This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. These securities have not and will not be registered under the United States Securities Act of 1933, as amended, or the securities laws of any state of the United States of America, and may not be offered or sold in the United States unless registered under applicable securities laws or unless an exemption from such registration is available.

Initial Public Offering | Final Prospectus | Dated: September 27, 2006

GOLDEN PACIFIC CAPITAL CORPORATION

(a Capital Pool Company)
Suite 302 – 212 Forbes Avenue
North Vancouver, British Columbia V7M 3E5
Telephone: (604) 837-9551 Fax: (604) 893-2396
website: www.goldenpacificcapitalcorporation.com
email: info@goldenpacificcapitalcorporation.com

$200,000
1,000,000 **common shares**

PRICE: $0.20 PER COMMON SHARE

Golden Pacific Capital Corporation (the "Corporation") hereby offers (the "Offering") through its agent, Blackmont Capital Inc. (the "Agent"), 1,000,000 common shares (the "Common Shares") for sale to the public at a price of $0.20 per share. The purpose of the Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the "Exchange") and, if the proposed Qualifying Transaction is non-arm's length, receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 ("CPC Policy"). The Corporation is a Capital Pool Company ("CPC"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".

	Price to the Public	**Agent's Commission**[(2)]	**Proceeds to the Corporation**[(3)]
Per common share	$0.20	$0.02	$0.18
Total Offering[(1)(4)]	$200,000	$20,000	$180,000

Notes:

(1) A total of 1,000,000 Common Shares are offered hereunder, not including the 100,000 Common Shares underlying the Agent's Option (as defined herein) exercisable at a price of $0.20 per share and 100,000 Common Shares underlying the incentive stock options exercisable at a price of $0.20 per share to be granted to directors and officers of the Company. The Agent's Option and incentive stock options are qualified and distributed under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

(2) Blackmont Capital Inc. will act as Agent under the Offering. The Agent will receive a total commission of 10% of the gross proceeds of this Offering, or $20,000, being $0.02 per Share sold. In addition, the Agent will be granted an option to purchase up to 100,000 Common Shares which expires 24 months from the date the Company's common shares are listed for trading on the Exchange and which may be exercised at a price of $0.20 per common share ("Agent's Option"). The Company will reimburse the Agent for out-of-

pocket expenses incurred in connection with this Offering including legal fees estimated to be $10,000. See "Plan of Distribution". The Company will pay the Agent an administration fee of $10,000 plus G.S.T.

(3) Before deducting the costs of this issue, estimated at approximately $55,576, exclusive of the Agent's commission and pre-offering costs of $349.

(4) The latest date that the distribution is to remain open as may be permitted by securities legislation is the earlier of 90 days after the date of issuance of receipts for the final prospectus by the Executive Director of the British Columbia Securities Commission and the Executive Director of the Alberta Securities Commission and 12 months from the date of issuance of receipts for the preliminary prospectus by the Executive Director of the British Columbia Securities Commission and the Executive Director of the Alberta Securities Commission.

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to a minimum subscription of 1,000,000 Common Shares for total gross proceeds to the Corporation of $200,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement between the Corporation and the Agent. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will be granted a non-transferable option (the "Agent's Option"). The Agent's Option is qualified under this prospectus for distribution. In addition, and subject to regulatory approval, the Corporation intends to grant options to purchase 100,000 Common Shares under a directors', officers', employees' and key consultants' stock option program. See "Stock Options".

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

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

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

There is no market through which the Common Shares offered by this Prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues including deduction of selling and related expenses) per Common Share of approximately $0.053 or 26.5%. The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction approved by the Exchange, and if the proposed transaction is non-arm's length, the majority of the minority of the Corporation's shareholders; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. **Although the Corporation has commenced the process of identifying potential acquisitions, the Corporation has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic.** The Corporation has not entered into an Agreement in Principle, as hereafter defined. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Executive Director of the British Columbia Securities Commission may issue an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting of the Common Shares may result in the cancellation of all of the Common Shares of the Corporation owned by insiders issued prior to this offering. Investors must rely solely on the expertise of the Corporation's promoters, directors and officers for any possible return on their investment. The Corporation's promoters, directors, officers and control persons, and their associates and affiliates, as a group, beneficially own or control, directly or indirectly, 1,110,000 Common Shares, which represents 100% of the issued and outstanding Common Shares before giving effect to this Offering and approximately 52.6% of the issued and outstanding Common Shares after giving effect to this Offering. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "Dilution", "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Conflicts of Interest", and "**Risk Factors**".

No person is authorized by the Corporation to provide any information or to make any representations other than those contained in this prospectus in connection with the issue and sale of the securities offered pursuant to this prospectus. See "Plan of Distribution".

The Shares are offered subject to prior sale, if, as, and when issued and in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of Getz Prince Wells, Barristers and Solicitors, Vancouver, B.C. on behalf of the Corporation and by Anfield Sujir Kennedy & Durno, Barristers & Solicitors, Vancouver, B.C. on behalf of the Agent, of such legal matters for which approval has been specifically sought by the Corporation or the Agent. Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 20,000 ($4,000) of the total Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 40,000 ($8,000) of the total number of Common Shares offered under this prospectus. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates for the Shares evidencing the Common Shares in definitive form will be available for delivery on the date the Offering is closed.

Exclusive Agent for the Offering:

BLACKMONT CAPITAL INC.
Suite 500, 550 Burrard Street
Vancouver, BC V6C 2B5
Telephone: (604) 640-0400 **Fax:** (604) 640-0300

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GLOSSARY

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

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

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

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

A Company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

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

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the person or company,

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

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

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

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

but

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

"CPC" means a corporation:

(a) that has been incorporated or organized in a jurisdiction in Canada;

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

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

"CPC Policy" means TSX Venture Exchange Policy 2.4 – Capital Pool Companies, available for review at www.tsx.com/en/pdf/Policy2-4.pdf.

