. In addition, the Exchange may in its discretion include any Person from the Pro Group where it determines that the Person is acting at arm’s length of the Member or exclude at its discretion any Person where it determines that the Person is not acting at arm’s length of the Member. In certain circumstances, the Member may deem a Person who would otherwise be included in the Pro Group to be excluded from the Pro Group, as set out in the definition of the “Pro Group” in Exchange Policy 1.1 *“Interpretation”*.

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

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

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

“SEDAR” means System for Electronic Document Analysis and Retrieval.

“Significant Assets” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the Minimum Listing Requirements of the Exchange.

“Sponsor” has the meaning specified in Exchange Policy 2.2 - *Sponsorship and Sponsorship Requirements*.

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

“Trustee” means Pacific Corporate Trust Company.

“Vendor” or **“Vendors”** means one or all of the beneficial owners of the Significant Assets (other than a Target Company(ies)).

PROSPECTUS SUMMARY

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

The Corporation: Vanguard Technologies Inc.

Business of the Corporation: The Corporation is a capital pool company pursuant to the policies of the Exchange. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Corporation".

Offering: The Corporation is offering to the public, through the Agent, 2,000,000 Common Shares at a price of \$0.10 per Common Share for gross proceeds of \$200,000. In addition, the Corporation has granted an option to the Agent to purchase up to 100,000 Common Shares at a price of \$0.10 per Common Share for a period of 12 months from the date of listing of the Common Shares on the Exchange, which option is qualified under this prospectus. See "Plan of Distribution".

Directors and Management:	Brian Findlay	President, Chief Executive Officer and Director
	Ramzi Astifo	Director
	Eugene Beukman	Director
	Parmjeet S. Johal	Chief Financial Officer

Use of Proceeds: The total funds available to the Corporation, including the balance of cash proceeds raised prior to this Offering and the net proceeds of this Offering, will be approximately \$333,000. The total available funds will provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$120,000 may be used for purposes other than evaluating business or assets. See "Use of Proceeds", "Business of the Corporation - Method of Financing" and "Risk Factors".

Escrowed Securities: 2,000,000 Common Shares will be deposited in escrow pursuant to the Escrow Agreement 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 "Escrowed Securities".

Risk Factors: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than

cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 20% or \$0.02 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, if ever, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transactions. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "Business of the Corporation" and "Risk Factors".

THE CORPORATION

The Corporation was incorporated by articles of incorporation under the *Business Corporations Act* (British Columbia) on October 3, 2005.

The head office of the Corporation is located at Suite 480, 789 West Pender Street, Vancouver, British Columbia, V6C 1H2. The registered office of the Corporation is located at 1000 – 595 Burrard Street, Vancouver, British Columbia, V7X 1S8. The Corporation does not have any subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

The Corporation has paid or pre-paid expenses to November 25, 2005 in the aggregate amount of \$25,700 in respect of legal fees, fees of the Agent, and other expenses related to the Offering. Since November 25, 2005, the Corporation has incurred expenses of \$18,331 in respect of bank charges, fees of the Exchange related to its listing application and fees of the securities regulatory authority related to filing of this prospectus. Part of the net proceeds of the Offering will be utilized to satisfy additional obligations of the Corporation related to this Offering, including the expenses of its auditor, legal fees, fees of the Agent and its legal counsel, and fees of the Exchange and the securities regulatory authority. See “Use of Proceeds”.

Proposed Operations until Completion of a Qualifying Transaction

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

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

Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing a Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle. The Corporation currently intends to pursue a Qualifying Transaction in the technology sector but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following the Completion of the Qualifying Transaction.

Method of Financing

The Corporation may use cash, bank financing, the issuance of treasury shares, private or public debt or equity financing or a combination of these for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issuance of treasury shares could result in a**

change of control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.

Criteria for a Qualifying Transaction

All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the Board of Directors. The Board of Directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors. 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.

Process of Identification of a Qualifying Transaction

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

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

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

- (a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or
- (b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

- (a) in the case of a Non-Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

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

Minimum Listing Requirements

The Resulting Issuer must satisfy the Exchange's Minimum Listing Requirements (other than public distribution requirements) for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable policies of the Exchange.

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or, if applicable, declarations 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 after the date of listing. In the event that the Common Shares of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation must wind up and must make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Corporation, approve another use of the remaining assets. See "Filings and Shareholders Approval of a Non-Arm's Length Qualifying Transaction" above.

