No securities regulatory authority has expressed an opinion about the securities referred to herein and it is an offence to claim otherwise

Non-Offering Prospectus May 9, 2007

CLAIM POST RESOURCES INC.

No securities are being offered or sold pursuant to this prospectus (the "**Prospectus**"). This Prospectus is being filed in order to enable Claim Post Resources Inc. (the "**Corporation**") to become a reporting issuer pursuant to applicable securities legislation in the provinces of British Columbia, Alberta and Ontario (the "**Qualifying Jurisdictions**"). Since no securities are being sold pursuant to this Prospectus, no proceeds will be raised. All expenses in connection with the preparation and filing of this Prospectus will be paid by the Corporation from its general funds.

The Corporation intends to apply for listing of the Common Shares of the Corporation on the TSX Venture Exchange. Listing on the TSX Venture Exchange is subject to the Corporation fulfilling all TSX Venture Exchange listing requirements and conditions.

The securities of the Corporation should be considered highly speculative due to the nature of the Corporation's business and its formative stage of development. THERE IS CURRENTLY NO MARKET THROUGH WHICH ANY OF THE SECURITIES OF THE CORPORATION, INCLUDING ITS COMMON SHARES, MAY BE SOLD. Furthermore, there is no assurance that the Corporation will be able to list its securities for trading on any exchange

Investments in junior mining exploration and development companies involve a significant degree of risk. The degree of risk increases substantially where the issuer's properties are in the exploration as opposed to the development stage. All of the properties in which the Corporation has or may acquire an interest are in the pre-exploration or exploration and development stage and are without a known body of commercial ore. The Corporation's proposed exploration programs are for exploratory searches for ore. See "Risk Factors".

No underwriter has been involved in the preparation of the Prospectus or performed any review of the contents of this Prospectus. No person is authorized by the Corporation to provide any information or to make any representation other than those contained in this Prospectus with respect to the Corporation or the securities of the Corporation.

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GLOSSARY OF NON-TECHNICAL TERMS

In this Prospectus, the terms and phrases set forth below are intended to have the following meanings:

Board or Board of Directors	means the board of directors of the Corporation as constituted from time to time.
Business Day	means a day which is not a Saturday, Sunday or statutory holiday in the City of Toronto, Canada.
Common Share	means a common share in the capital of the Corporation.
Corporation	means Claim Post Resources Inc.
CRA	means the Canada Revenue Agency.
Kamiskotia Project	means the Corporation's mineral exploration project in respect of the Mining Claims.
Kamiskotia Purchase Agreement	means the agreement among the Corporation and Charles Gryba, Hermann Daxl and Patrick Gryba, dated effective November 30, 2005, as amended pursuant to which the Corporation has acquired a 100% interest in the Mining Claims.
Kamiskotia Report	means the "Kamiskotia Property Report" dated August 4, 2006, as amended on February 22, 2007 prepared in accordance with NI 43-101 by D. George Cargill, Ph.D., P. Eng.
Listing Date	means the date on which the Common Shares are listed and posted for trading on the Exchange.
Mining Claims	means, collectively, the patented and unpatented mining claims acquired by the Corporation from Charles Gryba, Hermann Daxl and Patrick Gryba pursuant to the Kamiskotia Purchase Agreement and which are located in Robb, Godfrey, Turnbull and Jamieson , Cote and Massey Townships, Ontario, Canada.
National Instrument 43-101 or NI-43-101	means National Instrument 43–101 - Standards of Disclosure for Mineral Projects established by the Canadian Securities Administrators.
OBCA	means the *Ontario Business Corporations Act*, together with any and all regulations thereto, as amended from time to time.
Qualifying Provinces	means British Columbia, Alberta and Ontario.
Securities Regulators	means, collectively, the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.
Tax Act	means the *Income Tax Act* (Canada), together with any and all regulations thereto, as amended from time to time.
TSXV	means the TSX Venture Exchange.