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

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

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

"Eligible Charitable Organization" means:

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

(b) a Registered National Arts Service Organization*.

"Exchange" means the TSX Venture Exchange Inc.

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

“Final Exchange Bulletin” means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all post-meeting documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

“Insider” if used in relation to an Issuer, means:

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

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

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

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

“Majority of the Minority Approval” means the approval of Non-Arm’s Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

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

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

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

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

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

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

“NEX” means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet Exchange TMR for Tier 2 issuers may continue to trade.

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

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

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

“Person” means a Company or individual.

“Principal” means:

(a) a person or company who acted as a promoter of the issuer within two years or their respective Associates or Affiliates, before the initial public offering ("IPO") prospectus or Exchange Bulletin confirming final acceptance of a transaction ("Final Exchange Bulletin");

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

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

(d) a **10% holder** – a person or company that

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

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

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

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

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

"**Pro Group**" means:

(a) subject to subparagraphs (b), (c) and (d) and (e) "Pro Group" shall include, either individually or as a group:

(i) the Member;

(ii) employees of the Member;

(iii) partners, officers and directors of the Member;

(iv) Affiliates of the Member; and

(v) Associates of any parties referred to in subparagraphs (i) through (iv);

(b) the Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;

(c) the Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member; and

(d) the Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:

(i) the Person is an affiliate or associate of the Member acting at arm's length of the Member;

(ii) the associate or affiliate has a separate corporate and reporting structure;

(iii) there are sufficient controls on information flowing between the Member and the associate or affiliate; and

(iv) the Member maintains a list of such excluded Persons.

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

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

"**Seed Shares**" means securities issued before an issuer's IPO, or by private Target Company before an RTO, COB or Qualifying Transaction, regardless of whether the securities are subject to Resale Restrictions or are free trading.

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

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

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

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

PROSPECTUS SUMMARY

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

CORPORATION:	The Corporation was incorporated in British Columbia on March 17, 2006 as Golden Pacific Capital Corporation.
BUSINESS OF THE CORPORATION:	The Corporation is a Capital Pool Company as defined in the CPC Policy. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Corporation".
OFFERING:	A total of 1,000,000 Common Shares are being offered under this prospectus at a price of $0.20 per Common Share. In addition, the Corporation will grant an option to the Agent to purchase up to 100,000 Common Shares at a price of $0.20 per share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange which option is qualified under this prospectus. The Corporation also intends to grant options to purchase 210,000 Common Shares to directors, officers, and technical consultants, all of which options are qualified for distribution under this prospectus.
DIRECTORS AND MANAGEMENT:	The Directors and Officers of the Corporation are as follows: *Mary P. Davies, – President, Chief Executive Officer, Chief Financial Officer and Director* Ms. Davies is a paralegal with the firm of Lang Michener LLP. *Shannon M. Ross, CA – Director* Ms. Ross is a Chartered Accountant working with a group of public companies. *Tracy Hansen – Director* Mrs. Hansen is the Corporate Secretary of Bell Resources Corporation and Grandcru Resources Corporation See "Management and Key Personnel" and "Directors, Officers and Promoters".
AGENT:	Blackmont Capital Inc. (the "Agent").
USE OF PROCEEDS:	The proceeds to the Corporation net of commissions will be $180,000. The net proceeds of this Offering after commissions and expenses, of approximately $144,424 will be used together with funds on-hand to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of 30% of the gross proceeds realized from the sale of all securities of the Corporation to a maximum of $210,000 may be used for purposes other than evaluating business or assets. Based on the gross proceeds to be raised by the Corporation, up to $93,300 (less the commissions for and the costs of the Offering) may be used by the Corporation for purposes other than evaluating business or assets.

ESCROWED SECURITIES:	All of the currently issued and outstanding Common Shares of the Corporation, being 1,110,000 Common Shares, will be deposited in escrow pursuant to the terms of an Escrow Agreement, as hereafter defined, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".
RISK FACTORS:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of approximately 26.5% or $0.053 per Common Share. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transactions. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

THE CORPORATION

Golden Pacific Capital Corporation was incorporated on March 17, 2006 under the British Columbia *Business Corporations Act* by the registration of its Notice of Articles and Articles. The Corporation is a Capital Pool Company company as defined in the CPC Policy (more particularly described below).

The head office and registered office of the Corporation is located at Suite #302 – 212 Forbes Avenue, North Vancouver, British Columbia V7M 3E5, telephone: (604) 837-9551, fax: (604) 893-2396, website, www.goldenpacificcapitalcorporation.com, email: info@www.goldenpacificcapitalcorporation.com.

The Corporation has no subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

Other than incorporation costs of $349 a $15,700 deposit paid to the Agent in respect of the Agent's fees and expenses, and $3,000 paid to the Corporation's auditors, the Corporation has not incurred any expenses to date. However, certain of the offering proceeds will be utilized to satisfy the obligations of the Corporation related to the present offering, including the expenses of its auditors, and the fees of the Exchange and the British Columbia and Alberta Securities Commissions and legal expenses. See "Use of Proceeds".

Proposed Operations Until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation has not identified a specific business sector for its Qualifying Transaction.

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

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

Method of Financing

The Corporation may use either cash, bank financing, the issuance of treasury shares or public financing of debt or equity, or a combination of the foregoing, for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares could result in a change in the control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.**

Criteria for a Qualifying Transaction

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

Shareholder Approval of a Qualifying Transaction

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

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

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

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

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

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

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

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

Potential Qualifying Transactions

There are no Qualifying Transactions currently being reviewed by the Corporation.

