A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia and Alberta, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly in the United States of America, its territories or possessions. See "Plan of Distribution".

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING DATED: APRIL 11, 2006

PACIFIC CASCADE MINERALS INC.

(the "Company")

Offering of Up To 6,000,000 Units
Price: $0.30 per Unit
$1,800,000.00

Pacific Cascade Minerals Inc. (the "Company") is hereby offering (the "Offering") on a commercially reasonable basis, to purchasers resident in the provinces of British Columbia and Alberta through its agent, Leede Financial Markets Inc., (the "Agent"), up to 6,000,000 Units ("Units") in the capital of the Company at a price of $0.30 per Unit. Each Unit is comprised of one common share of the issuer (a "Share") and one-half (1/2) of one share purchase warrant (a "Warrant"). Every whole Warrant will entitle the holder thereof to purchase an additional Share (a "Warrant Share") at a price of $0.50 for the period ending eight (8) months from the date of Closing of the Offering (the "Closing Date"). This Prospectus qualifies the distribution of the Shares and the Warrant Shares.

	NUMBER OF SHARES	PRICE TO PUBLIC(1)	AGENT'S FEE(2)	NET PROCEEDS TO COMPANY(3)
Offering Price Per Unit	1	$0.30	$0.03	$0.27
Offering	6,000,000	$1,800,000	$180,000	$1,620,000

Notes:

(1) The offering price and the terms of the Offering have been determined by negotiation between the Company and the Agent.

(2) The Company has agreed to pay the Agent a cash commission equal to 10% of the gross proceeds from the Offering (the "Agent's Commission") and to grant the Agent and its sub-agents, if any, a compensation option (the "Agent's Unit Option") entitling the Agent to purchase that number of Units of the Company (the "Agent's Units") which is equal to 10% of the total number of Units sold under the Offering at a price of $0.30 per Agent's Unit for a period of eighteen (18) months from the closing of the Offering. This Prospectus qualifies the distribution of the Agent's Units, the warrants ("Agent's Warrants") and the shares ("Agent's Shares") which form part of the Agent's Unit Option, and also qualifies for distribution the shares ("Agent's Warrant Shares") to be issued upon exercise of the Agent's Warrants. The Company will also pay the Agent a corporate finance fee of $20,000 plus GST for corporate finance services related to the Offering. The Company has also agreed to pay the Agent's expenses in

connection with the Offering, including legal expenses and the Agent's reasonable out-of-pocket expenses. See "Plan of Distribution".

(3) Before deducting the balance of the expenses of the Offering, estimated to be $50,000.

There is currently no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. Investments in natural resource issuers involve a significant degree of risk. The degree of risk increases substantially where the issuer's properties are in the exploration as opposed to the development stage. All of the properties of the Company are in the exploration or pre-exploration stage and are without a known body of commercial ore. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

The Agent, as exclusive agent of the Company for the purposes of the Offering, conditionally offers the Units on a commercially reasonable basis, subject to prior sale, if, as and when issued by the Company and accepted by the Agent in accordance with the Agency Agreement referred to under "Plan of Distribution". Subscriptions for the Units offered hereunder 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. Certificates representing the Shares and the Warrants will be available for delivery following closing of the Offering.

Certain legal matters relating to the securities offered hereby will be passed upon by Max Pinsky, Barrister and Solicitor on behalf of the Company and by Heenan Blaikie LLP, on behalf of the Agent.

LEEDE FINANCIAL MARKETS INC.
Suite 2300, First Alberta Place
777 – 8th Avenue SW
Calgary, Alberta
T2P 3R5

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GLOSSARY OF NON-TECHNICAL TERMS

"2006 Plan" means the Company's stock option plan adopted on March 23, 2006 by the Company's board of directors and providing for the granting of incentive options to the Company's directors, officers, employees and consultants in accordance with the rules and policies of the Exchange;

"Agency Agreement" means the agency agreement dated ?, 2006 between the Company and the Agent relating to the Offering;

"Agent" means Leede Financial Markets Inc.;

"Agent's Commission" means the fee equal to 10% of the gross proceeds from the sale of Units under the Offering payable to the Agent by the Company;

"Agent's Shares" means the Common Shares to be issued to the Agent upon exercise of the Agent's Units;

"Agent's Units" means the Units to be issued to the Agent upon exercise of the Agent's Unit Option as described under the heading "Plan of Distribution";

"Agent's Unit Option" means the option granted to the Agent and its sub-agents, if any, in connection with the Offering as described under the heading "Plan of Distribution";

"Agent's Warrants" means the Warrants to be issued to the Agent upon exercise of the Agent's Units as described under the heading "Plan of Distribution";

"Agent's Warrant Shares" means the Common Shares to be issued to the Agent on exercise of the Agent's Warrant as described under the heading "Plan of Distribution";

"Closing" means the closing of the Offering;

"Closing Date" means such date or dates that the Company and the Agent mutually determine to close the sale of the Units offered pursuant to this Prospectus;

"Common Share" means a common share in the capital of the Company;

"Company" means Pacific Cascade Minerals Inc.;

"Crack Moly Project" means all of the mineral claims comprising the Property;

"Effective Date" means the date on which the securities commission that is the principal regulator under National Policy 43-201 "Mutual Reliance Review System for Prospectuses and AIFs" issues a decision document evidencing that receipts for this Prospectus have been issued by the Securities Commissions;

"Escrow Agreement" means the Founders' Share Escrow Agreement;

"Exchange" means the TSX Venture Exchange Inc.;

"Founders" means the principals of the Company – see "Escrowed Shares" on page 35;

"Founders' Share Escrow Agreement" means the founders' share escrow agreement dated April 11, 2006 by and among the Company, Pacific Corporate Trust Company and the Founders;

"Letter of Engagement" means the Initial Public Offering Letter of Engagement dated March 1, 2006 between the Agent and the Company relating to the Offering;

"Listing Date" means the date on which the Common Shares of the Company are listed for trading on the Exchange;

"Commencement of Commercial Production" means:

(i) if a mill is located on the Property, the last day of a period of 40 consecutive days in which, for not less than 30 days, the mill processed ore from the Property at 60% of its rated concentrating capacity; or

(ii) if a mill is not located on the Property, the last day of a period of 30 consecutive days during which ore has been shipped from the Property on a reasonably regular basis for the purpose of earning revenues,

but any period of time during which ore or concentrate is shipped from the Property for testing purposes, or during which milling operations are undertaken as initial tune-up, shall not be taken into account in determining the date of Commencement of Commercial Production;

"Commercially Reasonable Offering" means the offering of 6,000,000 Units under this Prospectus, as described under the heading "Plan of Distribution";

"MI 45-102" means Multilateral Instrument 45-102, "Resale of Securities", of the Canadian Securities Administrators;

"Named Executive Officers" means the following individuals:

(i) the Company's Chief Executive Officer (CEO);

(ii) the Company's Chief Financial Officer (CFO);

(iii) each of the Company's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds $150,000; and

(iv) any additional individuals for whom disclosure would have been provided under (iii) except that the individual was not serving as an officer of your company at the end of the most recently completed financial year-end;

"NI 43-101" means National Instrument 43-101 "Standards of Disclosure for Mineral Properties" of the Canadian Securities Administrators regarding the completion of technical reports on mineral exploration properties.

"NP 46-201" means National Policy 46-201, "Escrow for Initial Public Offerings" of the Canadian Securities Administrators;

"NSR" means the 2.5% net smelter return royalty interest retained by United Exploration Management Inc. in the Crack Moly Project (subject to the Company's buy-back option), as set forth in the Purchase Agreement;

"Offering" means the offering of 6,000,000 Units of the Company as described in this Prospectus;

"Offering Period" means the period following the Effective Date and ending on ✍, 2006;

"Offering Price" means CDN $0.30 per Unit;

"Prospectus" means this prospectus and any appendices, schedules or attachments hereto;

"Property" means the Company's mineral property consisting of eight (8) staked mineral claims in the New Westminster Mining district located in southwestern British Columbia;

"Purchase Agreement" means the agreement dated February 1, 2006 between the Company and United Exploration Management Inc. providing for, *inter alia,* the purchase and sale of the Property;

"Report" means the Technical Report on the Crack Moly Project dated February, 2006 and prepared for the Company by co-authors George E. Nicholson, P. Geo. and Wesley Raven, P. Geo. in accordance with National Policy 43-101;

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

"Selling Firms" means the licensed dealers, brokers and investment dealers retained by the Agent as sub-agents to assist in the placement of subscriptions for Units under the Offering;

"Shares" means the Common Shares of the Company offered for sale under this Prospectus;

"Subscriber" means a person, company or other entity that subscribes for Units under the Offering;

"Technical Report" means the report on the Property dated February 7, 2006 of George E. Nicholson, P. Geo. And Wesley Raven, P. Geo. titled Geological, Geochemical, and Geophysical Report: Crack Moly Property (Scuzzy Showing), New Westminster Mining Division; and

"U.S. Person" has the meaning ascribed to it in section 902(k) of Regulation S promulgated under the United States *Securities Act of 1933*, and includes, among other things, any natural person resident in the United States, any partnership or corporation organized or incorporated under the laws of the United States and any trust of which any trustee is a U.S. person.

"Warrant Indenture" means the warrant indenture to be entered into at Closing between the Company and Pacific Corporate Trust Company governing the terms of the Warrants and the Agent's Warrants.

GLOSSARY OF TECHNICAL TERMS

Ag Chemical symbol for silver.

anomalous A description of anything statistically out of the ordinary.

Au Chemical symbol for gold.

bedrock Solid rock exposed at the surface of the earth or overlain by unconsolidated material, weathered rock, or soil.

breccias Means fragmental rocks whose components are angular and, therefore, as distinguished from Conglomerates are not water worn. Maybe sedimentary or formed by crushing or grinding along faults.

chalcopyrite A sulphide of copper common to most copper mineral deposits.

Cu Chemical symbol for copper.

dacite A fine grained extrusive(volcanic) rock.

F Chemical symbol for Flourine.

feldspar A common silicate mineral that occurs in all rock types and decomposes to form much of the clay in soil, including kaolinite.

geochemical Pertaining to various chemical aspects (e.g. concentration, associations of elements) of natural media such as rock, soil and water.

gossan An oxidized iron-bearing weathered product overlying a sulfide deposit.

g/t Grams per ton.

granodiorite A group of coarse grained plutonic rocks intermediate in composition between quartz diorite and quartz monzonite

hornblende One of the minerals belonging to the amphibole group of mafic silicate minerals and containing sodium, potassium as well as magnesium and iron. This mineral is particularly characteristic of intermediate plutonic rocks.

ICP Induced coupled plasma, a method of geochemical analysis.

igneous Rock A rock formed by the crystallization of magma or lava.

IP Induced Polarization.

km Kilometre.

mineralization The presence of minerals of possible economic value – and also the process by which concentration of economic minerals occurs.

ml	Mililitre.
molybdenum	A metallic element that resembles Chromium and Tungsten in many properties, is used primarily in strengthening and hardening steel.
molybdenite	A lead-gray hexagonal mineral it resembles graphite in appearance and to the touch. It is the principal ore of Molybdenum.
MoS2	Chemical formula for Molybdenite
ore	A mineral or aggregate of minerals which can be commercially mined at a profit.
oz/ton	Ounces per ton.
Pb	Chemical symbol for Lead.
pipe	The vertical conduit below a volcano, through which magmatic materials passed. It is usually filled with Breccia and may be mineralized
pluton	A deep seated igneous rock intrusion
porphyry	An igneous rock of any composition that contains conspicuous phenocrysts in a fine-grained groundmass.
ppm	Parts per million.
pyrite	An iron sulphide.
pyrrhotite	A major iron rich mineral present in many sulphide bodies.
selvage(s)	Altered clay-like material found along a fault zone.
Sn	Chemical symbol for Tin
sphalerite	A sulphide mineral of zinc (ZnS) with zinc replaced by iron with minor manganese, arsenic, and cadmium. Commonly occurs with the lead mineral galena in veins and irregular replacement in limestone.
stockwork	A mineral deposit consisting of a three-dimensional net work of planar to irregular veinlets closely enough spaced that the whole mass may be mined
trench	A narrow ditch cut through soil or bedrock across a mineral deposit.
tungsten	A heavy grey white metallic element, the pure form of which is used mainly in electrical applications. It is found in several tungsten bearing minerals including wolframite and scheelite.
W	Chemical symbol for Tungsten
Zn	Chemical symbol for zinc.

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 Company: The Company is engaged in the business of exploration and development of mineral properties in Canada. The Company holds a 100% undivided interest in the Crack Moly Project described herein. The Company's objective is to explore and, if warranted, develop the Property. See "Narrative Description of the Business".

The Property: The Company's mineral property consists of eight (8) staked mineral claims in good standing located approximately 25 km. southwest of Boston Bar in the New Westminster Mining Division in southwestern British Columbia.

The Offering: The Company, through its Agent, is offering up to 6,000,000 Units on a commercially reasonable basis at a price of $0.30 per Unit. See "Plan of Distribution"

Use of Proceeds: The Company will receive aggregate gross proceeds of $1,800,000.00 from the sale of the Units if the total 6,000,000 Units are fully subscribed for. These funds will be combined with the Company's existing working capital of approximately $245,542.00 as at February 28, 2006, for a total of $2,045,542.00 in the event the full Offering is subscribed for.