Transfer Agency and Registrarship Agreement	means the transfer agency and registrarship agreement dated January 29, 2007 between the Corporation and Equity Transfer Services Inc., appointing Equity Transfer Services Inc. as transfer agent and registrar of the Corporation.
United States	means the United States of America, its territories and possessions, any state of the United States, and the District of Columbia.
U.S. Securities Act	means the *United States Securities Act of 1933*, as amended.

GLOSSARY OF TECHNICAL TERMS

In this Prospectus, the technical terms, phrases and abbreviations set forth below have the following meanings:

Ag	means silver.
As	means arsenic.
assay	means an analysis to determine the presence, absence or concentration of one or more elemental components.
assemblage	a group of related rock types that together define a specific depositional environment.
Au	means gold.
base metal	means, generally, non-ferrous, non-precious metal, including copper, lead and zinc.
belt	means a group of related rocks that define a specific regional domain generally continuous over many kilometres.
core	means a cylindrical rock sample produced by drilling with hollow tubes.
core drilling	means the act of collecting subsurface rock samples by utilizing hollow tube drilling.
Cu	means copper.
deposit	means a mineralized body that has been physically delineated by sufficient drilling, trenching and/or underground work, and found to contain a sufficient average grade of metal or metals to warrant further exploration and/or development expenditures; such a deposit does not qualify as a commercially mineable ore body or as containing mineral reserves, until final legal, technical and economic factors have been resolved.
diamond drill	means a machine designed to rotate under pressure, using an annular diamond studded cutting tool to produce a more or less continuous sample of the material that is drilled.

feasibility study	means a comprehensive study of a mineral deposit in which all geological, engineering, legal, operating, economic, social, environmental and other relevant factors are considered in sufficient detail such that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production.
footwall	means the underlying side of an orebody or stope.
g/t	means grams per tonne.
geochemical	means prospecting techniques which measure the content of specified metals in soils and rocks for the purpose of defining anomalies for further testing.
geophysical	means prospecting techniques which measure the physical properties (magnetism, conductivity, density, etc.) of rocks and define anomalies for further testing.
grade	means relative quantity or the percentage of mineral or metal content in an a body of mineralized material.
granite	means a common igneous coarse grained rock composed of various amounts of quartz and feldspar with minor accessory minerals.
hosted	means contained within.
km	means kilometres.
km^2	means square kilometres.
lb	means pounds.
m	means metres.
metallurgical	means the physical properties of metals as affected by composition, mechanical working and heat treatment.
mineralization	means a natural aggregate of one or more minerals, which has not been delineated to the extent that sufficient average grade or dimensions can be reasonably estimated or called a "deposit" or "ore". Further exploration or development expenditures may or may not be warranted by such an occurrence depending on the circumstances.
mineral reserve	means the economically mineable part of a measured or indicated mineral resource demonstrated by, at minimum, a preliminary feasibility study. The study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowance for losses that may occur when the material is mined.

Mineral reserves are sub-divided in order of increasing confidence into probable mineral reserves and proven mineral reserves, which are defined as follows:

probable mineral reserve	means the economically mineable part of an indicated, and in some circumstances, a measured mineral resource.
proven mineral reserve	means the economically mineable part of a measured mineral resource.
mineral resource	means a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge.

Mineral resources are sub-divided, in order of increasing geological confidence, into inferred, indicated and measured categories which are defined as follows:

inferred mineral resource	means a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling, and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.
indicated mineral resource	means a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.
measured mineral resource	means a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.
opt	means ounces per ton.
ounce	means a troy ounce (= 31.1035 grams).
Pb	means lead.

percussion drilling	means a form of drilling whereby no drill core is recovered.
ppb	means parts per billion.
ppm	means parts per million.
Proterozoic	the second oldest geological period after Archean.
quartz	means the mineral SiO_2, a common rock-forming mineral.
sedimentary	means formed by the deposition of solid fragmented material that originates from weathering of rocks and is transported from a source to a site of deposition.
strike	means the course or bearing of the outcrop of an inclined bed, vein, or fault plane on a level surface; the direction of a horizontal line perpendicular to the direction of the dip.
sulphide	means a mineral containing sulphur in its non-oxidized form.
t	means metric tonnes.
trenching	means with respect to mineral exploration, a process used to investigate soil or geochemical anomalies by the excavation of narrow trenches across anomalous zones to observe geological structures and to allow sampling.
vein	means a tabular deposit of minerals occupying a fracture in which particles may grow away from the walls towards the middle.
volcanic	means relating to volcanoes.
Zn	means zinc.