Minimum Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

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

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

Refusal of Qualifying Transaction

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

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

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

(i) a member firm of the Exchange;
(ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and
(iii) associates of any such person,

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be $200,000, which, together with $92,001 cash at June 30, 2006 ($111,000 proceeds from the sale of Discount Seed Shares less $349 in expenses, less $18,724 in prepaid expenses and recoverable GST, plus $74 in interest carried to date), provides a total of $292,001 available for expenditure had the Offering completed on that date. The balance of the Offering expenses (including commissions and net of prepaid expenses) are estimated at $55,576, leaving net proceeds to the Corporation of $236,425. Assuming the Corporation requires the maximum period of 24 months to identify a Qualifying Transaction, corporate and administrative expenses and legal, audit and other fees not related to the Qualifying Transaction are estimated to be $18,725 leaving the Corporation with $217,700 (excluding interest thereon) to identify and evaluate potential acquisitions and complete the Qualifying Transaction. The following indicates the principle uses to which the Corporation proposes to use the total funds available to it upon the completion of this Offering:

Cash proceeds raised prior to this Offering[(1)]	$111,000	
Expenses and costs relating to raising the pre-offering proceeds[(2)]	(275)	
Prepaid expenses and recoverable GST	(18,724)	
Cash on hand	92,001	
Cash proceeds to be raised pursuant to this Offering[(3)]	200,000	
Less: Commissions	(20,000)	
	180,000	
Estimated expenses and costs relating to the Offering (including listing, legal and audit fees and expenses)[(4)]	(35,576)	
Net Proceeds of the Offeringl	144,424	144,424
Estimated funds available (on completion of the Offering)		$236,425
Estimated funds available for identifying and evaluating assets or business proposals[(5)]		$217,700
Estimated general and administrative expenses until Completion of a Qualifying Transaction[(3)]		18,725
Total net proceeds:		**$236,425**

Notes:

(1) See "Prior Sales".

(2) Net of interest earned.

(3) In the event the Agent exercises the Agent's Option, or the directors, officers or technical consultants exercise their options, there will be available to the Corporation a maximum of an additional $62,000 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(4) Net of prepaid expenses and recoverable GST of $18,724

(5) This estimate assumes that it takes the corporation the full 24 months to identify and complete a Qualifying Transaction.

(6) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $217,700 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

(i) valuation or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

(viii) Agent's fees, cost and commissions,

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

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

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, nor more than 30% of the gross proceeds from the sale of all securities issued by the Corporation to a maximum of $210,000 will be used for purposes other than those described above. Based on the gross proceeds to be raised by the Corporation, up to $93,300 may be used by the Corporation for purposes other than those described above. For greater certainty, expenditures which are not included as “Permitted Uses of Funds”, listed above, include:

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

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

(c) administrative and general expenses of the Corporation, including:
- (i) office supplies, office rent and related utilities;
- (ii) printing costs (including the printing of this prospectus and share certificates);
- (iii) equipment leases; and
- (iv) fees for legal advice and audit expenses, other than those described above under “Permitted Use of Funds”.

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

Private Placements for Cash

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

Prohibited Payments to Non-Arm’s Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to an agency agreement (the "Agency Agreement") dated August 18, 2006, between the Corporation and Blackmont Capital Inc.(the "Agent"), the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 1,000,000 Common Shares as provided in this prospectus, at a price of $0.20 per Common Share, for gross proceeds of $200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of $20,000 (10%) of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay to the Agent an administration fee of $10,000 plus GST and will pay the Agent's legal fees and expenses, estimated at $10,000.

The Corporation has also agreed to grant to the Agent a non-transferable option to purchase 100,000 Common Shares at a price of $0.20 per share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. All of the Agent's Option is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Offering and Minimum Distribution

The total Offering is 1,000,000 Common Shares for total gross proceeds of $200,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 20,000 of the total Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4% or 40,000 of the total number of Common Shares under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of $200,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

The Offering will be made in accordance with the rules and policies of the Exchange which will be on or before the earlier of 90 days from the date of issue of the final receipt for this prospectus and 12 months from the date of issue by the British Columbia Securities Commission and the Alberta Securities Commission of the preliminary receipt for this prospectus. All subscription funds will be deposited with the Agent and if the total subscription is not raised, subscription funds will be returned to subscribers without interest or deduction. If the total subscription is raised, the Corporation will receive the net proceeds from the Offering within ten business days of completion of the Offering.

Other Securities To Be Distributed

The Corporation also proposes to grant options to purchase 210,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus.

Determination of Price

The distribution price of the 1,000,000 Common Shares offered hereunder was determined by negotiation between the CPC and the Agent.

Listing Application

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

In accordance with the Policies of the Exchange, trading in all securities of the Corporation, other than the initial distribution of the securities pursuant to this prospectus, is not permitted between the date of the receipt for the Corporation's preliminary prospectus and the time the securities are posted for trading on the Exchange, except with the prior written acceptance of the Exchange, the British Columbia Securities Commission and the Alberta Securities Commission.

Subscriptions by and Restrictions on the Agent

All subscriptions by any member of the Aggregate Pro Group are subject to the applicable client priority rules and the general rule of the CPC Policy that no purchaser can: (i) directly or indirectly purchase more than 2% of the total Common Shares offered under this Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Common Shares offered under this Offering. Any Common Shares issued to any member of the Aggregate Pro Group prior to the date of this prospectus will be held in escrow pursuant to the CPC Policy.

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

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

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of options to the directors and officers of the Corporation no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities regulatory authorities in the Provinces of British Columbia and Alberta and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Corporation has adopted a "rolling" stock option plan (the "Plan"), pursuant to which a maximum of 10% of the issued and outstanding Shares of the Corporation at the time an option is granted, less any outstanding stock options previously granted, will be reserved for issuance as options will be granted at the discretion of the Corporation's board of directors to eligible optionees (the "Optionees") under the Plan. While the Plan is in effect, there can never be more than 10% of the Corporation's issued and outstanding Shares reserved for issuance at any point in time. A maximum of 211,000 Common Shares may be issued under the Plan until completion of the Qualifying Transaction.