If the Corporation does not complete a Qualifying Transaction within 24 months after the date of listing, the Corporation may apply for listing on NEX rather than be delisted. In order to be eligible to list on NEX, the Corporation must:

- (a) obtain majority shareholder approval for the transfer to NEX exclusive of the votes of Non-Arm's Length Parties to the Corporation; and
- (b) either:
 - (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation at a discount to the Offering price; or
 - (ii) subject to majority shareholder approval, cancel an amount of the escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining escrowed Common Shares is at least equal to the Offering price.

If the Corporation lists the Common Shares on NEX, it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable Minimum Listing Requirements of the Exchange upon completion of the Qualifying Transaction;
- (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 finance company, financial institution, finance issuer, or mutual fund, as defined in applicable 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

The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this prospectus will be \$200,000. The gross proceeds received by the Corporation from the sale of 3,000,000 Common Shares prior to the date of the prospectus was \$200,000. The Corporation incurred

expenses and costs of approximately \$2,000 with respect to the organization of the Corporation and the issuance of Common Shares. The expenses and costs of this Offering incurred to date and expected to be incurred total approximately \$65,000. The Corporation estimates that \$333,000 will be available to it upon completion of the Offering.

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

Cash proceeds raised prior to this Offering ⁽¹⁾	\$200,000
Approximate expenses and costs relating to organization of the Corporation and raising the cash proceeds	(2,000)
Cash proceeds to be raised pursuant to this Offering ⁽²⁾	200,000
Expenses and costs relating to the Offering (including listing fees, Agent's commission, legal fees, audit fees and expenses)	<u>(65,000)</u>
Estimated funds available (on completion of the Offering)	<u>\$333,000</u>
Funds available for identifying and evaluating assets or business prospects ⁽³⁾	250,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction ⁽⁴⁾	<u>83,000</u>
Total Net Proceeds	<u>\$333,000</u>

Notes:

- (1) See "Prior Sales".
- (2) If the Agent exercises the Agent's Option there will be available to the Corporation a maximum of an additional \$10,000, which will be added to the working capital of the Corporation. There is no assurance that the Agent's Option will be exercised.
- (3) If the Corporation enters into an Agreement in Principle prior to spending the entire \$250,000 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.
- (4) See "Restrictions on Use of Proceeds". This amount also includes a payment of \$1,500 per month for 24 months for office rent, supplies and equipment to a company controlled by a related party to the President and CFO of the Corporation.

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

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

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "Restrictions on Use of Proceeds", "Private Placements for Cash," and "Prohibited Payments to Non-Arm's Length Parties", the gross proceeds realized from the sale of all

securities issued by the Corporation will be used by the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

- (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, provided that:

- (a) the Qualifying Transaction has been publicly announced;
- (b) due diligence with respect to the Qualifying Transaction is well underway;
- (c) either a Sponsor has been engaged or sponsorship has been waived; and
- (d) the advance has been announced in a news release at least 15 days prior to the date of any such advance.

A maximum aggregate amount of \$25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or \$120,000, will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Use of Funds", listed above, include:

- (a) listing and filing fees (including SEDAR fees);
- (b) other costs of the issuance of securities, including legal 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 printing of this prospectus and share certificates;
 - (iii) equipment leases; and

- (iv) fees for legal advice and audit expenses relating to matters 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 escrowed.

Prohibited Payments to Non-Arm's Length Parties

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

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

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

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

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

PLAN OF DISTRIBUTION

Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a "commercially reasonable efforts" basis to the public, 2,000,000 Common Shares as provided in this

prospectus, at a price of \$0.10 per Common Share, for gross proceeds of \$200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation has paid to the Agent a corporate finance fee of \$10,000 plus GST and will pay the Agent's legal fees plus disbursements and other expenses up to a maximum of \$10,000 plus applicable taxes, of which \$5,000 has been advanced as a retainer.

The Corporation has also agreed to grant to the Agent and any sub-agents the Agent's Option. All of the Agent's Option is qualified under this prospectus. The Agent intends to sell to the public any Common Shares received by it upon the exercise of the Agent's Option. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

The Agent has agreed to use commercially reasonable 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.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is of 2,000,000 Common Shares at a price of \$0.10 per Common Share for total gross proceeds of \$200,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 40,000 of the total Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4% or 80,000 of the total number of Common Shares under the Offering. The funds received from this Offering will be deposited with the Agent, and will not be released until a minimum of \$200,000 has been deposited. The total subscription 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 the regulator and 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.

Upon completion of the Offering, the Corporation must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non-Arm's Length Parties to the Corporation.

Determination of Price

The price of the Common Shares has been determined through negotiation between the Corporation and the Agent.