To pay the balance of the estimated remaining costs of the Offering (including legal, audit and printing expenses)	**$50,000.00**
To pay the Agent's Commission	**$180,000.00**
To pay the Agent's corporate finance fee and GST	**$21,400.00**
To pay the Exchange's listing fees and GST	**$32,100.00**
To pay the finder's fee payable in connection with the purchase of the claims comprising the Property	**$10,000.00**
To pay the balance of the purchase price for the claims comprising the Property	**$135,000.00**
To pay for the Phase I exploration program expenditures on the Property, including diamond drilling, camp set up road development, payroll and equipment rental	**$519,000.00**
To Pay for the Phase II exploration expenditures on the Property, including 4,000 meters Diamond Drilling, I.P Geophysics, camp maintenance, payroll, and equipment rental.	**$849,500.00**
To provide funding sufficient to meet administrative legal and audit and office overhead costs for 12 months.	**$134,000.00**
To provide general unallocated working capital	**$114,542.00**
TOTAL:	**$2,045,542.00**

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. See "Use of Proceeds".

Risk Factors: ***An investment in the Units offered herein should be considered highly speculative and investors may incur a loss on their investment. The Company has no history of earnings and to date has not identified any commercial quantities of mineral reserves on the Property. While the Company has followed standard industry accepted due diligence procedures to ensure that it has valid title to the Property, there is no guarantee that the Company's ownership interest is 100% certain or that it cannot be challenged by claims from unknown third parties claiming an interest in the Property. The Company and its assets may also become subject to uninsurable risks. The Company's activities may require permits or licenses which may not be granted to the Company. The Company competes with other companies with greater financial resources and technical facilities. The Company may be affected by political, economic, environmental and regulatory risks beyond its control. The Company is currently largely dependent on the performance of its directors and officers and there is no assurance the Company can retain their services. In recent years both metal prices and publicly traded securities prices have fluctuated widely. See the section entitled "Risk Factors" for details of these and other risks relating to the Company's business.***

Summary of Financial Information: The following selected financial information is subject to the detailed information contained in the financial statements of the Company and notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from audited financial information for the Company. The Company has established May 31 as its fiscal year end.

	Period from Incorporation to February 28, 2006
Revenues	Nil
Loss for the Period	$ 23,180.00
Total Assets	$417,454.00
Total Liabilities	$ 5,034.00
Shareholders Equity (deficit)	$412,420.00

See "Selected Financial Information and Management's Discussion and Analysis".

Currency: Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

Eligibility for Investment: In the opinion of Max Pinsky, Barrister and Solicitor, counsel to the Company, provided the Shares are listed on a prescribed stock exchange (which includes the Toronto Stock Exchange and Tiers 1 & 2 of the Exchange) the Shares and Warrant Shares will be qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder (the "Tax Act") for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans (collectively, "Plans").

Forward-Looking Statements: This Prospectus contains certain forward-looking statements. These statements relate to future events or future performance and reflect management's expectations regarding the Company's growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", "target" or the negative of these terms or other comparable terminology. A number of factors could cause actual events or results to differ materially from the results discussed in the forward-looking statements. In evaluating these statements, prospective purchasers should specifically consider various factors, including the risks outlined under "Risk Factors", which may cause actual results to differ materially from any forward-looking statement. Although the forward-looking statements contained in this prospectus are based upon what management believes to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this Prospectus, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as may be required by law.

CORPORATE STRUCTURE

Name and Incorporation

Pacific Cascade Minerals Inc. was incorporated under the laws of the Province of British Columbia on January 24, 2006. The Company's registered and records office is located at Suite 1780 – 400 Burrard Street, Vancouver, B.C. V6C 3A6. The Company's head office is located at Suite 620 – 800 West Pender Street, Vancouver, B.C. V6C 2V6. The Company is engaged in the exploration and development of mineral properties in Canada. See "Narrative Description of the Business".

Intercorporate Relationships

The Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

The Company is engaged in the business of mineral exploration in Canada and its objective is to locate and develop economic mineral properties.

The Company commenced operations in January of 2006 for the purpose of acquiring mineral properties in British Columbia.

On February 1, 2006, the Company entered into an agreement with United Exploration Management Inc. ("UEMI"), a private British Columbia company at arm's length to the Company, the beneficial owner of which is Marlene Fisher of Vancouver, B.C., providing for the purchase by the Company of eight (8) staked mineral claims comprising the Crack Moly Property (the "Property") located approximately 25km southwest of Boston Bar in the New Westminster Mining District of southwestern British Columbia. Together with the mineral claims the Company purchased certain geological data which had been compiled by or on behalf of UEMI, including the Technical Report. One of the authors of the Technical Report, Mr. George Nicholson, is a director of UEMI but does not have any beneficial interest in UEMI or in the Property.

From April through to October of 2005, UEMI completed an initial exploration program on the Project, which included mapping and a rock, soil and silt-sampling program at a cost of $157,256.23.

To fund the purchase of the Property and subsequent exploration activities and to provide working capital, the Company has relied on monies raised from the sale of the Company's Shares from treasury. Since incorporation, the Company has raised $8,000.00 from the Founder's and $426,600.00 through the private placement sale of its Shares at $0.20 per share (the "Private Placement"). The Company intends to raise additional funding from the Offering to carry out additional exploration on the Property as set out in the section entitled "Use of Proceeds."

SIGNIFICANT ACQUISITIONS AND DISPOSITIONS

The Purchase Agreement

Pursuant to the Purchase Agreement, the Company acquired the mineral claims comprising the Property from UEMI. UEMI is a British Columbia privately owned mineral research and project generative company, which manages mineral claim holdings for prospecting syndicates. The common shares of UEMI are owned beneficially by Marlene Fisher of Vancouver, B.C.

The Property consists of a 100% undivided interest (subject to the NSR) in and to certain staked mineral claims which include, surface and subsurface mineral rights totaling 3,338.3 contiguous hectares located approximately 25 kilometers south west of Boston Bar and 60 kilometers north of the town of Hope in the New Westminster Mining District in southwestern British Columbia.

As consideration for the acquisition of an undivided 100% interest in the Property, the Company has agreed to the following:

(i) Payment of $157,256.23 as reimbursement in full for previously paid exploration expenses by UEMI;

(ii) Payment of $15,000.00 and the issuance to UEMI of one million (1,000,000) Shares upon closing of the acquisition of the Property;

(iii) Upon completion of the Company's IPO, a further payment to UEMI of $60,000.00 and two million (2,000,000) Shares;

(iv) A further payment to UEMI of $75,000.00 six (6) months after completion of the IPO;

(v) Upon Commencement of Commercial Production, a net smelter return of 2.5% shall be payable to UEMI. The Company may purchase 60% of the NSR from UEMI for a period of five (5) years from Commencement of Commercial Production for $1,500,000.00. In addition the Company has a first right of refusal on the NSR should UEMI decide to sell all or any portion of the NSR to a third party; and

(vi) Upon completion of a bankable feasibility study, Commencement of Commercial Production, the subsequent sale of the property or a take over bid of the Company, a final payment of 2,000,000 Shares to UEMI.

To date the Company has made payments of $157,256.23 as reimbursement for prior expenditures, as well as $15,000.00 and 1,000,000 Shares. The Company is the registered and beneficial owner of the claims comprising the Crack Moly Project.

FINDERS FEE

Subject to regulatory approval, a finders fee of $10,000.00 and 100,000 Shares is payable to Mr. Gordon James of 2487 Austin Avenue, Victoria, B.C. V9A 2K8 upon completion of the Offering. Mr. James is at arm's length to the Company.

NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objectives

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral resource properties. The Company's sole property, the Crack

Moly Project, is in the exploration stage. The Company intends to expend existing working capital and the net proceeds raised from the Offering to pay the balance of the purchase price for the Property, to carry out the planned Phases I and II geophysical, and diamond drill programs, to pay for administrative costs for the next twelve months and for working capital. See "Use of Proceeds". The Company has received all permits and licenses required to carry out the proposed exploration program.

The following represents information summarized from the Technical Report. Figures 1, 2, and 3 from the Technical Report are included in this Prospectus. The remaining figures are contained in the Technical Report, which will be made available under the Company's profile on the SEDAR Website at www.sedar.com.

PROPERTY DESCRIPTION AND LOCATION

Area and Location

The Company's sole property is the Crack Moly Project "Scuzzy Pluton" showing located in the southern portion of a contiguous group of eight (8) staked mineral claims comprising 3,338.3 hectares in the New Westminster Mining Division of British Columbia and centered at Latitude 49 degrees 49 minutes North by 121 degrees 45 minutes West Longitude (Figure 1). The previous owner of the Property was UEMI.

FIGURE 1 PROJECT LOCATION MAP, BRITISH COLUMBIA

The Property includes eight (8) staked mineral claims using the "Cell System" of Mineral Titles Online (B.C.) totaling approximately 3,338.3 contiguous Hectares in surface area as shown below:

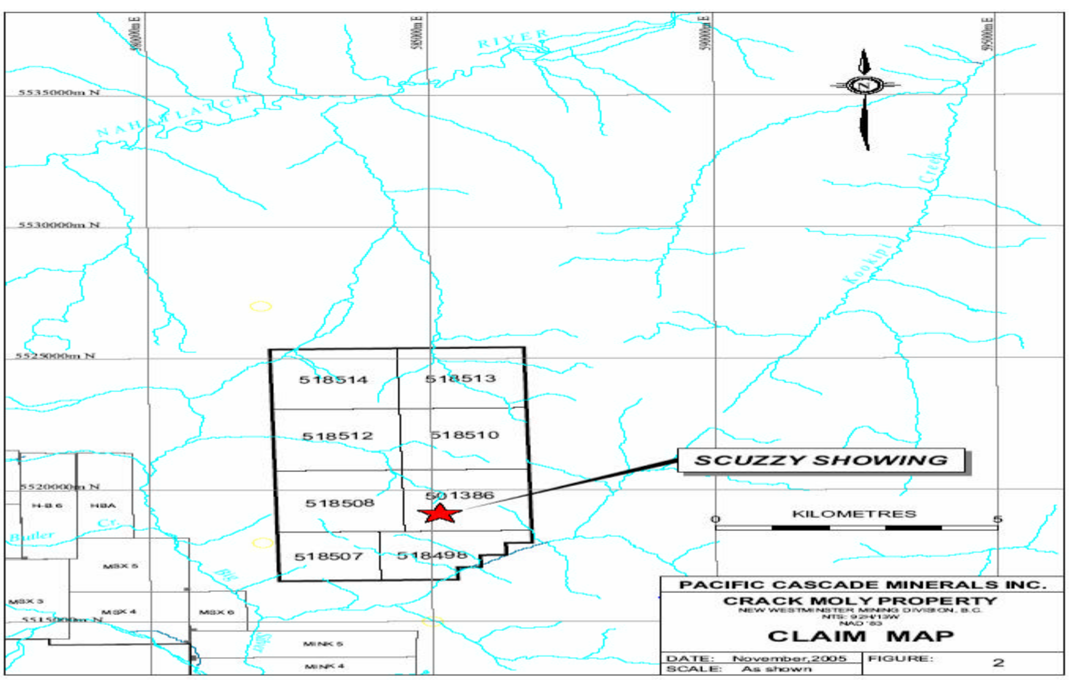
Crack Moly Project Claim Status

Tenure No.	Claim Name	Date Registered	Expiry Date	# Cells	Area Hectares	Registered Owner
518498	SCH 1	July 28/05	Jan 12/08	18	375.316	Company
518507	SCH 2	July 28/05	Jan 12/08	16	336.626	Company
518508	SCH 3	July 28/05	Jan 12/08	25	521.085	Company
518510	SCH 4	July 28/05	Jan 12/08	25	521.128	Company
518512	SCH 5	July 29/05	Jan 12/08	25	521.198	Company
518513	SCH 6	July 29/05	Jan 12/08	25	520.92	Company
518514	SCH 7	July 29/05	Jan 12/08	25	520.98	Company
501386	Scuzzy 1	Jan 12/05	Jan 12/08	25	521.079	Company
8 Claims				**184**	**3338.332**	

Under the Purchase Agreement UEMI retains a right to a 2.5% Net Smelter Return (NSR) subject to the Company's exclusive right to purchase 60% of the NSR (1.5% NSR) from UEMI or its assigns for the period up to five (5 years) from the Commencement of Commercial Production on the Property.