Until the Corporation completes its Qualifying Transaction and ceases to be a CPC, all Options granted under the Plan will be subject to the terms and conditions of Policy 2.4.

Eligible Optionees

Under the policies of the Exchange, to be eligible for the issuance of a stock option under the Plan an Optionee must either be a director, officer, employee, consultant or an employee of a company providing management or other services to the Corporation or a subsidiary at the time the option is granted.

Options may be granted only to an individual or to a non-individual that is wholly owned by individuals eligible for an option grant. If the option is granted to a non-individual, it must provide the Exchange with an undertaking that it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect, without the consent of the Exchange.

Material Terms of the Plan

The following is a summary of the material terms of the Plan:

a) all options granted under the Plan are non-assignable and non-transferable and for a period of up to 5 years;

b) for stock options granted to employees or service providers (inclusive of management company employees), the Corporation must ensure that the proposed Optionee is a bona fide employee or service provider (inclusive of management company employees), as the case may be, of the Corporation or any subsidiary;

c) if an Optionee ceases to be employed by the Corporation (other than as a result of termination with cause) or ceases to act as a director or officer of the Corporation or a subsidiary of the Corporation, any option held by such Optionee may be exercised within 90 days after the date of such Optionee ceases to be employed or ceases to act as an officer or director, or within 30 days if the Optionee is engaged in Investor Relations Activities (No options will be granted under the Plan to any person providing Investor Relations Activities until the Corporation ceases to be a CPC) ;

d) the minimum exercise price of an option granted under the Plan must not be less than the Discounted Market Price (as defined in the policies of the Exchange);

e) no Optionee can be granted an option or options to purchase more than 5% of the outstanding listed Common Shares of the Corporation in any one year period;

f) .no more than 2% of the issued shares of the Corporation can be granted to any one Consultant in any 12 month period; and

g) no more than 2% of the issued shares of the Corporation can be granted to an employee conducting investor relations activities in any 12 month period.

Options

On closing of the Offering the Corporation will have outstanding the following options to purchase common shares :

Name of Optionee	Number	Exercise Price	Expiry Date
Mary Davies	70,000	$0.20	5 years after the listing of the common shares on the Exchange.
Shannon Ross	70,000	$0.20	5 years after the listing of the common shares on the Exchange.
Tracy Hansen	70,000	$0.20	5 years after the listing of the common shares on the Exchange.
	210,000		

The options to purchase 210,000 Common Shares to be granted concurrently with closing of this Offering to directors and officers are (subject to regulatory approval) qualified for distribution pursuant to this prospectus.

There are no assurances that the options described above will be exercised in whole or in part.

Stock Option Terms

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to director, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance, will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 5 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Shares".

CAPITALIZATION

	Amount authorized or to be authorized	Amount outstanding as of June 30, 2006 (1)	Amount outstanding as of September 21, 2006	Amount outstanding if all Common Shares offered are sold(2)
Common Shares	Unlimited	1,110,000	1,110,000 (3)	2,110,000
Preferred Shares	Unlimited	None	None	None
Options	10% of the Corporations Issued and Outstanding Common Shares	None	None	210,000 (4)
Agent's Options	100,000	None	None	100,000 (5)

Notes:

(1) At June 30, 2006, the Corporation had not commenced actively searching for a business of merit.

(2) The proceeds after giving effect to the Offering and deducting expenses and the cost of issue is estimated to be $55,576 (see "Proceeds and Principal Purposes").

(3) As of the date hereof, the 1,110,000 issued and outstanding common shares of the Corporation are held in escrow in accordance with the CPC Policy. See "Escrowed Shares"

(4) These options will be granted to directors and officers of the Corporation concurrently with Closing of the Offering. See "Options to Purchase Securities".

(5) These options will be issued to the Agent concurrently with Closing of the Offering. See "Plan of Distribution".

Authorized and Issued Shares

The authorized capital of the Corporation consists of unlimited common shares without par value and unlimited preferred shares. As at June 30, 2006, there were 1,110,000 common shares and no preferred shares issued and outstanding. See "Prior Sales".

Fully Diluted Share Capital

	Number of Securities	Percentage of Total
(a) Issued as of June 30, 2006 (and September 21, 2006)(1)	1,110,000	45.6%
(b) Offered under the prospectus	1,000,000	41.5%
(c) Securities reserved for future issue	310,000(1)	12.9%
Total	2,420,000	100%

Notes:

(1) See "Prior Sales".

(2) The following shares of the Corporation are reserved for future issuance: 100,000 common shares on exercise of the Agent's Warrant and 210,000 common shares on exercise of stock options.

Agent's Option

The Corporation will grant to the Agent, upon completion of this Offering, a non-transferable warrant to purchase up to 100,000 common shares at a price of $0.20 per common share which may be exercised for a period of 24 months following the date of listing of the Corporation's common shares on the Exchange. A total of fifty (50%) percent of the common shares held pursuant to the exercise of the Agent's Option may be sold by the Agent prior to completion of a Qualifying Transaction by the Corporation. The remaining fifty (50%) percent may only be sold after completion of a Qualifying Transaction. The Agent's Option is qualified for distribution under this prospectus. See "Plan of Distribution".

PRIOR SALES

Since the date of incorporation of the Corporation, 1,110,000 common shares of the Corporation have been issued as follows:

Date	Number of Common Shares	Issue Price per Common Share	Aggregate Issue Price	Nature of Consideration Received
March 17, 2006	1	$0.10	$0.10	Cash
May 31, 2006	1,109,999	$0.10	$110,999.90	Cash

Notes:

(1) All of these shares are escrowed. See "Escrowed Shares".