Listing Application

The Exchange has conditionally approved the listing of the Common Shares. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

Restrictions on the Agent

All subscriptions by any member of the Aggregate Pro Group are subject to the applicable client priority rules and the general rule of the CPC Policy that no purchaser can: (i) directly or indirectly purchase more

than 2% of the total Common Shares offered under this Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Common Shares offered under this Offering. Any Common Shares issued to any member of the Aggregate Pro Group prior to the date of this prospectus will be held in escrow pursuant to the CPC Policy.

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 *"Filing Requirements and Continuous Disclosure"*.

The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 *"Filing Requirements and Continuous Disclosure"*.

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for any Common Shares of the Corporation.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of 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 is issued by the 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 THE SECURITIES

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 3,000,000 Common Shares issued and outstanding as fully paid and non-assessable. In addition, 300,000 Common Shares are reserved for issuance pursuant to the exercise of options to be granted to directors and officers of the Corporation, 2,000,000 Common Shares are reserved for issuance under this prospectus, and 100,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Option. See "Plan of Distribution" and "Options to Purchase Securities - Options Granted".

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

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of November 25, 2005 ⁽¹⁾	Amount Outstanding as at February 20, 2006	Amount to be Outstanding after giving effect to the Offering ^{(2) (3)}
Common Shares	unlimited	\$200,000 (3,000,000 shares) ⁽⁴⁾	\$200,000 (3,000,000 shares) ⁽⁴⁾	\$400,000 (5,000,000 shares)

Notes:

- (1) As at November 25, 2005, the Corporation had not commenced commercial operations.
- (2) The Corporation has reserved a total of 10% of the outstanding Common Shares pursuant to its stock option plan for options to be granted to directors, officers, employees and consultants of the Corporation. See "Options to Purchase Securities". The Corporation has also reserved an aggregate of 100,000 Common Shares at an exercise price of \$0.10 per Common Share that expire 12 months from the date of listing of the Common Shares on the Exchange, pursuant to the Agent's Option. See "Plan of Distribution".
- (3) Based on gross proceeds of the Offering of \$200,000 and before deducting the Agent's commission, fees and expenses and other expenses and costs of the Offering, estimated at a total of \$65,000. See "Use of Proceeds - Proceeds and Principal Purposes".
- (4) These Common Shares are subject to escrow restrictions. See "Escrowed Securities".

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

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan (the "**Option Plan**"), which provides that 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, employees and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the Common Shares to be outstanding at Closing. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (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. Any Common Shares acquired pursuant to the exercise of options prior to 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".

As at the date hereof, the Corporation has not granted any options pursuant to the Option Plan.

PRIOR SALES

Since the date of incorporation, 3,000,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Nature of Consideration Received
October 13, 2005	2,000,000 ^{(1) (2)}	\$0.05	\$100,000	Cash
November 18, 2005	1,000,000 ⁽²⁾	\$0.10	\$100,000	Cash

Note:

- (1) These Common Shares are subject to escrow restrictions. See "Escrowed Securities".
- (2) No Common Shares were sold to members of the Aggregate Pro Group.

ESCROWED SECURITIES

Escrowed Securities Prior to the Completion of the Qualifying Transaction

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

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

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

Notwithstanding the foregoing, Common Shares acquired by Principals of the Corporation or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met. See "Escrowed Securities on Private Placement".

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

Name and Municipality of Residence of Shareholder	Number of Common Shares held in Escrow ⁽¹⁾	Percentage of Shares Prior to Giving Effect to the Offering	Percentage of Class after giving effect to this Offering
Brian Findlay, Abbotsford, BC	1,700,000 ⁽²⁾	56.67%	34.0%
Ramzi Astifo, Richmond, BC	100,000	3.33%	2.0%
Eugene Deukman, Vancouver, BC	100,000	3.33%	2.0%
Parmjeet S. Johal, North Vancouver, BC	100,000	3.33%	2.0%

Note:

- (1) Assuming the shareholders who are a party to the Escrow Agreement do not purchase any Common Shares under the Offering.

- (2) These Common Shares are held by Alder Investments (2004) Ltd., a company of which Mr. Findlay is the sole shareholder, director and officer.

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

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

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 that are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non-Arm’s Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the Offering price under this prospectus has irrevocably authorized and directed the Trustee 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 however the Corporation applies for listing on NEX rather than be delisted, each Non-Arm’s Length Party to the Corporation must either:

- (a) cancel all escrowed Common Shares purchased at a discount to the Offering price in accordance with section 11.2(a) of the CPC Policy; or
- (b) subject to majority shareholder approval, cancel an amount of the escrowed Common Shares so that the average cost of the remaining escrowed Common Shares is at least equal to the Offering price.