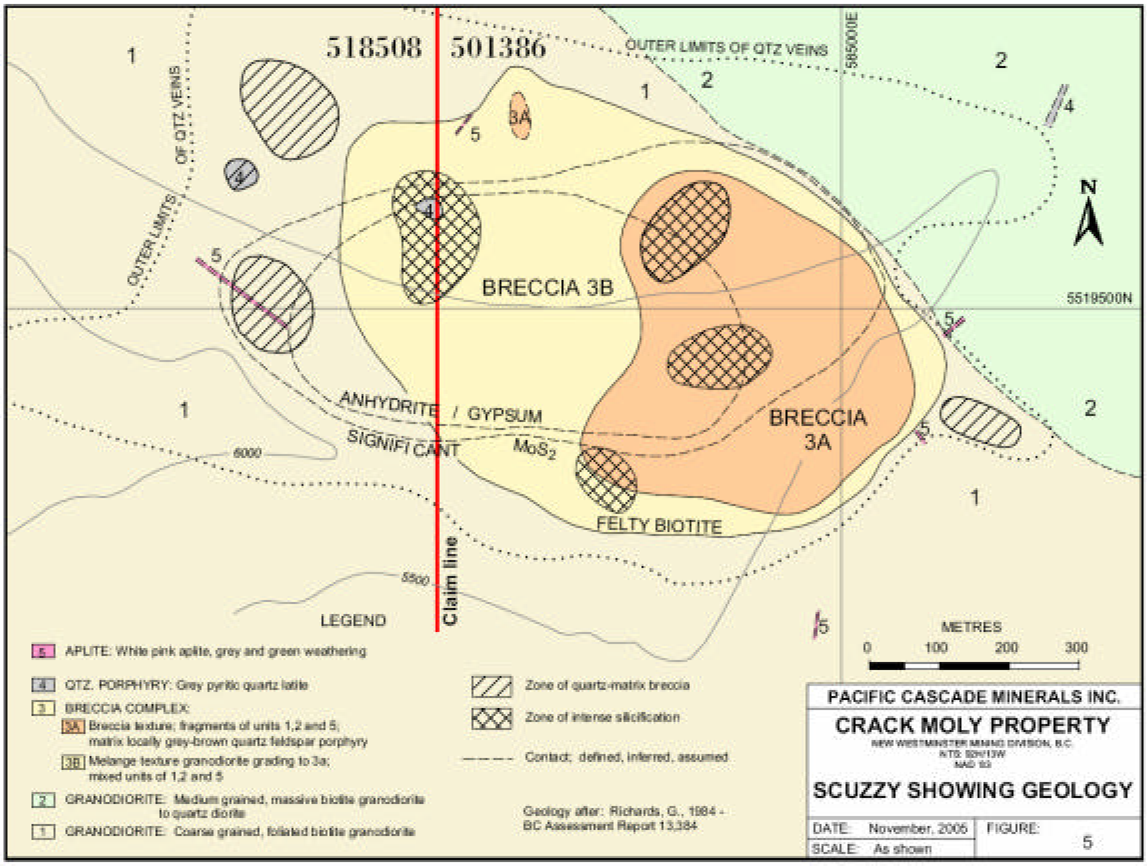
The Company has a first right of refusal to purchase all or any portion of the NSR should UEMI seek to sell the NSR to a third party.

FIGURE 2 LOCATION OF MINERAL CLAIMS



Note: The Company is the beneficial owner of the above mineral claims through its mineral tenure licence number 202476.

FIGURE 3 CRACK MOLY PROJECT MINERAL CLAIM DETAILS



Nature and Extent of Company's Title

The Company is the registered and beneficial 100% owner of the Property pursuant to the Purchase Agreement as described under the heading "Significant Acquisitions and Dispositions" above. The common anniversary date for all of the claims is January 12, 2008. In order to maintain the Property in good standing, exploration and development work with a minimum prescribed value must be completed on the Property prior to their anniversary date in each year. During the first three years after the claims are registered the prescribed value of exploration and development work required is $4 per hectare. Each year thereafter the prescribed value is $8 per hectare.

The staked mineral title claims have not been surveyed. The mineral titles are subject to certain surface and underground rights and other rights of way (Hydro Power Lines) and other charges. Other than as disclosed herein, the Company is not aware of any other agreements or encumbrances to which the Property is subject. The Company has conducted due diligence respecting title to the claims, including but not limited to searching ownership records respecting the claims at the Mineral Titles Branch of the British Columbia Ministry of Energy and Mines. While there can be no guarantee that there are no competing ownership claims or encumbrances respecting the Property, the Company is of the view that its due diligence procedures were thorough and were conducted in accordance with standard practice in the industry. See “Risk Factors”.

Trends

Molybdenum is considered to be an industrial metal with its main usage as a hardening alloy in the making of steel products. Historically there has been considerable volatility in the price of Molybdenum and in particular the price per pound of molybdenum has risen dramatically over the past five (5) years to the current price of approximately $25.00 USD per pound. Management of the Company believes this change in price can be attributed in a large part to the dwindling stock piles and Molybdenum reserves globally together with an increase in demand for steel not only in North America but China and India as well. The Company cannot be certain as to whether or not the recent price trend for Molybdenum will continue or even reverse. In the opinion of the management of the Company the uncertainty of this trend may have an impact on the industrial metals mining industry in general or on the business of the Company.

Royalties, Agreements and Encumbrances

The Company has agreed to pay the NSR of 2.5% in favour of UEMI. Pursuant to the Purchase Agreement, the Company retains an exclusive right to purchase 60% of the NSR (1.5%NSR) from UEMI for a period up to and including five (5) years from Commencement of Commercial Production on the Property. In addition, the Company has a first right of refusal to purchase all or any portion of the NSR in the event that UEMI seeks to sell the Property to any third party. Other than annual fees or as otherwise disclosed in this Prospectus, there are no other known royalties, back-in rights, payments, or encumbrances to which the Property is subject.

Environmental Liabilities

Molybdenum is considered to be an environmentally neutral metal. Management of the Company is not aware of any environmental liabilities, which may have effect on the Company. The Company intends to fully comply with all environmental regulations.

Accessibility, Climate, Local Resources Infrastructure and Physiography

The Property is located approximately 25 km southwest of Boston bar and 40 Kilometers east of Harrison Lake (approximately 3 hours east of Vancouver). Local logging activity has created several road systems which pass within a few kilometers of the Property. As well logging roads extend to the headwaters of Big Silver Creek in the valley adjacent to the Scuzzy Pluton showings. Both the Nahatlatch Main and the Kookipi roads provide access to the town of Boston Bar. Boston Bar is serviced by the Trans Canada Highway #1 as well as the Canadian Pacific and Canadian National railways.

Property elevations range from 760 Meters (2,500 feet) in the southeast portion of the mineral claims to 1,950 meters (6,500 feet) near the Scuzzy Pluton showing. The eastern, western and southern portions are above timberline. The northern and central portions are forested and consist of moderate to steep slopes. Some areas within the Property are very steep and considered inaccessible.

Heavy equipment and basic services such as accommodation, food and fuel are available in any of the logging communities within 90 minutes’ drive from the Property, principally the towns of Hope and Boston Bar. In addition full services – police, medical, supplies, schools, restaurants and hotels/motels are available. The Greater Vancouver regional communities, which are a 2-3 hour drive to the west, have drilling supply and assay facilities. Major power transmission lines run 20 km east along Highway #1. In addition, several smaller river power generating facilities have been built or are currently proposed within 30 km of the Property.

LOCATION OF MINERALIZATION

History

In September, 1981, JMT Services Corp. collected a total of 157 rock chip samples and submitted them to Chemex Labs Ltd. for analyses for Cu, Mo, Pb, Zn, W and F. Molybdenum values ranged from 1 to >250 ppm, visible molybdenite was observed in some rock samples. Tungsten data outlined anomalous zones outward from the molybdenum zone and were roughly centred on the northwest boundary of the breccia complex. Values ranged from 1 to 750 ppm tungsten. Copper values ranged from 1-3,300 ppm with chalcopyrite observed in hand samples. Zinc values ranged from 1-3,200 ppm zinc. A drill program was recommended, initially comprising two sites with vertical and inclined holes to the north and south of the vertical hole. Depths of a least 300 metres were recommended and deeper holes, up to 1,000 metres, were considered.

1982 Program

A limited three (3) day program was completed in September, 1982. This work primarily consisted of a study of fracture patterns on an enlarged air photo of the claims and study of the intensity of mineralization within the molybdenum rock geochemical anomaly. The air photo linear study revealed three principal fracture patterns. It was concluded that mineralization could not be attributed to any one particular fracture set.

This very limited rock chip sampling program returned some anomalous molybdenum and tungsten values. Molybdenum values ranged from 0.004% to a high of 8.27%, the latter from a 10 cm wide quartz-molybenite vein. Tungsten values ranged from 5 to >1,000 ppm, the latter being a 0.5 metre chip sample across a rusty weathering zone.

It was concluded that a porphyry molybdenum system exists in the Scuzzy showing but ore grade mineralization was not likely to occur on or near surface. A magnetic and IP survey was then recommended.

1984 Program

A 1984 program objective was to test the previously collected rock samples for precious metals and additional elements to aid in targeting proposed drill sites. A total of 150 rock chip sample pulps were analysed for Au, Ag, Co and Ni by US Borax Research Corp., USA. Silver values ranged from 0.2 ppm to 32.4 ppm, while only three samples returned gold assays exceeding analytical detection limits, those sampled ranged from 0.05 ppm to 0.18 ppm. It was concluded that the Scuzzy showing represented a high level molybdenum property that should be evaluated in that light and under more favourable molybdenum market conditions.

Regional Geology

The Property is located near the axis of the Cascade Range which is underlain by broad areas of granitoid intrusions. The Spuzzum pluton is dated at 74 million years ("m.y.") and the Scuzzy Pluton at 70 m.y. Younger (Late Tertiary) intrusions are known in the Hope area of approximately 18 m.y. and a number of early Tertiary volcanic centres exist north of the Project. Numerous molybdenite occurrences are present in an arcuate pattern following the central axis of the Cascade Range, and include AM breccia 40 km southeast of Hope, the "Pipe" prospect on Sawmill Creek near Yale, the "Gem" deposit on Clear Creek, 28 km south of the claims, the Cataract deposits 35 km northwest, and several other occurrences extending north-westward to Salal Creek, 150 km northwest.

Deposit Types

The deposit type being pursued on the Crack Moly Project is a porphyry molybdenum-copper system. This same system was the target of the historical exploration programs and remains the Company's main exploration focus.

Mineral Claims Geology

According to the Technical Report, "the Scuzzy showing covers a rusty, weakly altered and mineralized phase of the Scuzzy pluton; the subtle gossan stands out well against the uniform grey barren appearance of the large plutonic mass." The barren country rock is medium grained, quartz-rich granitoid – probably a granite or quartz monzonite, with approximately 5% mafics, wherein biotite exceeds hornblende and abundant subhedral quartz phenocrysts. Minor but noticeable muscovite is present. Traversing through the zone of interest the first noticeable change in the rock is rusty coloration. At this point no mineralogical or textural difference exists. Continuing into the zone, the rock becomes slightly pyritized and mafics are destroyed, giving the rock a leucocratic appearance.

Zones of silicification occur where clay alteration is noticeable as greenish colouration and quartz veins are common. Chloritic alteration is present where mafics are still present. In the centre of the zone of interest a prominent dark coloured feldspar porphyry dyke occurs. This forms a sharp rusty coloured ridge which forms the western limit of a small cirque. Another elongate section of the dyke is seen in the south-central area of the cirque, and a prominent lineation trending north-eastward through the cirque probably has offset the dyke by several hundred metres. The dyke contains fresh biotite, pyrite and has quartz veins (barren) and inclusions of quartz monzonite. The rock may be a variety of lamprophyre and is thought to be pre-mineral.

The best mineralization is present within the cirque area and may be related to the intersection of the dyke and the fault. The south limit of alteration and mineralization is marked by the northeast trending ridge which forms the south wall of the cirque. The actual zone of interest is roughly 600 metres in diameter. The molybdenite and very sparse chalcopyrite mineralization is confined to quartz veins and siliceous zones and is mostly fine-grained. Nowhere is the mineralization particularly abundant. Nevertheless, molybdenite is scattered over the altered and rusty zone and this covers a significant area that is worthy of further exploration."

Central Moly Zone

Fracture controlled molybdenite is the predominant sulphide although minor pyrite, chalcopyrite and pyrrhotite are associated. The molybdenite occurs in spectacular coarse grained rosettes along the selvages of the large quartz veins as much as 10 cm in width. Finer grained platey and disseminated molybdenite occur on the selvages of narrow quartz stringers, ribbon quartz veins, and along the walls of the interstitial cavaties in some breccias, occasionally forming thick blebs of solid molybdenite. Molybdenite also occurs with other sulphides as fine coatings along tight fractures. Conspicuous molybdenite is restricted to approximately the innermost 200 metre central core of the molybdenite zone. Outwards, molybdenite becomes harder to detect visually.

A variety of rock types occur in the central moly zone although the principal host rock is very coarse grained granodiorite cut by rhyolitic quartz porphyry and aplite dykes. These rock types are included in a breccia complex which is silicified and cut by narrow quartz feldspar porphyry dykes.

Quartz Moly Breccia

A quartz matrix breccia of the previous reports was examined in some detail. About 5% of the breccia (locally 10-20%) is a quartz matrix containing occasional blebs of coarse molybdenite up to 10 cm wide but generally two to four centimetres across. The molybdenite occasionally has minor associated pyrite and heavy Mn staining. Otherwise the quartz is white and free of other minerals. The breccia fragments are angular and measure one-half (1/2) to five metres in maximum dimension often displaying only minor rotation. A true breccia texture with fragments that have obviously been rotated and moved occurs only where the quartz matrix forms a higher percentage of the rock (i.e., 10-20%).