ESCROWED SHARES

Securities Escrowed Prior to Completion of the Qualifying Transaction

All of the 1,110,000 Common Shares issued prior to this Offering at a price below the $0.20 per Common Share, all Common Shares that may be acquired by Non-Arm's Length Parties of the Corporation, either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Pacific Corporate Trust Company under an Escrow Agreement dated September 27, 2006 (the "Escrow Agreement").

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

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

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

Name and Municipality of Residence of Shareholder	No. of Common Shares	No. of Common Shares held in Escrow	Percentage Prior to Offering	Percentage After Offering[1]
0741943 B.C. Ltd.[2][3] North Vancouver	1,000,000	1,000,000	90.1%	47.4%
Shannon Ross Burnaby	50,000	50,000	4.5%	2.4%
Tracy Hansen Maple Ridge	60,000	60,000	5.4%	2.8%
Total	1,110,000	1,110,000	100%	52.6%

Note:

(1) On closing of the offering the percentage of the Corporation's shares held by each of the escrow shareholders on a fully diluted basis is as follows: 0741943 B.C. Ltd. (1,070,000 shares; 44.4%), Shannon Ross (120,000 shares; 5.0%) and Tracy Hansen (130,000; 5.4%).

(2) 0741943 BC Ltd. is beneficially owned by Mary Davies, a director and officer of the Corporation. In accordance with the CPC Policy, Ms. Davies will execute and deliver to the Exchange an undertaking that she will not transfer any shares of 0741943 B.C. Ltd. until the Corporation ceases to be a CPC.

(3) In accordance with the CPC Policy, 0741943 B.C. Ltd. may not carry out any transactions that would result in a change of control without the consent of the Exchange, and execute and deliver an undertaking to the Exchange, that, to the extent reasonably possible, it will not permit or authorize securities to be issued or transferred, if such issuance or transfer could reasonably result in change of control. .

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

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement each Non-Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the Offering price under this prospectus has irrevocably authorized and directed Pacific Corporate Trust Company to immediately:

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

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

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

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

Escrowed Securities on Qualifying Transaction

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

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

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

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

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

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

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

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence	Type of Ownership	No. of Common Shares Owned Prior to the Offering	No. of Common Shares Owned After the Offering	Percentage Prior to Offering	Percentage After Offering
0719413 BC Ltd.[1] North Vancouver, BC	Direct	1,000,000	1,000,000[1]	90.1%	47.4%
Shannon Ross Burnaby, BC	Direct	50,000	50,000[1]	4.5%	2.4%
Tracy Hansen Maple Ridge, BC	Direct	60,000	60,000[1]	5.4%	2.8%
		1,110,000	1,110,000	100%	52.6%

(1) 0741943 BC Ltd. is beneficially owned by Mary Davies, a director and officer of the Corporation.
(2) Assumes not Common Shares acquired pursuant to the Offering and no exercise of stock options.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation, Security Holding and Involvement with Other Report Issuers

The following are the names, ages and municipalities of residence of the directors,officers and promoters of the Corporation, their positions and offices with the Corporation, their principal occupations during the past five years and the number and percentage of Common Shares of the Corporation beneficially held or over which direction or control is exercised by each of them as of June 30, 2006. See also "Management and Key Personnel".

Name, Age and Municipality of Residence	Position Held	Principal Occupation(1)	Number of Securities of the Corporation Held (% of class)					
			Common Shares Before Offering	(% of class)	Common Shares After Offering	(% of class)	Options	(% of class)
Mary Davies, 48 North Vancouver	President, CEO, CFO and Director	Paralegal	1,000,000(1)	90.1%	1,000,000	47.4%	70,000	33.33%
Shannon Ross, 54 Burnaby	Director	CA	50,000	4.5%	50,000	2.4%	70,000	33.33%
Tracy Hansen, 35 Maple Ridge	Director	Paralegal	60,000	5.4%	60,000	2.8%	70,000	33.33%
TOTAL SECURITIES			1,110,000	100%	1,110,000	52.6%	210,000	100%

Notes:

(1) See “Management and Key Personnel” for additional information regarding the principal occupations of the Corporation’s directors and officers.

(2) Mary Davies, Shannon Ross and Tracy Hansen are members of the audit committee.

(3) No principal of the Corporation is an associate or affiliate of any other principal, and there are no voting trust arrangements in place between the principals.

Management and Key Personnel

The following is a brief description of the management and key personnel of the Corporation:

Mary Davies – President, CEO, CFO and Director

Ms. Davies has been a securities paralegal with Lang Michener LLP since 1991. Ms. Davies was a founding director of Caliente Capital Corp., a CPC formed in October 1999. Caliente completed its qualifying transaction, the acquisition of Webtech Wireless Inc., in March 2003 . Ms. Davies was also a founding director of Arrabbiata Capital Corp., a CPC company listed on the TSXV in August, 2003. Ms. Davies was involved in evaluating proposed qualifying transactions for Arrabbiata, and in its negotiations with respect to its proposed transaction with Biosign Technologies Inc., and assisted with transition of Arrabbiatato the NEX board when the transaction did not proceed. Ms. Davies brings both business and paralegal skills to the board of the Corporation. She received her Graduate Diploma in Management from Athabasca University in June 2004 and will complete her Masters of Business Administration from Athabasca University in September 2006.

Ms. Davies is now or has been in the last five years a director or officer of two public companies or reporting issuers. Ms. Davies will devote approximately 33% of her time to the business of the Corporation.

Shannon Ross – Director

Shannon Ross brings more than 25 years of accounting and financial management experience to the Corporation.. She has been the chief financial officer and secretary for LMC Management Services Ltd. since January 2000. She began her career in public practice, moved to the mining industry as an internal auditor for Cominco Ltd., and then served as controller for Hunter Dickinson Inc. (July 1991-January

1999) and Dia Met Minerals Ltd. (January 1999-July 1999) before joining LMC Management Services Ltd. She was the CFO for Northern Orion Resources Inc. from 2001 to 2004. Ms. Ross holds a Bachelor of Commerce degree and is a registered Chartered Accountant.