Escrowed Securities On Qualifying Transaction

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

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

- (a) 5% of the escrowed securities being releasable in 6 month intervals on each of the 6, 12, 18 and 24 month anniversaries of the Final Exchange Bulletin; and
- (b) 10% of the escrowed securities being releasable in 6 month intervals on each of the 30, 36, 42, 48, 54, 60, 66 and 72 months after the Final Exchange Bulletin”.

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

- (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 6 month intervals on each of the 6, 12, 18, 24, 30 and 36 months after the Final Exchange Bulletin.

Escrowed Securities On Private Placement

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

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

- (i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer,
- (ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period, and
- (iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.”

PRINCIPAL SHAREHOLDERS

As of the date hereof, the only person who beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the issued Common Shares is as follows:

Name and Municipality of Residence	Type of Ownership	Number of Common Shares ⁽¹⁾	Percentage of Common Shares Prior to Offering	Percentage of Common Shares After Offering ^{(2) (3)}	Percentage of Common Shares Owned After Offering, Assuming the Exercise of all Options ⁽³⁾
Brian Findlay Abbotsford, BC	Indirect ⁽⁴⁾	1,700,000	56.67%	34.0%	33.33%

Notes:

- (1) These securities are subject to escrow pursuant to the policies of the Exchange. See “Escrowed Securities”.
- (2) Before giving effect to the exercise of the Agent’s Option and assuming that no Common Shares are purchased by this person under this Offering. Any additional Common Shares purchased by Mr. Findlay will be subject to escrow pursuant to the policies of the Exchange. See “Escrowed Securities”.
- (3) Assuming that no Common Shares are purchased by Mr. Findlay under this Offering.
- (4) These Common Shares are held by Alder Investments (2004) Ltd., a company of which Mr. Findlay is the sole shareholder, director and officer.

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors, senior officers, Insiders and Control Persons of the Corporation, collectively, is 66.67% prior to giving effect to this Offering and approximately 40% (undiluted) after giving effect to this Offering, assuming that no Common Shares are purchased by these persons under this Offering.

DIRECTORS, OFFICERS AND PROMOTERS

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

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

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held (2)	Percentage before Completion of Offering	Percentage on Completion of Offering (3)
Brian Findlay Abbotsford, BC ⁽¹⁾ President, CEO & Director	President, Alder Investments (1993) Ltd. since 1993; Director and/or officer of numerous reporting issuers.	1,700,000	56.67%	34.0%
Eugene Beukman North Vancouver, BC ⁽¹⁾ Director	President/Director, Beukman & Associates since 1994; Corporate Counsel, D.S. Management Ltd., a company involved in the organization and management of a number of public companies, since 1980; Director and/or officer of numerous public companies.	100,000	3.33%	2.0%
Ramzi Astifo Richmond, BC ⁽¹⁾ Director	Stone mason; President of Astifo Masonry Ltd., a private stone masonry company.	100,000	3.33%	2.0%
Parmjeet S. Johal North Vancouver, BC CFO	Pharmacist; owner of Wilson Pharmacy in Port Coquitlam, British Columbia	100,000	3.33%	2.0%

Notes:

- (1) Member of the Corporation's audit committee. The Corporation does not have any other board committees. Each director holds office until the next annual meeting of shareholders.
- (2) These Common Shares are subject to escrow restrictions. See "Escrowed Securities".
- (3) Assuming that no Common Shares are purchased by any of the above directors and officers of the Corporation under this Offering.

It is expected that initially, Brian Findlay will devote approximately 20% of his time to the affairs of the Corporation. The remaining directors will devote such time and expertise as is required by the Corporation. Time actually spent may vary according to the needs of the Corporation.

In addition to any other requirement of the Exchange, the Exchange expects management of the Corporation to meet a high management standard.

Brian Findlay (Age:59)

Mr. Findlay has more than 20 years of experience in financing and administration of public companies. He is the President and Chief Financial Officer of Alder Investments (1993) Ltd. Mr. Findlay has held executive positions as Chairman, President, Chief Financial Officer, Corporate Secretary, and director for various public companies whose shares are listed on the TSX Venture Exchange and the Toronto Stock Exchange in the oil and gas, mining, and high technology sectors.

Eugene Beukman (Age: 47)

Mr. Beukman is the Corporate Counsel of D.S. Management Ltd., a company involved in the organization and management of a number of public companies, since 1980. Mr. Beukman also serves as President or a director for a number of public companies whose shares trade on the TSX Venture Exchange and the Toronto Stock Exchange. He graduated from the Rand University of Johannesburg,

South Africa with a Bachelor of Law degree and a Bachelor of Law Honors postgraduate degree. Prior to moving to Vancouver, British Columbia in 1993, Mr. Beukman provided legal and financial expertise in mineral exploration and development sector. He has over 20 years experience in the acquisition of assets and joint ventures with large multi-national mining companies. Mr. Beukman is also an Admitted Advocate of the Supreme Court of South Africa.