Mineralization

The exploration programs in the early 1980s outlined the extent of the known mineralization. Initial work in 1981 was directed towards rock chip sampling. From this work contour plots of molybdenum assays outlined an area of > 20 ppm molybdenum measuring approximately 1,500 m x 500 m and coinciding with the mapped extent of the breccia complex. Other elements also proved anomalous including tungsten (1-750 ppm) occurring on the northwest portion of the breccia complex; copper (1-3,300 ppm) flanking the southern margin of the breccia complex, and zinc (1-3,200 ppm) on the north-central border of the complex.

The limited 1982 follow-up program revealed anomalies of molybdenum and tungsten of up to 8.27% Mo over 0.1 m and >1000 ppm W over 0.5 metres. Additional sampling in 1984 was aimed at evaluating the precious metal content of the 1981 and 1982 rock samples with Silver as the only consistently anomalous element with values ranging from 0.2 ppm to 32.4 ppm.

In the Central Moly zone, the dominant sulphide mineral is fracture controlled molybdenite, which occurs as coarse-grained rosettes along the selvages of larger (10 cm) quartz veins and as finer grained and platey to disseminated on the selvages of quartz stringer veinlets. Molybdenite also occurs with other sulphides as fine grained coatings on narrow fractures. Occasionally molybdenite was observed as thick masses lining the walls of cavities on breccias. At the sericite fracture zones molybdenite, pyrite, and chalcopyrite occurs in quartz veinlets within the sericite shear zones. Molybdenite within the quartz breccia occurs as occasional coarse grained blebs up to 10 cm but more typically as 2-4 cm blebs within a quartz-rich area of brecciation."

2005 Exploration program

During the summer of 2005, a preliminary evaluation of the Property was undertaken. The work included in the evaluation consisted of prospecting and geochemical sampling with a 3D IP survey over two grids, named the Scuzzy Grid and the Alt Grid.

2005 Geochemical Sampling

During the 2005 exploration season, 133 various rock grab samples were collected and assayed. No significant precious metal values (silver) have been received from the sampling. Ore grade assay techniques for copper and molybdenum on average are about 10% higher than the corresponding ICP results. Contaminant elements, such as arsenic and mercury are low, with some samples reporting elevated arsenic, only 11 of 133 samples reported mercury assays exceeding the analytical detection limit, to a high of 9 ppm.

The more significant assays are summarized in Tables 1 and 2 below.

TABLE 1 FWC ROCK SAMPLES

Sample No.	Cu ppm (%)	Mo ppm (%)	W ppm (%)
FWC 3	374	267	(0.09)
FWC 18	430	(0.094)	110
FWC 19	48	(0.128)	<50
FWC 21	220	(0.310)	<50
FWC 22	46	(0.094)	<50
FWC 24	104	(0.077)	<50
FWC 25	298	(0.106)	150
FWC 28	104	(0.056)	<50
FWC 32	(0.08)	84	70
FWC 37	159	(0.064)	<50
FWC 41	42	(0.359)	<50
FWC 44	44	(0.228)	<50

TABLE 2 W CRACK ROCK SAMPLES

Sample No.	Cu ppm (%)	Mo ppm (%)	W ppm (%)
W Crack 4	90	(0.086)	50
W Crack 5	(0.34)	19	200
W Crack 8	(0.10)	25	100
W Crack 11	(0.20)	50	90
W Crack 16	(0.46)	52	80
W Crack 24	(0.13)	229	<50
W Crack 27	84	(0.128)	<50
W Crack 28	54	(0.329)	<50
W Crack 29	88	(0.055)	<50
W Crack 39	153	720	<50

Induced Polarization Geophysical Survey

During the 2005 exploration season, SJ Geophysics Ltd. of Delta, BC, was contracted to complete a 3D IP survey over two grids on the property in order to aid in identifying drill targets and defining the limits of the mineralization. The Alt grid was surveyed between August 19-27, 2005 and the Scuzzy grid from September 1-10, 2005. The results of the IP surveys of both grids are as follows:

Scuzzy Grid

According to the Technical Report, the IP survey generally agrees with the geological mapping and outlines the intrusive breccia complex.

Alt Grid

No geological mapping was completed on this grid to correlate with the geophysical data. The survey did outline both shallow and deep chargeability targets in the central and northern portions of the grid. Most of the shallow chargeability responses do not extend below 50 metres depth and are believe to be influenced by terrain, which may be due to less overburden on the ridge. Numerous small targets are typical of near surface geological noise. However, there are two areas with chargeability response that may be due to sulphide mineralization. These two zones are on the western and central portions of the grid and the source is believed to be within 20-25 metres of surface. A deeper chargeability anomaly starts to appear on the “level planes” at a depth of 200 metres below surface on the northwest and north-central portions of the grid. The area of chargeability coincides with an area of low resistivity.

Drilling

To date, there has been no recorded drilling on the Crack Moly Project. Previous programs have recommended drill testing but none has been undertaken to date.

Sample Method and Approach

Rock samples taken during the 1981 exploration program were collected at a density of approximately 1 sample per 1.3 ha and comprise chip samples ranging from about 4 cm^3 to 15cm^3, weighing between 300 to 500 grams. The samples were collected from rusty outcrops, quartz veins, and surrounding country rock. Samples collected from the 2005 exploration surveys focused on areas within the breccia complex hosting higher density quartz ± molybdenite veining, and from areas of strongly brecciated rock. Samples were a mix of grab and chip samples.

Sample Preparation Analysis and Security

For the 1981 program rock samples were placed into kraft paper bags and shipped to Chemex Labs Ltd., North Vancouver, B.C. The samples were crushed and a portion of the pulp was put into a solution of nitric acid and perchloric acid with analyses determined by atomic absorption spectrophotometry.

It is reported that in the1982 program, Cu-Mo-Au-Ag were assayed while W-Sn-F were geochemically analyzed. The analyses were performed by Chemex Labs Ltd. The assay techniques are reported as follows:

(a) Copper Molybdenum Assays – Standard wet chemical

(b) Gold Silver Assays – Standard fire assay

(c) Tungsten Geochem – Pyrosulphate fusion – HCl leach – Colorimetric

(d) Tin Geochem – Ammonia Iodide Extraction – Atomic Absorption

(e) Fluorine Geochem – Carbon fusion – specific ion-electro finish

The 1984 program consisted of sending pulps from the 1981 and 1982 samples to U.S. Borax Research Corp., California, USA. Analyses were performed using the following techniques:

(a) Gold – fire assays concentration with Atomic Absorption Analysis;

(b) Silver, Cobalt, Nickel – standard wet chemical with atomic absorption analyses.

Samples from the 2005 program were stored at the field camp and flown out to a staging area on the logging road in Big Silver Creek valley. From the staging area samples were transported by truck to ALS Chemex.

Data Verification

There is no mention of data verification procedures in the 1980s reports. For 2004 work the only data verification done was through the standards and check assays performed at ALS Chemex.

Adjacent properties

The Property is bounded to the north, south and west by other mineral claims. There are too many prospects in the general area to list them all. Placer gold has been extracted from the Fraser Canyon for well over 100 years. Much of the Harrison Lake area to the southwest has been explored for base and precious metal targets including gold-bearing quartz veins, VMS deposits, and magmatic nickel-copper deposits. There has been some past production from this belt at Harrison Lake.

The following description is limited to the more significant molybdenite occurrences in the area of the Property.

The AM Breccia

The AM Breccia, or commonly known as Giant Copper, is owned by Bethlehem Resources Corp., a wholly owned subsidiary of Imperial Metals Corp. The prospect has been the subject of numerous diamond drilling programs and underground development. The drill indicated resource of the AM Breccia is estimated at 19,956,000 tonnes grading 0.75% copper, 0.41 g/t gold and 11.99 g/t silver (Northern Miner, February 13, 1995). Combined mineral resource (aggregate open pit and underground) of the AM and Invermay zones is 45,373,026 tonnes grading 0.47% copper, 0.38 g/t gold and 11.19 g/t silver.

The Pipe Prospect

Three drill holes were completed in 1979, the best result, from hole SC-79-2, was 0.136% molybdenite over 2.0 metres.

The Gem Prospect

This prospect is also known as Meg, Hlm, Sash and Bailey Group. A 20 hole drill program in 1968 by Utah Construction and Mining Co. outlined a reserve of 15,874,250 tonnes grading 0.125% molybdenite (MoS2) using a 0.10% MoS2 cut-off grade. This equates to 15,874,250 tonnes grading 0.70% molybdenum using a conversion factor of 1.6681 to convert from MoS2 to Mo.

The Cataract

Two styles of mineralization have been observed:

(a) molybdenite in stockwork quartz veins and veinlets in altered quartz monozonite; and

(b) galena and sphalerite with lesser pyrite, pyrrhotite, and chalcopyrite in dacite breccia (East Zone). Limited drilling in 1998 included 2.8 g/t gold over 1.5 metres and 3.6 g/t gold over 3.0 metres.

Mineral Processing and Metallurgical Testing

No mineral processing or metallurgical testing has been undertaken on the Crack Moly Project.

Mineral Resource and Mineral Reserve Estimates

There are no mineral resources or reserves on the Crack Moly Project. There is a geological resource but until systematic drill testing is done, no size or grades can be assigned to the Scuzzy showing.

Interpretation and Conclusions

Historical work indicates the Scuzzy property hosts a molybdenum-porphyry system. Rock sampling programs have outlined areas of anomalous molybdenum mineralization, with elevated silver and tungsten values. The system is believed to occur at depth. The mineralization on surface, while locally spectacular, is not of sufficient vein/fracture density to yield commercial grades.

Work by UEMI in 2005 included rock sampling and an IP survey over two grids, the Scuzzy and the Alt grids. On the Scuzzy grid 3D inversion modelling of the IP data revealed a broad chargeability anomaly extending to a depth of 250 metres and coincident with the breccia complex. At depth the southern flank of the breccia complex has the strongest chargeability anomalies.

Surveying of the Alt grid outlined both shallow and deep chargeability zones in the central and northern portions of the grid. Most shallow targets were dismissed as near surface geological noise except for two targets in the western and central portions of the grid. One deep target was noted at a depth of 200 metres below surface where there is a coincident high chargeability – low resisitivity zone.

Ore grade mineralization is sporadic on surface and large tonnage is not likely to occur at or near surface but a deeper, larger molybdenum target is thought to exist on the Property. IP geophysics indicates possible, mineralized satellite bodies closer to surface that should also be investigated.

The target size at present is small compared with other molybdenite properties in the same belt, however the Property has not been drill tested so the grade and intensity of molybdenum mineralization at depth is unknown. Several surface assays are higher than those at the other showings.

The Technical Report recommends that because the target is reasonably well defined, further work should concentrate on defining grade of the material with diamond drilling. Upon completion of road and drill pad construction, additional mapping, rock chip sampling and thin section analyses can be completed prior to initial drill testing on the Scuzzy showing, guided by the IP survey data. A program of 2,000 metres is recommended by the authors of the Property Report to test both shallow and deep IP targets with an emphasis on the deeper targets.

The Phase I mapping and sampling program is estimated to take two weeks to complete prior to drilling, road and drill pad construction. The Phase I drill program will require approximately four (4) weeks to complete, costing an estimated $519,000.00 total. Success contingent, the Phase II program will consist of extending the I.P. grids with additional detailed geological mapping and sampling. Diamond drilling will continue to test known geological and geophysical targets. Phase II is projected to cost $849,500.00 bringing the total cost of Phase I and II budgets to $1,368,500.00.

BUDGET

Phase I **Diamond Drilling**

Diamond Drilling 2000 m @ $125/m (all in)	$250,000.00
Road Construction	30,000.00
Camp Costs (food and camp rental, communications)	35,000.00
Geologist 40 days @ $550/day	22,000.00
Assistant 40 days @ $300/day	12,000.00
Cook 30 days @ $400/day	12,000.00
Assays (Drill Core) 400 assays @ $25/sample	10,000.00
Assays (Road) 200 assays @ $25/sample	5,000.00
Thin Section Analyses 10 samples @$300/sample	3,000.00
Mob/Demob	15,000.00
Report	15,000.00
Equipment rentals (trucks, 4-trax, water tanker)	15,000.00
Management Fee	20,000.00
Subtotal	**$444,000.00**
Contingency @ 10%	45,000.00
Reclamation Bonding	30,000.00
TOTAL Phase I	**$519,000.00**

Phase II **Diamond Drilling, Geological & Geophysical Surveys**

Diamond Drilling 4000 m @ $125/m	$500,000.00
Drill Pad Construction	20,000.00
Camp Costs (food and camp rental, communications)	35,000.00
Geologist 40 days @ $550/day	22,000.00

Geologist 40 days @ $420/day	17,000.00
Assistant 40 days @ $300/day	12,000.00
Cook 40 days @ $400/day	16,000.00
Assays (Drill Core) 600 rocks @ $25/sample	15,000.00
Assays (Surface) 300 assays @ $25/sample	7,500.00
I.P. Geophysics 20 line km @ $3,500 /km	70,000.00
Equipment rentals (trucks, 4-trax, water tanker)	20,000.00
Management Fee	20,000.00
Subtotal	**$754,500.00**
Contingency @ 10%	75,000.00
Reclamation Bonding	20,000.00
TOTAL Phase II	**$849,500.00**
TOTAL Phase I & II	**$1,368,500.00**

USE OF PROCEEDS

Funds Available

The Company will receive aggregate gross proceeds of $1,800,000 from the sale of the Units if the Offering is fully subscribed for. The net proceeds will be combined with the Company's existing working capital remaining from the Private Placement of approximately $245,542.00 as at February 28, 2006 for a total of $2,045,542.00 in the event the entire Offering is subscribed for.