Ms. Ross is currently a director and/or officer of the following publicly traded companies: Arrabbiata Capital Corp., Director, CFO and Secretary, August 2003 to present; CFO and Secretary, January 2000 to present for Cream Minerals Ltd., Emgold Mining Corporation, ValGold Resources Ltd and Sultan Minerals Inc. She is also a director of the Canadian Small Cap Resource Fund 2006 No. 1 Limited Partnership and the Canadian Small Cap Resource Fund 2005 Limited Partnership.

Ms. Ross is now or has been in the last five years a director or officer of 11 public companies or reporting issuers. Ms. Ross will devote approximately 10% of her time to the business of the Corporation.

Tracy Hansen – Director

Ms. Hansen has been a securities paralegal since 1997, most recently with Gordon J. Fretwell Law Corp. (since May 2005) and prior to that with VRB Power Systems Inc. (February 2004-May 2005) and Gordon J. Fretwell Law Corp. (November 1999-February 2004).

Ms. Hansen is currently a director and/or officer of the following publicly traded companies: Bell Resources Corporation, Director since June 2002 and Corporate Secretary since March 2006; Grandcru Resources Corp, Director December 2002 to July 2004 and Corporate Secretary since March 2006; Icon Industries Limited, Corporate Secretary since July 2000 and Tri-Gold Resources Corp., Corporate Secretary since June 2005.

Ms. Hansen is now or has been in the last five years a director or officer of five public companies or reporting issuers. Ms. Hansen will devote approximately 33% of her time to the business of the Corporation.

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

Given its modest size, the Corporation does not have an executive committee of its directors or any other committee except the audit committee.

Prior to the completion of the Offering, the directors and officers of the Corporation collectively hold 1,110,000 or 100% of the Common Shares. Following the completion of the Offering, the directors and officers of the Corporation will collectively hold 1,110,000 or 52.6% of the Common Shares on a non-diluted basis and 1,320,000 or 54.8% of the Common Shares on a diluted basis.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name or Exchange or Market	Position	From	To
Mary Davies	Arrabbiata Capital Corp.	TSX Venture	Director	August 2003	April 2006
		NEX	Director	April 2006	Present

Name	Name of Reporting Issuer	Name or Exchange or Market	Position	From	To
	Caliente Capital Corp. (now Webtech Wireless Inc.)	TSX Venture	Director	October 1999	March 2003
Shannon Ross	Arrabbiata Capital Corp.	TSX Venture	CFO, Secretary and Director	August 2003	April 2006
		NEX	CFO, Secretary and Director	April 2006	Present
	Sultan Minerals Inc.	TSX Venture	CFO and Secretary	January 2000	Present
	Cream Minerals Ltd.	TSX Venture	CFO and Secretary	January 2000	Present
	Emgold Mining Corporation	TSX Venture	CFO and Secretary	January 2000	Present
	ValGold Resources Ltd.	TSX Venture	CFO and Secretary	January 2000	Present
	Quartz Mountain Resources Ltd.	TSX Venture and Pink Sheets	Vice President Corporate Affairs	January 1990	January 2005
			Corporate Secretary	January 1998	January 2005
			Director	January 1995	January 2005
	Northern Orion Resources Inc.	TSX	CFO	June 2001	May 2004
	Caliente Capital Corp.	TSX Venture	CFO, Secretary and Director	October 1999	March 2003
	Canadian Small Cap Resource Fund 2004 Limited Partnership	Does not trade	Director	2004	March 2006
	Canadian Small Cap Resource Fund 2005 No. 1 Limited Partnership	Does not trade	Director	2005	Present
	Canadian Small Cap Resource Fund 2006 No. 1 Limited Partnership	Does not trade	Director	2006	Present
Tracy Hansen	Bell Resources Corporation	TSX Venture	Director	June 2002	Present
			Corporate Secretary	March 2006	Present
	Grandcru Resources Corporation	TSX Venture	Director	December 2002	July 2004
			Corporate Secretary	March 2006	Present
	Icon Industries Limited	TSX Venture	Corporate Secretary	July 2000	Present
	Tri-Gold Resources Corp.	TSX Venture	Corporate Secretary	June 2005	Present
	Merit Industries Inc.	TSX Venture	Corporate Secretary	April 1999	September 2001

Corporate Cease Trade Orders or Bankruptcies

No director, officer, insider or promoter of the Corporation or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within the ten years prior to the date of this prospectus has been, a director, officer or promoter, of any company that, while that person was acting in that capacity was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days or became bankrupt made a proposal under any regulation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that company.

Penalties or Sanctions

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

Personal Bankruptcies

No director, officer, insider or promoter of the Corporation, or a personal holding company of any such persons, has, within the ten years prior to the date of this prospectus, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

There are no known conflicts of interest involving the directors.

There may in future arise conflicts of interest to which some or all of the directors, officers, insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation because some of the directors, officers, insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where some or all of the directors, officers, insiders and promoters will be or will be perceived to be in competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia) and pursuant to common law.

EXECUTIVE COMPENSATION

Remuneration

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

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

(i) salaries;

(ii) consulting fees;

(iii) management contract fees or directors' fees;

(iv) finders fees;

(v) loans, advances, bonuses; and

(vi) deposits and similar payments.

However, the Corporation may reimburse Non-Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursement"), which reimbursements, since incorporation, are nil. No reimbursements may be made for any payment made to lease or buy a vehicle for an insider.

The directors and officers of the Corporation will be granted stock options as part of their compensation.