Ramzi Astifo (Age: 39)

Mr. Astifo has operated a stone masonry business in Richmond, British Columbia since 1995. He is the President and owner of Astifo Masonry Ltd., the private company through which his stone masonry business is operated. He speaks five languages fluently, including English.

Between 1977 and 1992 Mr. Astifo was a goldsmith and jewellery designer and owned a gold and gems manufacturing and retail business called Alselsale in Iraq. He owned a retail shoe business from 1982 to 1988. From 1987 to 1989, he was part owner of a construction company that built roads in Iraq. From 1989 to 1991, Mr. Astifo immigrated to Canada in 1994.

Parmjeet S. Johal (Age: 47)

Mr. Johal is a pharmacist and obtained a Bachelor of Pharmacy in 1984 and a Bachelor of Science in Biochemistry in 1981, at the University of British Columbia. From 1984 to 2000, Mr. Johal worked as a pharmacist in Squamish, British Columbia, and owned his own pharmacy there from 1990 to 1998. Since 2000, Mr. Johal has been the pharmacist and owner of Wilson Pharmacy in Port Coquitlam, British Columbia.

Mr. Johal has devoted much time to community service as a member of the Board of Directors of the Squamish Recreational Commission, the Squamish Credit Union, the Big Brothers/Sisters Program in Squamish, and the Victim Assistance Program in Squamish. In 1990, Mr. Johal was awarded Sports Builder of the Year in Squamish in part for founding the Squamish Valley Tennis Club. He has also spent many years as a soccer coach for municipal soccer associations. In 1992, Mr. Johal received the Commemorative Medal of Canada in recognition of his significant contribution to compatriots, the community and Canada.

Aggregate Ownership of Securities

Upon the completion of the Offering, the directors, officers, promoters and other members of management of the Corporation, as a group, will own, directly or indirectly, 2,000,000 Common Shares of the Corporation representing approximately 40.0% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Option).

Audit Committee

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Brian Findlay, Eugene Beukman, and Ramzi Astifo. Once the Corporation has obtained a receipt for its CPC prospectus from the securities regulatory authorities, the Corporation will also be subject to the requirements of Multilateral Instrument 52-110 *Audit Committees*.

Other Reporting Issuers Experience

The following table sets out the directors, officers and promoter(s) of the Corporation that are, or have been within the last five 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	Period
Brian Findlay	Black Tusk Energy Inc.	TSX Venture	Director/CFO/ Secretary	October 1996 – 2002
	Castillian Resources Corp.	TSX Venture	Director	June 2003 – January 2004
	Castillian Resources Corp.	TSX Venture	CFO	July 2003 – January 2004
	Dajin Resources Corp. (formerly Windridge Technology Corp).	TSX Venture	Director	October 1995 – Present
	Dajin Resources Corp.	TSX Venture	President	March 2003 – February 2005
	Dajin Resources Corp.	TSX Venture	Chairman	February 2005 – Present
	Diversified Industries Ltd.	TSX Venture	Director	February 2000 – December 2004
	Diversified Industries Ltd.	TSX Venture	Secretary	February 2000 – July 2002
	HOST International Holdings Inc. (formerly Agro International Holdings Inc.)	TSX Venture	Director	September 1995 – Present
	HOST International Holdings Inc.	TSX Venture	Secretary	January 1996 – June 2002
	Inter Canadian Development Corp.	VSE	Director	February 1992 – March 2001
	ITI World Investment Group Inc.	TSX Venture	Director	June 1998 – Present
	Largo Resources Ltd.	TSX Venture	Director	March 2000 – November 2003
	Largo Resources Ltd.	TSX Venture	President	September 2002 – September 2003
	MaxTech Ventures Inc.	TSX Venture	Director	April 2000 – November 2002 September 2003 – Present
	MaxTech Ventures Inc.	TSX Venture	Secretary	April 2000 – November 2002 January 2005 – Present
	TS Telecom Ltd.	TSX Venture	Director	December 1994 – Present
	Unirex Technologies Inc. (formerly Global-Pacific Minerals Inc.)	TSX Venture	Director	June 1994 – April 2001
	Valdor Fiber Optics Inc.	TSX Venture	Director	November 1984 – Present
	Winchester Minerals & Gold Exploration Ltd. (formerly Rhona Online.com Inc.)	TSX Venture	Director	February 1998 – July 2005
Eugene Beukman	Bard Ventures Ltd.	TSX Venture	President/ Director	March 1996 – Present
	Castillian Resources Corp.	TSX Venture	Director	August 1995 – October 2003
	Desert Gold Ventures Inc.	TSX Venture	Director	December 2003 – Present
	Eurocontrol Technics Inc.	TSX Venture	Director	September 1995 – Present