CONVERSION OF MEASUREMENTS

Conversion of metric to imperial equivalents is as follows:

To convert	To imperial measurement units	Multiply By
hectares	acres	2.471
metres	feet	3.281
kilometres	miles	0.621
grams	ounces (troy)	0.032
tonnes	short tons	1.102
grams per tonne	ounces (troy) per ton	0.029

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Corporation and its projects, the exploration expenditures, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; conclusions of economic evaluations; fluctuations in the value of Canadian dollars relative to other currencies; changes in project parameters as plans continue to be refined; future prices of metals; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and the factors discussed in the section entitled “Risk Factors” in this Prospectus. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Prospectus and the Corporation disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of the Issuer and its business and is qualified entirely by and should be read together with the more detailed information and financial data and statements appearing elsewhere in this Prospectus. Capitalized terms used in this summary which are not defined in the summary have the meanings ascribed to them elsewhere in this Prospectus.

Issuer:	Claim Post Resources Inc. (the "**Corporation**").
Business of the Issuer:	The Corporation is a junior mining exploration and development company engaged in the acquisition, exploration and development of mineral resource properties in Canada. The Corporation's activities are currently focused in the Abitibi Greenstone Belt Region near Timmins in Ontario, Canada, where it owns a 100% interest in the Mining Claims. See "**Description of the Business**".
Working Capital:	The Corporation's estimated working capital after deducting the expenses of the filing of this Prospectus estimated to be $60,000, will be approximately $729,000 and will be used for exploration and development of the Corporation's Kamiskotia Project and for general working capital purposes. The Corporation intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary in order for the Corporation to achieve its stated business objectives. Pending such use, the Corporation intends to invest the available funds to the extent practicable in short-term, investment grade, interest-bearing securities and other marketable securities. See "*Use of Funds*".
Dividends:	The Corporation has neither declared nor paid dividends on its Common Shares and has no plans to pay any dividends in the foreseeable future. The payment of dividends in the future will depend upon the earnings and financial condition of the Corporation and such other factors as the board of directors of the Corporation may consider appropriate. See "*Dividend Policy*".
Risk Factors:	The securities of the Corporation are subject to significant risk factors . The Corporation is a mining exploration and development company with no proven ore body and there can be no assurance that it will be able to bring its mineral projects into commercial production, or, if brought into production, that the projects will be profitable for the Corporation. Risk factors include: • there is currently no market through which any of the securities of the Corporation may be sold and there is no assurance that the Corporation will be able to list its securities for trading on the TSXV or on any other exchange; • exploration for and development of mineral deposits are subject

to a high degree of risk;

- the Corporation's exploration programs may not be successful in establishing economically viable deposits;
- future changes in environmental regulation may adversely affect the Corporation's operations;
- environmental hazards may exist on the properties in respect of which the Corporation has an interest which are unknown to the Corporation at present;
- the Corporation may not obtain all permits necessary to develop or operate mineral properties in which it has or acquires an interest;
- interference in the maintenance or provision of existing infrastructures could adversely affect the Corporation's operations;
- the Corporation faces strong competition from other exploration companies;
- additional financing may not be available on terms favourable to the Corporation, or at all;
- volatility in commodity prices may adversely affect the Corporation;
- government regulation of the mining and natural resource industry may affect the Corporation;
- operating hazards exist in respect of the development and exploration of mineral resources;
- uncertainty of mineral deposit size estimates;
- sales of a large number of Common Shares in the public markets could decrease the market value of the Common Shares;
- the loss of key executives may adversely affect the Corporation's business and future operations;
- there exists the possibility for directors and officers of the Corporation to be in a position of conflict;
- the Corporation has no history of earnings, and there is no assurance that any of the properties in which it now or may hereafter have an interest will generate earnings or operate profitably in the future;
- the directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation;

- the officers and directors of the Corporation are shareholders of the Corporation, and, as a group, will be able to exert significant influence on matters requiring approval by shareholders; and

- due to the highly unpredictable and speculative nature of the Corporation's proposed mining and exploration operations, insurance coverage is not available for many of the inherent risks involved therewith.