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers. However, no payment other than the Permitted Reimbursements, will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 26.5% or $0.053 per Common Share on the basis of there being 2,110,000 Common Shares issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as follows:

$$\$0.20 - \frac{\$111{,}000 + \$200{,}000}{1{,}110{,}000 + 1{,}000{,}000} = \$0.053$$

RISK FACTORS

INVESTMENTS IN SMALL BUSINESSES INVOLVE A HIGH DEGREE OF RISK AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.

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

Investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development.

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

Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 26.5% or $0.053 per Common Share.

There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares.

Until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions.

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

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

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

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

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

Trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required.

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

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

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

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

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

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

LEGAL PROCEEDINGS

Legal Proceedings

There are no actual or pending legal proceedings material to the Corporation to which the Corporation is a party, or known to the Corporation to be anticipated, or to which any of its assets are subject.

RELATIONSHIP BETWEEN CPC AND AGENT

Relationship Between CPC and Agent

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

RELATIONSHIP BETWEEN CPC AND PROFESSIONAL PERSONS

Relationship Between CPC and Professional Persons

No beneficial interest, direct or indirect, in any securities or properties of the CPC or of an associate or affiliate of the CPC, held by a professional person, a responsible solicitor or any partner of a responsible solicitor's firm.

No professional person, nor the responsible solicitor or any partner of the responsible solicitor's firm is, or is expected to be elected, appointed or employed as a director, senior officer or employee of the CPC or of an associate or affiliate of the CPC, or a promoter of the CPC or of an associate or affiliate of the CPC.

In this section, "professional person" means a person whose profession gives authority to a statement made by the person in the person's professional capacity and includes a barrister and solicitor, a public accountant, an appraiser, an auditor, an engineer and a geologist.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Corporation's auditor is Morgan & Company, Chartered Accountants, 1488- 700 West Georgia Street, Vancouver, BC V7Y 1A1.

Transfer Agent and Registrar

The registrar and transfer agent of the Corporation is Pacific Corporate Trust Company, 3rd Floor - 510 Burrard Street, Vancouver, BC V6C 3B9

MATERIAL CONTRACTS

Material Contracts

The Corporation has not entered into any material contracts since its incorporation except as follows:

1. Agency Agreement dated August 18, 2006, with Blackmont Capital Inc. See "Plan of Distribution".

2. Stock Option Plan dated September 27, 2006.

3. Escrow Agreement dated September 27, 2006, among the Corporation, Mary Davies, Shannon Ross and Tracy Hansen and Pacific Corporate Trust Company. See "Share Capital - Escrowed Shares".

4. Registrar and Transfer Agency Agreement dated August 17, 2006, between the Corporation and Pacific Corporate Trust Company.

Inspection of Material Contracts

The above contracts may be inspected at the office of the Corporation's solicitor at 1810 – 1111 West Georgia Street, Vancouver, British Columbia, V6E 4M3, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days after completion of the distribution.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities proposed to be offered which have not been disclosed elsewhere in this prospectus that are necessary in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RECISSION

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

FINANCIAL STATEMENTS

Audited financial statements for the Corporation for the period from inception to June 30, 2006 attached to this prospectus.

MORGAN
& COMPANY
CHARTERED ACCOUNTANTS

AUDITORS' CONSENT

We have read the prospectus of Golden Pacific Capital Corporation (the "Corporation"), dated September 27, 2006, relating to an offering of 1,000,000 common shares of the Corporation. We have complied with Canadian generally accepted standards for an auditors' involvement with offering documents.

We consent to the use in the above mentioned prospectus of our report to the directors of the Corporation on the balance sheet of the Corporation as at June 30, 2006, and the statement of loss and deficit, and cash flows for the period from incorporation on March 17, 2006 to June 30, 2006. Our report is dated July 10, 2006 except for Note 5, which is dated September 27, 2006.

Morgan & Company

Vancouver, Canada

September 27, 2006

Chartered Accountants

Tel: (604) 687-5841
Fax: (604) 687-0075
www.morgan-cas.com

MEMBER OF
ihi

P.O. Box 10007 Pacific Centre
Suite 1488 - 700 West Georgia Street
Vancouver, B.C. V7Y 1A1

GOLDEN PACIFIC CAPITAL CORP.
(A Capital Pool Company)

FINANCIAL STATEMENTS

JUNE 30, 2006
(Expressed in Canadian Dollars)

MORGAN & COMPANY
CHARTERED ACCOUNTANTS

AUDITORS' REPORT

To the Directors of
Golden Pacific Capital Corporation
(A Capital Pool Company)

We have audited the balance sheet of Golden Pacific Capital Corporation (a capital pool company) as at June 30, 2006, and the statements of loss and deficit, and cash flows for the period from March 17, 2006 (date of incorporation) to June 30, 2006. 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 June 30, 2006, and the results of its operations and its cash flows for the period from March 17, 2006 (date of incorporation) to June 30, 2006, in accordance with Canadian generally accepted accounting principles.

Morgan & Company

Vancouver, Canada

Chartered Accountants

July 10, 2006, except as to Note 5
which is as of September 27, 2006

Tel: (604) 687-5841
Fax: (604) 687-0075
www.morgan-cas.com

MEMBER OF jhi

P.O. Box 10007 Pacific Centre
Suite 1488 - 700 West Georgia Street
Vancouver, B.C. V7Y 1A1

GOLDEN PACIFIC CAPITAL CORPORATION
(A Capital Pool Company)

BALANCE SHEET

JUNE 30, 2006
(Expressed in Canadian Dollars)

ASSETS	
Current	
Cash (Note 3)	$ 92,001
Goods and services tax recoverable	724
Prepaid expenses	3,000
	95,725
Deferred Share Issue Costs	15,000
	$ 110,725
SHAREHOLDERS' EQUITY	
Share Capital (Note 4)	$ 111,000
Deficit	(275)
	110,725
	$ 110,725

Approved on Behalf of the Board:

"Mary P. Davies"
Director

"Shannon M. Ross"
Director

The accompanying notes are an integral part of these financial statements.