Principal Purposes

The principal purposes for which the funds available to the Company upon completion of the Offering will be used are as follows:

		Offering
(a)	To pay the balance of the estimated remaining costs of the Offering (including legal, regulatory, audit and printing expenses)	$50,000.00
(b)	To pay the Agent's corporate finance fee, legal expenses and disbursements and GST	$21,400.00
(c)	To pay the Agent's Commission	$180,000.00
(d)	To pay the Exchange's listing fees and GST	$32,100.00
(e)	To pay the finder's fee in connection with the purchase of the claims comprising the Property	$10,000.00
(f)	To pay the balance of the purchase price for the claims comprising the Property	$135,000.00
(g)	To pay for the Phase 1 exploration program on the Property (mapping, prospecting sampling and preliminary drill testing)(1)	$519,000.00

(h)	To pay for Phase 2 exploration program on the Property	$849,500.00
(i)	To provide funding sufficient to meet administrative costs for 12 months	$134,000.00
(j)	To provide unallocated general working capital	$114,542.00
	TOTAL:	**$2,045,542.00**

Notes:

(1) See table in preceding section under heading "Exploration and Development" for a summary of the work to be undertaken and a breakdown of the estimated costs.

Upon completion of the Offering, the Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months. Administrative expenditures for the following twelve months are comprised of the following:

	Administrative Costs for 12 Months	**($)**
(a)	Management fee to Harold Forzley Director /President/CEO	$24,000.00
(b)	Management fee to Craig Robson Director/Executive Vice-President	$18,000.00
(c)	Rent	$ 8,000.00
(d)	Miscellaneous – office supplies, phone & fax	$12,000.00
(e)	Transfer Agent	$12,000.00
(f)	Legal, Exchange, Corporate Filings – fees and costs	$20,000.00
(f)	Accounting & Auditing	$20,000.00
(g)	Investor Relations	$20,000.00
	TOTAL:	**$134,000.00**

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary.

Until required for the Company's purposes, the proceeds realized from the sale of securities under this Prospectus will be invested only in securities of, or those guaranteed by, the Government of Canada or any province of Canada, in certificates of deposit or interest bearing accounts of Canadian chartered banks or trust companies or in prime commercial paper.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Summary of Financial Information

The following table sets forth summary financial information for the Company for the period from incorporation on January 24, 2006 to February 28, 2006. This information has been summarized from the Company's audited financial statements for the period ended February 28, 2006, This summary financial information should only be read in conjunction with the Company's financial statements, including the notes thereto, included elsewhere in this Prospectus.

	Period From Incorporation on January 24, 2006 to February 28, 2006 (audited)
Revenues	Nil
Interest Income	Nil
Mineral Exploration Cost	Nil
Administrative Expenses	$ 23,180
Loss for the period	$ 23,180
Loss per share	N/A
Assets:	
Current Assets	$250,576
Total Assets	$417,454
Liabilities	$ 5,034
Long Term Debt	Nil
Shareholders Equity	$412,420
Cash Dividends per Share	Nil

Dividends

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Management's Discussion and Analysis

The following discussion of the operating results and financial position of the Company should be read in conjunction with the audited financial statements and related notes for the period ended February 28, 2006.

Results of Operations for the Period from Incorporation to February 28, 2006

Property acquisition and exploration costs from incorporation on January 24, 2006 to February 28, 2006 were $157,256.23.

During the period ended February 28, 2006 the Company's net loss from operations was $23,180.00. The Company's loss included expenditures as follows: management fees of $2,000.00; office rent and supplies of $2,096.00; accounting, legal and consulting of $16,395.00; travel and entertainment expenses of $2,561.00; bank charges of $128.00. The Company also incurred costs associated with acquisition of the Property of $166,878.00.

The losses occurring during the period were primarily attributable to the costs incurred for acquisition by the Company of the Property and the Offering.

LIQUIDITY AND CAPITAL RESOURCES

Period Ended February 28, 2006

Since inception, the Company's capital resources have been limited to amounts raised from the sale of Common Shares. All funds raised through the sale of Common Shares were raised during the period ended February 28, 2006. The Company incurred a total of $166,878.00 in expenses related to the acquisition of the Property.

At February 28, 2006 the Company had $245,542.00 in working capital. To date the Company has relied entirely upon the sale of Shares to generate working capital for exploration activities and to fund the administration of the Company. Since the Company does not expect to generate any revenue in the near future, it will continue to rely primarily upon sale of Common Shares to raise capital. There can be no assurance that financing will be available to the Company when required or at all.

Other than as described under the headings "Significant Acquisitions and Dispositions", "Use of Proceeds" and "Administrative Costs", the Company does not have any commitments for material expenditures over either the near or long term and none are presently contemplated over and above normal operating requirements. The estimated cost of the Public Offering of $50,000.00 and the estimated general and administrative costs to be incurred by the Company during the 12 months following the Offering of $134,000.00 will be paid from the proceeds from the net proceeds of the Offering. The Company has no long-term debt as of February 28, 2006 and current accounts payable are $5,034.00.

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value, an unlimited number of Class "A" Shares with a par value of $1.00 each and an unlimited number of Class "B" Shares with a par value of $5.00 each. The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company. See "Consolidated Capitalization".

CONSOLIDATED CAPITALIZATION

The following table summarizes changes in the Company's consolidated capitalization as of the dates indicated.

Description	Authorized January 24, 2006	Authorized at the date of this Prospectus	Outstanding as at February 28, 2006 (Audited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to the Offering (Unaudited) (1)(2)(3)	Outstanding after giving effect to exercise of Warrants and Agent's Unit Option(1)(3)
Common Shares	unlimited	unlimited	11,133,000	11,133,000	17,133,000	21,033,000
Class "A" Shares	unlimited	unlimited	Nil	Nil	Nil	Nil
Class "B" Shares	unlimited	unlimited	Nil	Nil	Nil	Nil

Notes:

(1) As of the date of this Prospectus there were 1,350,000 Common Shares reserved for issuance upon the exercise of outstanding options. See "Options to Purchase Securities". The Common Shares issuable on exercise of the options are not reflected in this column.

(2) The Common Shares issuable on exercise of the Warrants are not reflected in this column.

(3) As partial consideration for the sale of the Shares pursuant to this Prospectus the Company has agreed to grant to the Agent and its sub-agents, if any, a non-transferable Agent's Unit Option entitling the Agent to purchase an amount of Units equal to 10% of the number of Units sold pursuant to the Offering. This Prospectus qualifies the distribution to the Agent of the Agent's Unit Option, the Agent's Shares and Agent's Warrant Shares. The Agent's Unit Option may be exercised in whole or in part at the Offering Price for a period of 18 months from the Closing Date.

Finders Fee

Subject to regulatory approval the Company has agreed to pay a finders fee to Mr. Gordon James of 2847 Austin Avenue, Victoria B.C. V9A 2K8 in the amount of $10,000 and 100,000 Shares, to be paid upon completion of the Offering.

OPTIONS TO PURCHASE SECURITIES

Outstanding Options

The following table summarizes the options of the Company outstanding as of the date of this Prospectus.

Optionee	No. of Options	Securities Under Option	Grant Date	Expiry Date	Exercise Price per Common Share	Market Value of Common Shares on Grant Date	Market Value of Common Shares as of April 11, 2006
Harold Forzley	300,000	Common Shares	March 23, 2006	(1)	$0.30	N/A	N/A

Craig Robson	300,000	Common Shares	March 23, 2006	(1)	$0.30	N/A	N/A
Frank Marasco, Jr.	200,000	Common Shares	March 23, 2006	(1)	$0.30	N/A	N/A
David McMillan	200,000	Common Shares	March 23, 2006	(1)	$0.30	N/A	N/A
Marc Tran	150,000	Common Shares	March 23, 2006	(1)	$0.30	N/A	N/A
Chad McMillan	50,000	Common Shares	March 23, 2006	(1)	$0.30	N/A	N/A
John Nicholson	75,000	Common Shares	March 23, 2006	(1)	$0.30	N/A	N/A
Brian Game	75,000	Common Shares	March 23, 2006	(1)	$0.30	N/A	N/A
TOTAL:	**1,350,000**						

Notes:

(1) Five (5) years from the date the Company's Common Shares are listed for trading on the Exchange.

All of the options listed in the table above were granted pursuant to the the 2006 Plan. The 2006 Plan was adopted by the Company's board of directors on March 23, 2006. The purpose of the 2006 Plan is to advance the interests of the Company and its shareholders and subsidiaries by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its stock. The 2006 Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the 2006 Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of options (including all options granted by the Company to date). The number of Shares which may be reserved in any 12 month period for issuance to any one individual upon exercise of all stock options held by that individual may not exceed 5% of the issued and outstanding Shares of the Company at the time of the grant unless the Company has obtained disinterested shareholder approval. The number of Shares which may be reserved in any 12 month period for issuance to any one employee or consultant engaged in investor relations activities may not exceed 2% of the issued and outstanding Shares of the Company. The 2006 Plan provides that options granted to any employee or consultant engaged in investor relations activities will vest in stages over 12 months with no more than ¼ of the options vesting in any three month period.

The 2006 Plan will be administered by the board of directors of the Company, which will have full and final authority with respect to the granting of all options thereunder. Options may be granted under the 2006 Plan to such directors, officers, employees or consultants of the Company and its affiliates, if any, as the board of directors may from time to time designate. Options may also be granted to employees of management companies providing management services to the Company.

The exercise price of any options granted under the 2006 Plan shall be determined by the board of directors, but may not be less than the market price of the Company's shares on the Exchange on the date of the grant (less any discount permissible under Exchange rules). The term of any options granted under the 2006 Plan shall be determined by the board of directors at the time of grant but, subject to earlier termination in the event of dismissal for cause, termination other than for cause or in the event of death, the term of any options granted under the 2006 Plan may not exceed five years (ten years if the Company becomes a Tier 1 Issuer under Exchange Policies). Options granted under the 2006 Plan are not to be transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. Subject to certain exceptions, in the event that a director or officer ceases to hold office, options granted to such director or officer under the 2006 Plan will expire 90 days after such director or officer ceases to hold office.

Subject to certain exceptions, in the event that an employee, consultant or management company employee ceases to act in that capacity in relation to the Company, options granted to such employee, consultant or management company employee under the 2006 Plan will expire 90 days after such individual or entity ceases to act in that capacity in relation to the Company.

Options granted to optionees engaged in investor relations activities on behalf of the Company expire 30 days after such optionees cease to perform such investor relations activities for the Company. In the event of death of an option holder, options granted under the 2006 Plan expire one year from the date of the death of the option holder.

Prior Sales

The following table summarizes the sales of securities of the Company within the twelve months prior to the date of this Prospectus.

Date	Price per Security	Number of Securities	Reason for Issuance
January 24, 2006	$1.00	1 Common Share	Incorporator's Share
January 24, 2006	$0.001	7,999,999 Common Shares	Founder's Shares
February 20, 2006	$0.20	2,133,000 Common Shares	Private Placement / Seed Capital Financing
February 28, 2006	$0.001	1,000,000 Common Shares	Purchase of the Property

ESCROWED SHARES

In accordance with the Canadian Securities Administrators' National Policy 46-201 ("NP 46-201") - Escrow for Initial Public Offerings, all common shares of an issuer owned or controlled by its principals are required to be placed in escrow at the time of the issuer's initial public offering, unless the shares held by the principal or issuable to the principal upon conversion of convertible securities held by the principal collectively represent less than 1% of the total issued and outstanding shares of the issuer after giving effect to the initial public offering. At the time of an initial public offering, an issuer is classified for the purposes of NP 46-201 escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer". Uniform terms of automatic timed-release escrow apply to principals of issuers carrying out initial public offerings, differing only according to the classification of the issuer. The Company will be classified as an "emerging issuer" by virtue of being listed on Tier 2 of the Exchange.

The Company issued pre-IPO shares to its principals and has have entered into an escrow agreement to reflect this issuance. A total of 8,000,000 Shares were acquired by the Company's principals as founders' shares at a price of $0.001 per share. The shares acquired at $0.001 per share have been placed in escrow pursuant to an agreement dated April 11, 2006 (the "Founders' Share Escrow Agreement") entered into among certain shareholders of the Company, the Company and Pacific

Corporate Trust Company, with a release schedule which in all respects complies with the requirements of the standard form escrow agreement prescribed by NP 46-201. The Founders' Share Escrow Agreement is referred to in this section as the "Escrow Agreement".