Name	Name of Reporting Issuer	Name of Exchange or Market(if applicable)	Position	Period
	Even Technologies Inc.	TSX Venture	Director	March 1999 – Present
	Gold Giant Ventures Inc.	TSX Venture	Director	November 1998 – December 2003
	Kam Creed Mines	TSX Venture	Director	November 1996 – Present
	Madison Energy Corp.	TSX Venture	President/ Director	July 1995 – April 2002
	OceanLake Commerce Inc.	TSX Venture	Director	May 1997 –February 2001
	Pure Gold Minerals Inc.	TSX	Vice President/ Director	November 1997 – Present
	Range Metals Inc.	Unlisted	CFO/Director	May 2005 – Present
	Serengeti Minerals Ltd.	TSX Venture	Director	June 2000 – July 2001
	TML Ventures Inc. (now wholly owned subsidiary of Range Metals Inc.)	Formerly traded on TSX Venture	Director	June 2001 – Present
	International X Chequer Resources Inc.	TSX Venture	Director	March 1994 – September 2001

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, Control Person or promoter of the Corporation has, within the last 10 years, been a director, officer or promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person, except as disclosed below.

Brian Findlay became a director and secretary of Black Tusk Energy Inc. (“Black Tusk”) in October 1996. The British Columbia Securities Commission issued a cease trade order against Black Tusk on November 1, 2001 for Black Tusk’s failure to file its annual financial statements. The Alberta Securities Commission also issued a cease trade order against Black Tusk on November 23, 2001. Subsequently, Black Tusk’s common shares were delisted from the TSX Venture Exchange on July 4, 2002, due to its failure to pay its sustaining fees and as a result of the cease trade orders imposed by the securities commissions.

Brian Findlay became a director and secretary of HOST International Holdings Inc. (“HOST”) in September 1995. The British Columbia Securities Commission issued a cease trade order against HOST on May 11, 2005 for HOST’s failure to file certain financial statements. The British Columbia Securities Commission revoked the cease trade order on June 15, 2005. Subsequently, the British Columbia Securities Commission issued another cease trade order against HOST on September 6, 2005 for HOST’s failure to file certain financial statements.

Brian Findlay became a director of Inter Canadian Development Corp. in February, 1992. The British Columbia Securities Commission issued a cease trade order against Inter Canadian Development Corp. on September 22, 1995 for failure to file certain financial statement and quarterly reports.

Brian Findlay was a director of Winchester Minerals & Gold Exploration ("Winchester") from February 1998 to July 2005. The Alberta Securities Commission issued interim and continuing cease trade orders against Winchester on June 8 and June 18, 2004, respectively, for failure to file certain financial statements. The British Columbia Securities Commission issued a cease trade order against Winchester on May 11, 2005 for failure to file certain financial statements. Such cease trade orders remain outstanding.

Brian Findlay has been a director of TS Telecom Ltd. ("Telecom") since December 1994. On August 8, 2005, the Ontario Securities Commission issued a management cease trade order against Brian Findlay and other insiders of Telecom for Telecom's failure to file certain financial statements. On August 10, 2005, the British Columbia Securities Commission issued a management cease trade order against Brian Findlay, as a director of Telecom, for the same default. The Ontario Securities Commission revoked their management cease trade order on September 15, 2005 and the British Columbia Securities Commission revoked their management cease trade order on September 16, 2005.

Penalties or Sanctions

No director, officer, Insider, Control Person or Promoter of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulating authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No director, officer, Insider, Control Person or Promoter of the Corporation, or a personal holding company of any such persons has, within the 10 years before the date of the prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflicts of Interest

There are potential conflicts of interest to which some of the directors, officers, Insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers, Insiders and promoters 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 *Business Corporations Act* (British Columbia).

Executive Compensation

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly 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) finder's 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**"). There have been no reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation have also be granted stock options. See "Options to Purchase Securities".

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

PROMOTERS

Brian Findlay may be considered to be the promoter of the Corporation, in that he took the initiative in founding and organizing the Corporation. See "Prior Sales" and "Principal Shareholders".