GOLDEN PACIFIC CAPITAL CORPORATION
(A Capital Pool Company)

STATEMENT OF LOSS AND DEFICIT

PERIOD FROM INCORPORATION MARCH 17, 2006 TO JUNE 30, 2006
(Expressed in Canadian Dollars)

Revenue	$ -
Expenses	
Office and sundry	349
Loss Before Other Item	(349)
Other Item	
Interest income	74
Net Loss For The Period	(275)
Deficit, Beginning Of Period	-
Deficit, End Of Period	$ (275)
Loss Per Common Share	$ (0.00)
Weighted Average Number Of Common Shares Outstanding	317,143

The accompanying notes are an integral part of these financial statements.

GOLDEN PACIFIC CAPITAL CORPORATION
(A Capital Pool Company)

STATEMENT OF CASH FLOWS

PERIOD FROM INCORPORATION, MARCH 17, 2006, TO JUNE 30, 2006
(Expressed in Canadian Dollars)

Cash Provided By (Used For):	
Operating Activities	
Loss for the period	$ (275)
Changes in non-cash working capital items:	
Goods and Services Tax	(724)
Prepaid expenses	(3,000)
	(3,999)
Financing Activities	
Common shares issued	111,000
Deferred share issue costs	(15,000)
	96,000
Increase In Cash During The Period	92,001
Cash, Beginning Of Period	-
Cash, End Of Period	$ 92,001

The accompanying notes are an integral part of these financial statements.

1. NATURE OF OPERATIONS

Golden Pacific Capital Corp. was incorporated on March 17, 2006 under the laws of the Province of British Columbia and is classified as a Capital Pool Company as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4. The principal business of the Company is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified, to negotiate an acquisition or participation within 24 months of listing on the Exchange ("Qualifying Transaction").

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

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

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these financial statements:

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 amounts recorded in the financial statements. Actual results could differ from these estimates.

Stock-Based Compensation

The Company uses the fair value method for valuing stock option grants. Compensation costs attributable to share options granted are measured at fair value at the grant date and are expensed over vesting periods with a corresponding increase to contributed surplus. Upon exercise of the stock options, consideration paid by the option holder, together with the amount previously recognized in contributed surplus, is recorded as an increase to share capital.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Deferred Share Issue Costs

Deferred share issue costs will be applied against share capital upon closing of the proposed public offering, or expensed if the offering is unsuccessful.

Loss Per Common Share

Loss per common share has been determined by dividing net loss by the weighted average number of common shares outstanding during the reporting period. Since the Company's stock options are anti-dilutive, fully diluted loss is equivalent to basic loss per common share.

Financial Instruments

The carrying amounts of the Company's financial instruments represented by cash, and Goods and Services Tax recoverable, approximate fair value due to their current nature.

3. CASH

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

4. SHARE CAPITAL

a) Authorized

Unlimited number of voting common shares, without par value
Unlimited number of preferred shares, without par value

b) Issued and Outstanding

	NUMBER OF SHARES	AMOUNT
Balance, June 30, 2006	1,110,000	$ 111,000

4. **SHARE CAPITAL** (Continued)

b) Issued and Outstanding (Continued)

i) On May 31, 2006, the Company issued 1,110,000 shares of common stock at $0.10 per share for gross proceeds of $111,000.

c) Escrow Shares

According to Exchange policies, all of the Company's issued shares will be held in escrow and will be released over a period of three years from acceptance of the Company's Qualifying Transaction.

d) Share Purchase Options

Upon completion of the offering referred to in Note 5, the Company intends to grant options to directors to purchase a total of 210,000 common shares at $0.20 per share. The options will be exercisable for a period of up to five years following the date of obtaining a listing on the Exchange.

5. **SUBSEQUENT EVENT**

By an agency agreement, dated August 18, 2006, the Company intends to offer the public, by an offering, pursuant to a prospectus, dated September 27, 2006, of up to 1,000,000 common shares at $0.20 per share (the "Public Offering"). The cost of the issue, including the agent's commission of $20,000, is estimated to be $55,576. The total subscription must be raised within 90 days of the date of the receipt of the final prospectus relating to the offering, otherwise all funds collected under subscriptions will be returned and the offering cancelled. In connection with this offering, the agent will be granted a non-transferable option to purchase up to 100,000 common shares at a price of $0.20 per share for a period of twenty-four months from the date the Company's common shares are listed for trading on the Exchange.

CERTIFICATES

Certificate of the Corporation

Dated: September 27, 2006

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

" Mary Davies " (signed)
Mary Davies
Chief Executive Officer, President and Chief Financial Officer

ON BEHALF OF THE BOARD

" Tracy Hansen " (signed)	" Shannon Ross " ("signed")
Tracy Hansen	Shannon Ross
Director	Director

Certificate of the Agent

Dated: September 27, 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 by Part 9 of the *Securities Act* (British Columbia) and Part 9 of the *Securities Act* (Alberta) and the regulations thereunder.

Blackmont Capital Inc.

Per: " Dan Gosselin " (signed)
Dan Gosselin

ACKNOWLEDGEMENT – PERSONAL INFORMATION

"Personal Information" means any information about an identifiable individual, and includes the information contained in any Items in the attached prospectus that are analogous to Items 4.2, 6.7, 11.1, 13.1, 14, 15 and 21 of Form 3A of the Exchange's Corporate Finance Manual, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

(a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to the prospectus; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described on Appendix 6B or as otherwise identified by the Exchange, from time to time.

Dated at Vancouver, British Columbia this 27th day of September, 2006

Golden Pacific Capital Corporation

Per:

"Mary Davies"
Mary Davies, President, Chief Executive Officer
and Chief Financial Officer