The following automatic timed releases will apply to the securities held by principals under the Escrow Agreement:

- 10% of each principal's holdings will be released from escrow upon the date the Shares are listed and posted for trading through the facilities of the Exchange (the "Listing Date");

- 15% of each principal's holdings will be released from escrow six (6) months following the Listing Date;

- 15% of each principal's holdings will be released from escrow 12 months following the Listing Date;

- 15% of each principal's holdings will be released from escrow 18 months following the Listing Date;

- 15% of each principal's holdings will be released from escrow 24 months following the Listing Date;

- 15% of each principal's holdings will be released from escrow 30 months following the Listing Date; and

- 15% of each principal's holdings will be released from escrow 36 months following the Listing Date.

If within 18 months of the Listing Date the Company achieves "established issuer" status, under the terms of the Escrow Agreement it will "graduate" resulting in a "catch-up" release and accelerated release of any securities remaining in escrow under the 18 month schedule applicable to established issuers as if the Company had originally been classified as an established issuer.

The following Common Shares of the Company are held in, and are subject to the terms of the Founders' Share Escrow Agreement:

Name	No. of Common Shares	% of Issued Shares on Completion of the Offering(2)(3)(4)	% of Issued shares if all Warrants and Agent's Unit Option are exercised
Harold Forzley	1,875,000	10.9%	8.9%
Craig Robson	1,875,000	10.9%	8.9%
Frank Marasco, Jr.	1,875,000	10.9%	8.9%
David McMillan(1)	750,000	4.4%	3.6%
Anil Sachedina	500,000	2.9%	2.4%
Carlos Lau	500,000	2.9%	2.4%
Marc Tran	100,000	0.6%	0.5%

Chad McMillan	25,000	0.1%	0.1%
John Nicholson P. Geo.	250,000	1.5%	1.2%
Brian Game P.Geo.	250,000	1.5%	1.2%
TOTAL	**8,000,000**		

Notes:

(1) Indirectly through Sun Tzu Venture Inc.
(2) The Common Shares issuable on exercise of the options are not reflected in this column.
(3) The Common Shares issuable on exercise of the Warrants are not reflected in this column.
(4) The Common Shares issuable on exercise of the Agent's Warrants are not reflected in this column.

Pursuant to the terms of the Founders' Share Escrow Agreement, the securities of the Company held in escrow may not generally be transferred or otherwise dealt with while in escrow, except they may be transferred within escrow to an individual who is a director or senior officer of the Company or of a material operating subsidiary of the Company, subject to the approval of the Company's board of directors, or to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities, or to a person or company that after the proposed transfer will hold more than 10% of the voting rights attached to the Company's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or of any of its material operating subsidiaries.

Pursuant to the terms of the Founders' Share Escrow Agreement, upon the bankruptcy of a holder of escrowed securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities. Upon the death of a holder of escrowed securities, all securities of the deceased holder will be released from escrow to the deceased holder's legal representative.

Pursuant to the terms of the Founders' Share Escrow Agreement, 800,000 Common Shares will be released from escrow on the Listing Date. The Common Shares of the Company which will be held in escrow immediately following the Listing Date will represent 42% of the Company's outstanding common share capital if the Offering is fully subscribed for or 34% if the Warrants and Agent's Unit Option are fully exercised.

The complete text of the Escrow Agreements are available for inspection at the office of the Company's legal counsel, Suite 1780 – 400 Burrard Street, Vancouver, B.C. V6C 3A6. See "Material Contracts".

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Shares except for the following:

	Prior to the Offering		After Giving the Effect to the Offering		
Name	**Number of Common Shares Beneficially Owned Directly or Indirectly**	**Percentage of Common Shares Held**	**Directly or Number of Common Shares Beneficially Owned Indirectly**	**Percentage of Common Shares Held if the Offering is fully subscribed (1)(2)(3)**	**Percentage of Common Shares Held Upon exercise of all Warrants and the Agent's Unit Option (1)**
Harold Forzley	1,875,000	16.8%	Nil	10.9%	8.9%
Craig Robson	1,875,000	16.8%	Nil	10.9%	8.9%
Frank Marasco, Jr.	1,875,000	16.8%	Nil	10.9%	8.9%

Notes:

(1) The Common Shares issuable on exercise of the options are not reflected in this column.
(2) The Common Shares issuable on exercise of the Warrants are not reflected in this column.
(3) The Common Shares issuable on exercise of the Agent's Warrants are not reflected in this column.

DIRECTORS AND OFFICERS

The following table provides the names, municipalities of residence, position, principal occupations and the number of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Municipality of Residence	Date of Appointment	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly (1) (at the date of this Prospectus)
Harold Forzley CA (3) (4) West Vancouver, B.C.	Director / CEO / President	Chartered Accountant from December 17, 1980 to date; Corporate Consultant from November 1993 to date; Director and CFO of Sonora Gold Corp. from September 2005 to date; Director of S2C Global System Inc. from September 2005 to date.	1,875,000
Craig Robson (3) (4) Richmond, B.C.	Director / Executive Vice-President	Corporate Consultant from September 1999 to date; Director of Sonora Gold Corp. from September 2005 to date; President and Director of Ashlar Financial Services Corp. from July 2001 to September 2002; President and Director of Enternet Inc. from June 2000 to December 2001; Vice-President and Director	1,875,000

		of C.M. Oliver & Co. from December 1993 to September 1999; Vice-President West High Yield (WHY) Resources Ltd. from October 2005 to date.	
Frank Marasco, Jr [(4)]. Calgary, Alberta	Director	Businessman; President of Big Mountain Development Corporation Ltd. From January 1991 to date; Director of Wave Form Energy Ltd. from January 2005 to June 2005; President and Director West High Yield (WHY) Resources Ltd. from February 2006 to date.	1,875,000
David McMillan [(3)] [(4)] Vancouver, B.C.	Director	Businessman; President and Director Sonora Gold Corp. from November 2003 to date; Secretary of TTM Resources Inc. from February 2004 to date; President and Director of Red Tusk Resources Inc. from November 2003 to date; Director of Premium Exploration Inc. from September 2004 to date; Director of Wyn Developments Inc. from September 2003 to date.	750,000 [(2)]
Marc Tran Vancouver, B.C.	Secretary /CFO	Secretary of Sonora Gold Corp. from December 13, 2004 to date.	100,000
John Nicholson P.Geo. Vancouver, B.C.	Vice-President Exploration	Director of Nicholson & Associates from December 1986 to date; Director of Westminster Resources Ltd. from January 2006 to date; Director of Red Tusk Resources Inc. from November 2003 to date.	250,000
Brian Game, P. Geo Richmond, B.C.	Vice-President Geology	Self-employed from February 1995 to date; President of BGame Associates Inc. from February 1995 to date; Director of Takepoint Ventures Ltd. from April 1993 to December 2001; Director of Goldzone Explorations Inc. from April 1996 to November 2001; Director of Iciena Ventures Inc. from May 1998 to March 2002; Vice – President Explorations of Westminster Resources Ltd. from January 2006 to date.	250,000

Notes:

(1) Does not include options to purchase Common Shares held by directors and officers. See "Options to Purchase Securities".

(2) Indirectly through Sun Tzu Venture Inc.

(3) Denotes a member of the Audit Committee of the Company.

(4) The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the officers expires at the discretion of the Company's directors. None of the Company's directors or officers have entered into non-competition or non-disclosure agreements with the Company.

The directors and officers of the Company anticipate that they will dedicate the following percentage of their time to the affairs of the Corporation:

Harold Forzley	-	50%	Marc Tran	-	5%
Craig Robson	-	35%	John Nicholson	-	5%
Frank Marasco, Jr.	-	10%	Brian Game	-	5%
David McMillan	-	10%			

As at the date of this Prospectus, the directors and officers of the Company as a group own beneficially, directly or indirectly or exercise control or discretion over an aggregate of 6,225,000 Shares.

Background

Harold (Hardy) Forzley - Director, Chief Executive Officer, President, 53 years old – Mr. Forzley provides services to the Company as an independent contractor for approximately 50% of his time. Mr. Forzley earned a BA Commerce while attending at Simon Fraser University and a Chartered Accountant designation while employed at Thorne Riddell (now KPMG). After and eight year tenure with Thorne Riddell, Mr. Forzley spent the next 20 years building a variety of companies primarily in the mining sector. Of note, Mr. Forzley helped develop Continental Gold Corp. selling to Placer Dome Inc. and El Condor Resources selling to Royal Oak Mines. Both companies were sold for substantial returns to their shareholders. Mr. Forzley has spent the past five year in his own consultancy, providing financial and business advice to a variety of small businesses. In September 2005, Mr. Forzley joined the board and became an officer of a mineral exploration company, Sonora Gold Corp. and S2C Global Systems Inc., a US company trading in the US.

Craig Robson - Director, Executive Vice-President, 54 years old – Mr. Robson provides services to the Company as an independent contractor for approximately 35% of his time. Mr. Robson has over 30 years experience in the stock market, public company management, regulatory and compliance and risk management aspects of the publicly traded markets. Mr. Robson began his career as stockbroker in Vancouver in 1971, by 1980 he had joined the British Columbia Securities Commission (then the Superintendent of Brokers, Real Estate and Insurance) as a Senior Investigator. In 1987, Mr. Robson began consulting to companies in all stages of going public. Mr. Robson joined the brokerage firm of C.M. Oliver and Company in December 1993 and went on to become a director and its Sr. Vice-President of Compliance and Risk Management. Subsequent to CM Oliver's take over, Mr. Robson continues to act as a consultant and director or officer of companies in both the private and public stages.

Frank Marasco, Jr. – Director, 50 years old - Mr. Marasco provides services to the Company as an independent contractor for approximately 10% of his time. Mr. Marasco, Jr. is President and Director of West High Yield (WHY) Resources and President and Director of Big Mountain Development Corp. Ltd. of Calgary, Alberta, Canada. Mr. Marasco, Jr. was also a founder of Waveform Energy Oil and Gas Company. Mr. Marasco, Jr. is experienced in corporate finance and structure.

David McMillan – Director, 58 years old – Mr. McMillan provides services to the Company as an independent contractor for approximately 10% of his time. Mr. McMillan has over 20 years of experience in the investment and corporate finance industry. Mr. McMillan was Senior Vice-President of Yorkton Securities Inc. (now Blackmont Capital Inc.) from March, 1987 to December, 2000. Mr. McMillan is a director of Sonora Gold Corp. and Wyn Developments Inc., companies listed on the Exchange.

Marc Tran – Secretary, Chief Financial Officer, 27 years old - Mr. Tran provides services to the Company as an independent contractor for approximately 5% of his time. Mr. Tran is an accountant with public company experience. Mr. Tran is an officer of Sonora Gold Corp. and TTM Resources Inc., companies listed on the Exchange.

John Nicholson - Vice-President Exploration, 44 years old - Mr. Nicholson provides services to the Company as an independent contractor for approximately 5% of his time. Mr. Nicholson is a professional geologist with over 20 years experience in the mineral exploration and development field. Mr. Nicholson is a director of Westminster Resources Ltd. since January 26, 2006. He is also a director and the principal owner of Nicholson & Associates since December 1986, a private geological consulting firm. Mr. Nicholson holds a B.Sc. in geology from the University of British Columbia. He has been a member of the Association of Professional Engineers and Geoscientists of British Columbia since 1992.

Brian Game – Vice-President Geology, 42 years old – Mr. Game provides services to the Company as an independent contractor for approximately 5% of his time. Mr. Game has been Vice-President Explorations of Westminster Resources Ltd. since January 26, 2006. Mr. Game holds a B.Sc. (Geology) degree which he received from the University of British Columbia in 1985. He also has a designation of P.Geo. from the Association of Professional Engineers and Geoscientists of BC which was granted in 1992. Since February 1995, Mr. Game has been self-employed and president of BGame Associates Inc., a private company in the business of providing geological consulting services. Mr. Game was a director of three public companies which traded on the Exchange; Takepoint Ventures Ltd. from April 1993 to December 2001; Goldzone Explorations Inc. from April 1996 to November 2001 and Iciena Ventures Inc. from May 1998 to March 2002. Mr. Game has over 15 years experience in the junior mineral exploration business in British Columbia and internationally.

Penalties or Sanctions

Other than as disclosed herein, to the Company's knowledge, no director or officer of the Company, nor any shareholder holding sufficient securities of the Company to materially affect control of the Company has:

1. been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority other than described below;

2. or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

In 1999, Craig Robson, Director and Executive Vice-President of the Company, entered into a settlement agreement with the Alberta Stock Exchange while he was a Director and Sr. Vice-President of Vancouver based brokerage firm C.M. Oliver and Company Ltd. in charge of Compliance and Risk Management. The settlement agreement was in relation to the supervision of a Calgary branch office Registered Representative who, after normal business hours, arranged for and assisted in an “off the market trade” in a halted security for his client. The broker’s employment was terminated. Mr. Robson, as the designated “Ultimate Responsible Officer” for the firm, paid a fine of $10,000 to the Alberta Stock Exchange.