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 20% or \$0.02 per Common Share on the basis of there being 5,000,000 Common Shares issued and outstanding following completion of this 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, and is set forth below:

<u>Item</u>	<u>Total Offering</u>
Gross proceeds of prior share issues	\$ 200,000
Gross proceeds of this Offering	\$ 200,000
Total gross proceeds after this Offering	<u>\$ 400,000</u>
Offering price per share	\$ 0.10
Gross proceeds per share after this Offering	\$ 0.08
Dilution per share to subscriber	\$ 0.02
Percentage of dilution in relation to offering price	20%

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

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- (c) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 20% or \$0.02 per Common Share calculated as set forth under "Dilution" above;
- (d) there can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (e) 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;
- (f) 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;
- (g) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (h) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval;
- (i) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;
- (j) 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;
- (k) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including without limitation, for failure by the Corporation to submit documents to the Exchange in the time periods required;

- (l) 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;
- (m) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (n) if 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;
- (o) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and
- (p) subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan.

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

DIVIDEND RECORD AND POLICY

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

INVESTOR RELATIONS AGREEMENTS

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Boughton Law Corporation, on behalf of the Corporation, and by Anfield Sujir Kennedy & Durno, on behalf of the Agent. No Person

whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or will receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers of the Corporation have acquired Common Shares. See "Principal Shareholders".

OTHER MATERIAL FACTS

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

AUDITORS

The auditors of the Corporation are De Visser Gray, Chartered Accountants, at 401 – 905 West Pender Street, Vancouver, British Columbia, V6C 1L6.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Common Shares is Pacific Corporate Trust Company, at 625 Howe Street, 10th Floor, Vancouver, British Columbia, V6C 3B8.

MATERIAL CONTRACTS

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

- (a) Subscription agreement dated various dates between the Corporation and each holder of Common Shares issued prior to the date of this prospectus. See "Prior Sales".
- (b) Registrar and Transfer Agent Agreement dated October 25, 2005 between the Corporation and the Trustee;
- (c) Escrow Agreement dated for reference as of October 13, 2005 among the Corporation, the Trustee and certain shareholders of the Corporation. See "Escrowed Securities".
- (d) Agency agreement dated as of February 20, 2006 between the Corporation and the Agent. See "Plan of Distribution".

Copies of the material contracts described above may be inspected at the registered office of the Corporation located at the offices of Boughton Law Corporation, solicitors of the Corporation, located at Suite 1000, 595 Burrard Street, Vancouver, British Columbia, during normal business hours during the period of the distribution of the Common Shares under this prospectus and for a period of 30 days thereafter.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

AUDITORS' CONSENT

We have read the Prospectus of Vanguard Technologies Inc. (the "Company") dated February 20, 2006 relating to an offering of 2,000,000 Shares of the Company. 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 dated February 17, 2006 (except as to Note 4, which is as of February 20, 2006) to the directors of the Company on the balance sheet of the Company as at November 25, 2005 and the statements of loss and deficit and cash flows for the period from incorporation on October 3, 2005 to November 25, 2005.

"De Visser Gray"

De Visser Gray
Chartered Accountants

Vancouver, BC
February 20, 2006

DE VISSER GRAY
CHARTERED ACCOUNTANTS

401 - 905 West Pender Street
Vancouver, BC Canada
V6C 1L6

Tel: (604) 687-5447
Fax: (604) 687-6737

AUDITORS' REPORT

To the Directors of Vanguard Technologies Inc.,

We have audited the balance sheet of Vanguard Technologies Inc. as at November 25, 2005 and the statements of operations and deficit and cash flows for the period from incorporation on October 3, 2005 to November 25, 2005. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with 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 Company as at November 25, 2005 and the results of its operations and its cash flows for the period from incorporation on October 3, 2005 to November 25, 2005 in accordance with Canadian generally accepted accounting principles.

"De Visser Gray"

CHARTERED ACCOUNTANTS

Vancouver, British Columbia
February 17, 2006 (except as to Note 4, which is as of February 20, 2006)

Vanguard Technologies Inc.
Balance Sheet
As at November 25, 2005

A S S E T S

	\$
Current	
Cash	174,296
Amounts receivable	1,170
Prepaid	17,027
	<u>192,493</u>

L I A B I L I T I E S A N D S H A R E H O L D E R S ' E Q U I T Y

Accounts payable and accrued liabilities	<u>7,500</u>
Shareholders' equity	
Capital stock (Note 3)	200,000
Deficit	<u>(15,007)</u>
	<u>184,993</u>
Continuance of operations (Note 1)	<u>192,493</u>
Subsequent event (Note 4)	

Approved on Behalf of the Board:

"Brian Findlay"
Brian Findlay

"Eugene Beukman"
Eugene Beukman

See notes to financial statements

Vanguard Technologies Inc.
Statement of Operations and Deficit
Period from Incorporation on October 3, 2005 to November 25, 2005