The above list of risk factors is not intended to be a definitive list of all risks associated the Corporation's operations. See "*Risk Factors*".

Investment Eligibility: In the opinion of the Corporation's counsel, Blaney McMurtry LLP, the Common Shares will be, if, as and when listed on a prescribed stock exchange within a meaning of the Tax Act (which currently includes the TSX Exchange and Tiers 1 and 2 of the TSXV), qualified investments under the Tax Act for a trust governed by a registered retirement plan, a registered retirement income plan, a registered education savings plan or a deferred profit sharing plan.

Summary of Financial Information: The selected financial information set out below is based on and derived from the financial statements of the Corporation for the audited period commencing September 21, 2005 (the date of incorporation of the Corporation) and ending September 30, 2006, prepared in accordance with Canadian generally accepted accounting principles.

Statement of Operations Data	Period Commencing September 21, 2005 (date of incorporation) and ended September 30, 2006 (audited) ($)	Three Month Period ended December 31, 2006 (unaudited) ($)
Total Revenues	Nil	3,973
Total Expenses	33,366	18,645
Net Income / (Loss)	(21,366)	(9,672)
Net Income / (Loss) per Share – Basic	(0.00)	(0.00)
Net Income / (Loss) per Share – Fully Diluted	(0.00)	(0.00)
Balance Sheet Data		
Total Assets	352,268	963,904
Long-Term Debt	Nil	Nil
Total Liabilities	67,322	76,355
Share Capital Shareholders' Equity	306,312 284,946	918,587 887,549

See "*Selected Financial Information and Management Discussion and Analysis*".

CORPORATE STRUCTURE

Name and Incorporation

The Corporation was incorporated under the name "Claim Post Resources Inc." by Articles of Incorporation dated September 21, 2005 pursuant to the laws of the Province of Ontario. The Articles of the Corporation were amended on December 18, 2006, to remove the restrictions on share transfer.

The Corporation is authorized to issue an unlimited number of Common Shares, and, as at the date of this Prospectus, a total of 14,699,500 Common Shares are issued and outstanding.

The Corporation's registered office address and principal place of business is Suite 502, 55 University Avenue, Toronto, Ontario, M5J 2H7.

Intercorporate Relationships

As of the date of this Prospectus, the Corporation does not have any subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

History

The Corporation is a junior mining exploration and development company engaged in the acquisition, exploration and development of mineral prospects in Canada. Since its incorporation, the Corporation has completed several private placements, including the Special Warrant Offering, and acquired a 100% interest in the Mining Claims comprising the Kamiskotia Property located in Robb, Godfrey, Turnbull, and Jamieson Townships, Ontario, Canada.

Acquisition of Mining Claims

Pursuant to the terms of a purchase agreement (the "**Kamiskotia Purchase Agreement**") dated effective November 30, 2005, as amended, among the Corporation and Charles Gryba, Patrick Gryba and Hermann Daxl (the "**Vendors**"), the Corporation acquired from the Vendors a 100% interest in the Mining Claims located in the Abitibi Greenstone Belt Region near Timmins, Ontario, Canada. The Mining Claims consist of 79 unpatented mining claims, which are comprised of a total of 499 claim units totalling 8100 hectares.

Under the terms of the Kamiskotia Purchase Agreement, the Vendors transferred all of their right, title and interest in and to the Mining Claims to the Corporation, together with all books and records in their possession pertaining to the prospecting, exploration and development of the Mining Claims, in exchange for 6,000,000 special warrants in aggregate (the "**Vendor Special Warrants")**, of which 2,000,000 were payable to each individual Vendor. The Vendor Special Warrants issued to the Vendors were converted into 6,000,000 common shares of the Corporation on November 30, 2006 on their deemed exercise pursuant to the terms of the Vendor Special Warrants. The Vendors also retained net smelter metals royalties in respect of the Mining Claims which are described more fully in the paragraph below.