Personal Bankruptcies

To the Company’s knowledge, no director or officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person has, within the ten years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Company’s knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

EXECUTIVE COMPENSATION

The following table discloses compensation paid to or awarded to the Named Executive Officers of the Company:

Summary Compensation Table

Name and Principal Position	Annual Compensation				Long Term Compensation			
					Awards	Payouts		
	Year	Salary	Bonus	Other Annual Compen-sation	Securities Under Options/ SARs Granted	Restricted Shares or Restricted Share Shares	LTIP Pay-outs	All other Compen-sation
Harold Forzley President / CEO	2006	N/A	N/A	$24,000.00	300,000	N/A	N/A	N/A
Craig Robson Executive Vice-President	2006	N/A	N/A	$18,000.00	300,000	N/A	N/A	N/A
Marc Tran Secretary / CFO	2006	N/A	N/A	N/A	150,000	N/A	N/A	N/A

Long-Term Incentive Plan Awards During the Most Recently Completed Financial Year

The Company did not have any long-term incentive plans during the period from incorporation.

Option/SAR Grants During the Most Recently Completed Financial Year

Incentive stock options were granted to the Named Executive Officers since incorporation of the Company on January 24, 2006. See "Options to Purchase Securities".

Aggregated Options/SAR Exercises in Last Financial Year and Financial Year-End Option/SAR Values

None of the Named Executive Officers, directors or officers of the Company exercised any options in respect of the Company's Common Shares during the period from incorporation on January 24, 2006 to present.

Management Compensation

The Company has agreed to pay to Mr. Harold Forzley a fee of $2,000.00 per month to act as the Company's Chief Executive Officer. The Company also agreed to issue to Mr. Forzley options to purchase up to 300,000 Common Shares of the Company pursuant to the 2006 Plan, at an exercise price set in accordance with Exchange policies. The options were granted to Mr. Forzley on March 23, 2006 as disclosed in the section entitled "Options To Purchase Securities". The Company is also required to reimburse Mr. Forzley for all reasonable expenses incurred by him on behalf of the Company upon presentation of proper accounts, invoices or receipts. Mr. Forzley's services as CEO of the Company include management of the Company's business and development, and day to day supervision of its personnel, operations, financial affairs, mining exploration program, mineral properties and business transactions.

The Company has agreed to pay to Mr. Craig Robson a fee of $1,500.00 per month to act as the Company's Executive Vice-President of Corporate Development. The Company also agreed to issue to Mr. Robson options to purchase up to 300,000 Common Shares of the Company pursuant to the 2006 Plan, at an exercise price set in accordance with Exchange policies. The options were granted to Mr. Robson on March 23, 2006 as disclosed in the section entitled "Options To Purchase Securities". The Company is also required to reimburse Mr. Robson for all reasonable expenses incurred by him on behalf of the Company upon presentation of proper accounts, invoices or receipts. Mr. Robson's services as Executive Vice-President of the Company include assisting the President with day to day administration of the business and affairs of the Company.

The Company is not a party to any contracts, and has not entered into any plans or arrangements which require compensation to be paid to any of its directors, officers or employees in the event of:

1. resignation, retirement or any other termination of services with the Company;

2. a change of control of the Company; or

3. a change in the director, officer or employee's responsibilities following a change of control.

Compensation of Directors

The only arrangements the Company has, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, are by the issuance of stock options. Since the end of the most recently completed financial year, the Company has not issued any incentive stock options to any of its directors or officers.

Indebtedness Of Directors And Executive Officers

No existing or proposed director, executive officer or senior officer of the Company nor any associate of any of them, was indebted to the Company as at February 28, 2006, or is currently indebted to the Company.

PLAN OF DISTRIBUTION

Unit Offering

The Company, through its Agent, is offering up to 6,000,000 Units to the public under this Prospectus at a price of $0.30 per Unit. Each Unit will consist of one (1) Share and one-half (1/2) of one Warrant. Each whole warrant will entitle the holder to purchase one additional common share at a price of $0.50 per share for a period of six months from the Closing Date of the Offering. Aggregate gross proceeds of the Offering will be $1,800,000 if the Offering is fully subscribed.

The Offering is subject to subscriptions being received on a commercially reasonable efforts basis for up to 6,000,000 Units. Until such time as a closing has occurred in respect of the Offering, all subscription funds received by the Agent will be held by the Agent pending closing of the Offering and in the event that the Offering is not achieved, the subscription funds will be returned to the subscribers unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Company has engaged the Agent as its exclusive agent for the purposes of the Offering, and the Company, through the Agent, hereby offers for sale to the public under this Prospectus, on a commercially reasonable efforts basis, the Units to be issued and sold under the Offering at the Offering Price, subject to prior sale if, as and when issued. The Offering Price was established through negotiation between the Company and the Agent. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Units offered pursuant to the Offering in the provinces of British Columbia and Alberta. This Prospectus qualifies the distribution of the Units to the Subscribers in British Columbia and Alberta. The Agent may, in connection with the Offering and in its sole discretion, retain one or more licensed dealers, brokers and investment dealers (referred to herein as the "Selling Firms") as sub-agents and may receive subscriptions for Units from such Selling Firms. The Agent is not obligated to purchase any of the Units in connection with the Offering.

Pursuant to the terms of the Agency Agreement, the Company has agreed to pay in cash to the Agent the Agent's Commission equal to 10% of the gross proceeds from the sale of the Units under the Offering. The Company has also agreed to pay the Agent a corporate finance fee of $20,000 plus GST. The Company has also agreed to pay the Agent's expenses in connection with the Offering, including legal expenses and the Agent's reasonable out-of-pocket expenses.

In addition, the Company has agreed to issue the Agent's Unit Option to the Agent (or, as directed by the Agent, to other Selling Firms) upon completion of the Offering. The Agent's Unit Option Warrants will entitle the holder(s) thereof to purchase that number of Units (the "Agent's Units") which is equal to 10% of the number of Units sold pursuant to the Offering. The Agent's Units will be exercisable at the Offering Price per Unit for a period of 18 months from the Closing Date. This Prospectus qualifies the distribution of the Agent's Unit Option, the Agent's Units, the Agent's Warrants and the Agent's Shares to the Agent and to the Selling Firms, as applicable.

The Agency Agreement provides that, upon the occurrence of certain events or at the discretion of the Agent on the basis of its assessment of the state of financial markets, the Agent may terminate the Offering and the obligations of Subscribers to purchase the Units will then cease.

The Units offered hereby have not been and will not be registered under the United States *Securities Act of 1933*, as amended, and may not be offered or sold within the United States or to U.S. persons except in certain transactions exempt from the registration requirements of the United States *Securities Act of 1933*.

Subscriptions will be received for the Units offered hereby subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, or in the event that the Offering does not complete within the time required, the subscription price and the subscription will be returned to the subscriber forthwith without interest or deduction.

Listing of Common Shares

Listing of the Company's shares for trading is subject to the Company satisfactorily meeting the minimum listing requirements of the Exchange.

RISK FACTORS

General

The Company is in the business of exploring and developing mineral properties, which is a highly speculative endeavor. A purchase of any of the securities offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing any of the securities offered hereunder.

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on the Property. The purpose of the Offering is to raise funds to carry out exploration and, if thought appropriate, development with the objective of establishing economic quantities of mineral reserves. There is no guarantee that economic quantities of mineral reserves will be discovered on the Property in the near future or at all. If the Company does not generate revenue, it may be unable to sustain its operations in which case it may become insolvent and you may lose your investment.

Speculative Nature of Mineral Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Acquisition Of Additional Mineral Properties

If the Company loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Commercial Ore Deposits

The Property is in the exploration stage only and is without a known body of commercial ore. Development of the Property would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Permits And Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Property.

Dilution

Purchasers of the Units will experience immediate and substantial dilution in net tangible book value per Common Share of $0.17 or 57%. The Company may in the future grant to some or all of its key employees and consultants options to purchase Common Shares at exercise prices equal to market prices at times when the public market is depressed. To the extent that significant numbers of such options are granted and exercised, the interests of then existing shareholders of the Company will be subject to additional dilution.

Environmental And Safety Regulations And Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Mineral Titles

The claims on the Property have not been legally surveyed. The Property may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. The Company is satisfied, however, that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property. The Company may face challenges to the title to the Property or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

First Nations Land Claims

The Property may now or in the future be the subject of first nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the Property.

Loss of Interest In Properties

The Property is owned by the Company and is not subject of any option to acquire. The Company's ability to maintain an interest in the Property will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the properties in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the Property.

Fluctuating Mineral Prices

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Financing Risks

The Company has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its equity shares. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the Property. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its Property, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Resale of Shares

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such volatility. There is no public market for the Company's Common Shares. An active public market for the Common Shares might not develop or be sustained after the Offering. The initial public offering price of the Common Shares has been determined by negotiations between the Company and representatives of the Agent and this price will not necessarily reflect the prevailing market price of the Common Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public offering price.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the British Columbia Business Corporations Act. Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

Participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;

No commissions or other extraordinary consideration will be paid to such directors and officers; and business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

Tax Issues

Income tax consequences in relation to the Units and the Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to subscribing for the Units.

Dividends

The Company does not anticipate paying any dividends on its Common Shares in the foreseeable future.

PROMOTERS

Harold Forzley and Craig Robson may be considered to be the Promoters of the Corporation in that they took the initiative in founding and organizing the business of the Corporation. See "Principal Shareholders" for a description of the number of Shares owned by the Promoters. See also "Executive Compensation" and "Directors and Officers".

Other than as disclosed in the Prospectus, no person who was a promoter of the Company since its incorporation on January 24, 2006:

1. received anything of value directly or indirectly from the Company;

2. sold or otherwise transferred any asset to the Company within the last 2 years;

3. has been a director, officer or promoter of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days or became 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 or receiver manager or trustee appointed to hold its assets;

4. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;

5. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or

6. has within the past 10 years 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 or receiver manager or trustee appointed to hold its assets.

LEGAL PROCEEDINGS

The Company is not a party to any legal proceedings and is not aware of any such proceedings in process or contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than fees paid to directors and officers of the Company (or entities controlled by them) as disclosed in the table below, no insider of the Company, director, or associate or affiliate of them, has any material interest, direct or indirect, in any transaction since incorporation or in any proposed transaction that has materially affected or will materially affect the Company. Fees paid to related parties from incorporation to February 28, 2006 are as follows:

Name	**Period From Incorporation to February 28, 2006**
Harold Forzley	$2,000.00
Craig Robson	$3,000.00
TOTAL	**$5,000.00**

Harold Forzley is a director, President and Chief Executive Officer of the Company. The figures above reflect compensation paid to Mr. Forzley for executive and management services provided by Mr.Forzley to the Company.

Craig Robson is a director and Executive Vice-President, Corporate Development of the Company. The figures above reflect compensation paid to Mr. Craig Robson for his services as Executive Vice-President, Corporate Development.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Company is not a related party or connected party to the Agent as such terms are utilized in the Securities Acts (Alberta and British Columbia)

RRSP ELIGIBILITY

In the opinion of Max Pinsky, Barrister and Solicitor, counsel to the Company, provided the Shares are listed on a prescribed stock exchange (which includes the Toronto Stock Exchange and Tiers 1 & 2 of the Exchange) the Shares and Warrant Shares will be qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder (the "Tax Act") for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans (collectively, "Plans").

AUDITORS

The auditors of the Company are Smythe Ratcliffe, Chartered Accountants, 7th Floor Marine Building 355 Burrard Street, Vancouver, B.C. V6C 2G8.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Company is Pacific Corporate Trust Company of 510 Burrard Street, Vancouver, B.C..

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company within two years prior to the date hereof which are currently in effect and considered to be currently material:

1. Property Purchase Agreement dated for reference February 1, 2006 between the Company and United Exploration Management Inc. referred to under "Narrative Description of the Business";

2. Office Services Agreement between the Company and United Resource Group Inc. dated February 6, 2006;

3. Agency Agreement between the Company and the Agent dated ?, 2006 referred to under "Plan of Distribution";

4. 2006 Stock Option Plan dated March 23, 2006 referred to under "Options to Purchase Securities"; and

5. Founders' Share Escrow Agreement by and among the Company, Pacific Corporate Trust Company and the Founders dated April 11, 2006 referred to under "Escrowed Shares".

A copy of any material contract and the Technical Report may be inspected during distribution of the Common Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Company's offices at Suite 1780 – 400 Burrard Street, Vancouver, B.C. V6C 3A6

LEGAL MATTERS

Certain legal matters related to the Offering have been passed upon on behalf of the Company by Max Pinsky, Barrister & Solicitor and on behalf of the Agent by Heenan Blaikie LLP.

EXPERTS

Income tax consequences to purchasers are not viewed as a material aspect of the Offering of the Common Shares hereunder. Subscribers should consult their own tax advisors for advice with respect to the income tax consequences associated with their acquisition of Common Shares under this Prospectus.