	\$
EXPENSES	
Bank charges and interest	4
Legal fees	7,503
Professional fees	<u>7,500</u>
 Loss, being deficit end of period	 <u>(15,007)</u>
 Basic and diluted loss per common share (Note 2)	 <u>(0.01)</u>
 Weighted average number of common shares outstanding	 <u>1,754,717</u>

See notes to financial statements

Vanguard Technologies Inc.
Statement of Cash Flows
Period from Incorporation on October 3, 2005 to November 25, 2005

CASH FLOW FROM OPERATING ACTIVITIES	\$
Loss for the period	(15,007)
Changes in non-cash working capital item:	
Increase in accounts payable and accrued liabilities	7,500
Increase in amounts receivable	(1,170)
Increase in prepaid	(17,027)
Net cash used in operating activities	<u>(25,704)</u>
CASH FLOWS FROM FINANCING ACTIVITIES	
Capital stock issued for cash	<u>200,000</u>
Change in cash for the period	174,296
Cash, beginning of period	-
Cash, end of period	<u><u>174,296</u></u>

See notes to financial statements

Vanguard Technologies Inc.
Notes to the Financial Statements
November 25, 2005

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company was incorporated under the Business Corporations Act (British Columbia) on October 3, 2005 and is classified as a Capital Pool Company as defined under the TSX Venture Exchange ("Exchange") Policy 2.4. The business objective of the Company is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange.

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles assuming that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company's continuing activity is to identify and acquire an interest in properties or a business. Such an acquisition will be subject to regulatory consent and may be subject to shareholder approval.

2. SIGNIFICANT ACCOUNTING POLICY

Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the period. Actual results could differ from these estimates.

Future income taxes

The Company accounts for the future tax consequences of the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases by the fair value method. Future tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be settled. 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 future potential benefit is taken and no net asset is recognized. Such an allowance has been applied to all potential income tax assets of the Company.

Loss per share

Basic loss per share is calculated using the weighted-average number of shares outstanding during the period.

Financial instruments

The Company's financial instruments consist of cash and accounts payable and accrued liabilities whose fair value approximates their carrying amount.

3. SHARE CAPITAL

	Price per Share \$	Number of Shares	Amount \$
Authorized Unlimited common shares without par value			
Private placement	0.10	1,000,000	100,000
Private placement	0.05	<u>2,000,000⁽¹⁾</u>	<u>100,000</u>
Balance, November 25, 2005		<u>3,000,000</u>	<u>200,000</u>

(1) Common shares issued will be held in escrow and be released pro-rata to the shareholders as follows: 10% upon issuance of notice of final acceptance of a Qualifying Transaction by the Exchange and the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months.

There are no stock options or warrants issued as at November 25, 2005.

4. SUBSEQUENT EVENTS

- The Company is filing a prospectus with the British Columbia Securities Commission offering 2,000,000 common shares at \$0.10 per share. The Company's Agent will receive a commission of 10% of the gross proceeds, and be issued an option to acquire 5% of the common shares sold pursuant to the offering (up to 100,000 shares) at an exercise price of \$0.10 per share exercisable for a period of 12 months from the date listing of the shares on the Exchange. As at November 25, 2005, the Company has paid its Agent a financing fee of \$10,000 plus GST, and a \$5,000 deposit for legal fees and disbursements paid on the Company's behalf for the IPO. The cost of the initial public offering including the Agent's commissions and expenses is estimated to be a total of \$65,000. The proposed transaction is subject to regulatory consent.
- The Company started accruing a monthly fee payable to the President of the Company for office and administration services in the amount of \$1,500 per month.
- Curtis Huber resigned as CFO of the Company.
- Thomas Tough resigned as director of the Company.
- Ramzi Astilo was appointed director of the Company.
- Parmjeet S. Johal was appointed CFO and Chairman of the Audit Committee of the Company.

CERTIFICATE OF THE CORPORATION

Date: February 20, 2006

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 the regulations thereunder.

(signed) "*Brian Findlay*"
Brian Findlay
President and Chief Executive Officer

(signed) "*Parmjeet S. Johal*"
Parmjeet S. Johal
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "*Eugene Beukman*"
Eugene Beukman
Director

(signed) "*Ramzi Astifo*"
Ramzi Astifo
Director

CERTIFICATE OF THE PROMOTERS

Date: February 20, 2006

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 the regulations thereunder.

(signed) "*Brian Findlay*"
Brian Findlay
Promoter

CERTIFICATE OF THE AGENT

Date: February 20, 2006

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 the regulations thereunder.

BLACKMONT CAPITAL INC.

(signed) "Dean Shepard"

Dean Shepard
Senior Vice-President and Director