RELATIONSHIP BETWEEN THE COMPANY'S PROFESSIONAL PERSONS AND EXPERTS

There is no beneficial interest, direct or indirect, in any securities in excess of one percent of the Company's issued capital or property of the Company or of an associate or affiliate of the Company, held by a professional person as referred to in section 106(2) of the Rules under the *Securities Act* (British Columbia), a responsible solicitor or any partner of a responsible solicitor's firm or by any person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Prospectus or prepared or certified a report or valuation described or included in this Prospectus. No such person is or is expected to be elected, appointed or employed as a director or employee of the Company.

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia and Alberta 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 this 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 any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

We have read the prospectus of Pacific Cascade Minerals Inc. (the "Company") dated April 11, 2006 relating to an offering of up to 6,000,000 Units 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 to the directors of the Company on the balance sheet of the Company as at February 28, 2006 and the statements of operations and deficit and cash flows for the period from incorporation to February 28, 2006 which report is dated as of March 21, 2006 (except for note 10, which is as of April 5, 2006).

Vancouver, British Columbia

April 11, 2006

PACIFIC CASCADE MINERALS INC.

Financial Statements
February 28, 2006

SmytheRatcliffe.com

7th Floor, Marine Building

355 Burrard Street

Vancouver, B.C. V6C 2G8

SmytheRatcliffe
CHARTERED ACCOUNTANTS

facsimile: 604.688.4675

telephone: 604.687.1231

AUDITORS' REPORT

TO THE DIRECTORS OF PACIFIC CASCADE MINERALS INC.

We have audited the balance sheet of Pacific Cascade Minerals Inc. as at February 28, 2006 and the statements of operations and deficit and cash flows for the initial 36-day period then ended. 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 February 28, 2006 and the results of its operations and its cash flows for the initial 36-day period then ended in accordance with Canadian generally accepted accounting principles.

Chartered Accountants

Vancouver, British Columbia
March 21, 2006, except as to note 10
which is as of April 11, 2006

PACIFIC CASCADE MINERALS INC.
Balance Sheet (note 1)

		February 28, 2006
Assets		
Current		
Cash	$	242,708
Accounts receivable		7,868
		250,576
Resource Property (note 4)		166,878
	$	417,454
Liabilities		
Current		
Accounts payable and accrued liabilities	$	5,034
Shareholders' Equity		
Capital Stock (note 5)		435,600
Deficit		(23,180)
		412,420
	$	417,454

Commitment (note 9)

Approved on behalf of the Board:

_______________________ Director
Harold Forzley

_______________________ Director
Craig Robson

See notes to financial statements.

PACIFIC CASCADE MINERALS INC.
Statement of Operations and Deficit

	Initial 36-Day Period Ended February 28, 2006
Expenses	
Legal fees	$ 8,095
Accounting fees	7,500
Travel and entertainment	2,561
Management fees	2,000
General office	1,421
Consulting fees	800
Rent	675
Bank charges	128
Net Loss for Period and Deficit, End of Period	$ 23,180
Loss Per Share	$ (0.00)
Weighted Average Number of Shares Outstanding	8,561,028

See notes to financial statements.

PACIFIC CASCADE MINERALS INC.
Statement of Cash Flows

		Initial 36-Day Period Ended February 28, 2006
Operating Activities		
Net loss	$	(23,180)
Changes in Non-Cash Working Capital		
Accounts receivable		(7,868)
Accounts payable and accrued liabilities		5,034
		(2,834)
Cash Used in Operating Activities		(26,014)
Investing Activity		
Investment in resource property		(165,878)
Financing Activity		
Shares issued		434,600
Inflow of Cash and Cash, End of Period	$	242,708
Non-Cash Financing Activity		
Common shares issued for resource property	$	1,000

See notes to financial statements.

1. OPERATIONS AND GOING CONCERN

Pacific Cascade Minerals Inc. (the "Company") was incorporated under the Business Corporations Act of British Columbia on January 24, 2006 and is in the process of obtaining listing on the TSX Venture Exchange (the "TSX"). The Company is involved in the acquisition, exploration and development of mineral and energy properties. The recoverability of amounts shown for mineral property interests is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete their development and future profitable operations, or sale of the properties.

At February 28, 2006, the Company reported working capital of $245,542. The Company will require additional financing or outside participation to undertake further exploration and subsequent development of its mineral properties. The Company's ability to continue as a going-concern is dependent on continued financial support from its shareholders, the ability of the Company to raise equity financing, and the attainment of profitable operations, external financings and further share issuances to meet the Company's liabilities as they become payable.

These financial statements have been prepared on a going-concern basis, which assumes the realization of assets and discharge of liabilities in the normal course of business. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary, should the Company be unable to continue as a going-concern.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Stock-based compensation

The Company uses the fair value based method of accounting for employee stock options as required under the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3870, "*Stock-Based Compensation and Other Stock-Based Payments*". Under the fair value based method, compensation cost of a stock option is measured at fair value at the date of grant and is expensed over the vesting period of the stock option with a corresponding increase to contributed surplus. When the stock options are exercised, the proceeds, together with the amount recorded in contributed surplus, are recorded in capital stock.

(b) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, current income taxes are recognized for the estimated income taxes payable for the current period. Future income tax assets and liabilities are recognized for temporary differences between the tax and accounting basis of assets and liabilities as well as for the benefit of losses available to be carried forward to future years for tax purposes only if it is more likely than not that they can be realized.

(c) Loss per share

Loss per share computations are based on the weighted average number of common shares outstanding during the period. Shares held in escrow at period-end that are held based on a contingency other than the passage of time have not been included in the calculation of weighted average number of common shares outstanding.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Resource properties

Acquisition costs of resource properties, rights and options together with direct exploration and development expenditures thereon are deferred in the accounts on a property-by-property basis. The expenditures related to a property from which there is production, together with the costs of production equipment, will be depleted and depreciated using the unit-of-production method based upon the estimated proven reserves. When there is little prospect of further work on a property being carried out by the Company or when minerals cannot be economically removed due to the current market price of the minerals, the costs of the property will be charged to operations.

(e) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and would impact future results of operations and cash flows.

(f) Asset retirement obligation

Section 3110 of the CICA Handbook requires companies to recognize an estimate of the liability associated with an asset retirement obligation ("ARO") in the financial statements at the time the liability is incurred. The estimated fair value of the ARO is recorded as a long-term liability, with a corresponding increase in the carrying amount of the related asset. The capitalized amount is depleted on a unit-of-production basis over the life of the proved reserves. The liability amount is increased each reporting period due to the passage of time and the amount of accretion is charged to earnings in the period. The ARO can also increase or decrease due to changes in the estimates of timing of cash flows or changes in the original estimated undiscounted cost. Actual costs incurred upon settlement of the ARO are charged against the ARO to the extent of the liability recorded.

3. FINANCIAL INSTRUMENTS

(a) Fair value

The carrying values of cash, accounts receivable, and accounts payable and accrued liabilities approximate their fair values because of the short maturity of these financial instruments.

(b) Interest rate risk

The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary current assets and current liabilities.

(c) Credit risk

The Company is exposed to credit risk with respect to its cash; however, this is minimized as cash is placed with major financial institutions.

4. RESOURCE PROPERTY

(a) New Westminster Mining Division, British Columbia

On February 1, 2006, the Company entered into a purchase agreement (the "Agreement") with United Exploration Management Inc. ("UEM") to purchase eight unpatented lode mining claims (the "Property") located in the New Westminster Mining Division of British Columbia.

The option will be considered to have been exercised in full and the Company to have earned a 100% undivided beneficial right, title and interest in the Property, subject to a 2.5% net smelter return royalty granted to UEM when the Company:

(i) Has paid $300,878 in property payments:

(a) Paying $165,878 at acquisition (done);
(b) Paying $60,000 five business days following the completion of the Company's initial public offering ("IPO") and TSX listing; and
(c) Paying $75,000 six months after the completion of the Company's IPO and TSX listing.

(ii) Has issued 5,000,000 common shares to UEM as follows:

(a) 1,000,000 common shares valued at $0.001 per share on signing of the agreement (done) (see note 5(b)(iii));
(b) 2,000,000 common shares five business days following the completion of the Company's IPO and TSX listing; and
(c) 2,000,000 common shares upon the earliest of:

(i) sale of the Property by the Company;
(ii) takeover of control of the management of the Company; and
(iii) completion of a feasibility study in respect of all or a portion of the Property or any of the claims.

(iii) Has paid a finder's fee of $10,000 and 100,000 common shares to an unrelated party upon completion of the Company's IPO and TSX listing, subject to regulatory approval.

The Company has the right to buy back 1.5% of net smelter return royalties for $1,500,000 up to five years after commercial production.

(b) The investment in and expenditures on resource properties comprises a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the resource properties or from the proceeds of disposal.

5. CAPITAL STOCK

(a) Authorized
Unlimited number of common shares without par value
Unlimited number of Class A shares with a par value of $1 per share
Unlimited number of Class B shares with a par value of $5 per share

(b) Issued

	February 28, 2006		
	Number of Shares		Amount
Balance, beginning of period	0	$	0
Common shares issued during period			
Issued for cash	10,133,000		434,600
Issued for property	1,000,000		1,000
Balance, end of period	11,133,000	$	435,600

(i) On January 24, 2006, the Company issued 8,000,000 shares (see notes 6(a) and 10(b)) at a price of $0.001 per share for gross proceeds of $8,000;

(ii) On February 28, 2006, the Company completed one non-brokered private placement by issuing 2,133,000 common shares (subject to a four-month hold period from the date of IPO) at a price of $0.20 per share for gross proceeds of $426,600; and

(iii) On February 28, 2006, the Company issued 1,000,000 common shares valued at $0.001 per share to UEM on signing of the New Westminster Mining Division property agreement (see note 4(ii)(a)).

6. RELATED PARTY TRANSACTIONS

(a) During the period, Directors and Officers subscribed for 6,475,000 founder's shares at a price of $0.001 per share for gross proceeds of $6,475.

(b) During the period, the Company paid Directors $5,000 in legal and management fees. The Company also reimbursed Directors $4,352 for administrative and travel expenses.

All of the above transactions and balances are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

7. INCOME TAX LOSSES

The Company has operating losses of approximately $23,180 that may be carried forward to apply against future years' income for Canadian income tax purposes. The tax effect has not been recorded in the financial statements. These losses expire in 2016.

8. FUTURE INCOME TAXES

The components of the future income tax assets are as follows:

Future income tax assets		
Non-capital loss carry-forwards	$	7,909
Less: Valuation allowance		(7,909)
Net future income tax assets	$	0

The valuation allowance reflects the Company's estimate that the tax assets likely will not be realized.

9. COMMITMENT

On February 6, 2006, the Company entered into a month-to-month agreement whereby the Company pays $675 per month for rent in addition to shared office and administrative costs. Rent and shared office and administrative costs are subject to change based on quarterly reviews.

10. SUBSEQUENT EVENTS

(a) Subsequent to February 28, 2006, the Company is preparing a prospectus for listing its shares for trading on the TSX and issuing up to 6,000,000 units for $0.30 per unit for gross proceeds of $1,800,000. Each unit consists of one common share and one-half of one purchase warrant exercisable at $0.50 for an eight-month period following the date of the IPO. As compensation for managing the IPO, the Company will pay the agent a due diligence and administrative fee of $20,000, a 10% cash commission on gross proceeds of the offering, and options equal to 10% of the total number of units sold under the offering. Each option shall entitle the agent to purchase one unit at $0.30 per unit for a period of 18 months following the closing date of the offering.

(b) Effective on the date of filing with the BC Securities Commission of the preliminary prospectus relating to the IPO, the Company and the holders of 8,000,000 shares, acquired by the Company's principals as founders' shares, and issued at a price of $0.001 per share, will enter into an agreement whereby those shares will be held in escrow; 10% will be released on the date of listing on the TSX and 15% every six months thereafter.

10. SUBSEQUENT EVENTS (Continued)

(c) Effective on the date of filing with the BC Securities Commission of the preliminary prospectus relating to the IPO, the Company will adopt a stock option plan, which allows the Company to issue options to certain directors, officers, employees and consultants of the Company. Options issued under the plan shall not exceed 10% of shares issued and outstanding at the time of granting of the options (including options granted by the Company to date). Upon adoption of the plan, 1,350,000 options will be issued to directors and officers of the Company exercisable at $0.30 per share and expiring five years from the date the Company's common shares are listed for trading on the TSX.

CERTIFICATE OF THE COMPANY

Dated: **April 11, 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), by Part 9 of the *Securities Act* (Alberta) and their respective regulations.

"Harold Forzley"
HAROLD FORZLEY
President, Chief Executive Officer and Director

"Marc Tran"
MARC TRAN
Secretary and Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Craig Robson"
CRAIG ROBSON
Director

"Frank Marasco"
FRANK MARASCO
Director

PROMOTERS

"Harold Forzley"
HAROLD FORZLEY

"Craig Robson"
CRAIG ROBSON

CERTIFICATE OF THE AGENT

Dated: April 11, 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), by Part 9 of the *Securities Act* (Alberta) and their respective regulations.

LEEDE FINANCIAL MARKETS INC.

Per: *"J. Victor Taboika"*
J. Victor Taboika
Executive Vice President and Director