The Mining Claims are subject to net smelter metals royalties (each an "**NSR Royalty**"). One hundred and sixty-eight (168) of the claim units are subject to a 3% NSR Royalty shared equally by Messrs. Daxl, P. Gryba and C. Gryba. 2% of the NSR Royalty can be purchased for $1 million for each 1%. Three hundred and thirty-one (331) of the claim units are subject to a 1% NSR Royalty equally shared between Messrs. Daxl, P. Gryba and C. Gryba. The NSR Royalty on these claim units cannot be purchased or reduced. See "*Kamiskotia Project*".

Current Operations

A contract has been awarded to Fugro Limited to compile and interpret Magnetem, magnetometer and gravity surveys with an estimated completion date by the end of June, 2007. The geological data will be compiled after interpretation of airborne-geophysical data is completed.

Due to the current availability of qualified line-cutters, line cutting is scheduled to start in March, 2007 to define further gold and copper targets on the Mining Claims and is expected to be completed by the end of June, 2007.

The Corporation is also concurrently drilling six (6) holes on the Mining Claims to evaluate the zinc showings and IP targets identified in prior surveys. Drilling is scheduled to be completed before spring break-up. Upon completion of the six (6) hole program, detailed logging, sampling and assaying will be carried out with an estimated completion date by the end of June, 2007.

Private Placements

Subsequent to the acquisition of the Mining Claims, the Corporation completed three private placements to raise funds to pay for start-up costs, to evaluate and acquire the Mining Claims, to carry out the Corporation's exploration plans and for general working capital purposes.

On December 19, 2005 the Corporation completed a private placement of 1,550,000 "flow-through" special warrants at $0.10 per special warrant and 2,013,000 common share special warrants at $0.10 per special warrant for aggregate gross proceeds of $356,300. Each special warrant was exercisable into two (2) Common Shares and were deemed to be exercised on December 19, 2006. In connection with the private placement the Corporation issued 50,000 common share special warrants as a finder's fee which were also deemed to be exercised on December 19, 2006. The Corporation issued an aggregate of 7,226,000 Common Shares on exercise of the special warrants.

On October 15, 2006, the Corporation completed a second private placement of 176,500 common shares at $0.15 per share for aggregate gross proceeds of $26,475.

On October 24, 2006, the Corporation completed a third private placement of 1,640,000 "flow-through" special warrants at $0.25 per special warrant and 1,438,333 common share special warrants at $0.15 per special warrants for aggregate gross proceeds of $625,750. The flow-through special warrants are exercisable into one (1) flow-through common share and the common share special warrants are exercisable into one (1) Common Share. All of the special warrants are exercisable at any time prior to 5:00 p.m. (Toronto time) on the date which is the earlier of i) October 24, 2007 and ii) the fifth Business Day after the date on which a receipt is issued by the Securities Regulators in the Qualifying Jurisdictions for a (final) prospectus of the Corporation. In connection with the private placement the Corporation paid $54,500 and issued an aggregate of 600,000 compensation warrants as finder's fees. All of the special warrants remain outstanding as of the date hereof. However, all of the compensation warrants were cancelled on February 28, 2007.

On December 15, 2006, the Corporation completed a fourth private placement of 97,000 Common Shares at $0.15 per share for aggregate gross proceeds of $14,550.

Trends

The Corporation has not generated operating revenue since incorporation. Management anticipates that the Corporation will experience net losses as a result of ongoing exploration and general corporate and administrative costs and expenses until such time as revenue generating activity is commenced.

The Corporation's future financial performance is dependent on many external factors. Both the prices of and the markets for minerals are volatile, difficult to predict and subject to changes in domestic and international political, social and economic environments. These circumstances and events could materially affect the future financial performance of the Corporation.

The Corporation is not currently aware of any trends, events or uncertainty, that reasonably can be expected to have a material adverse effect on the Corporation's business, financial condition, or results of operations other than as described in this Prospectus and, in particular, "*Risk Factors*".

NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objectives

The business objective of the Corporation is to acquire, explore for, develop and commence production of mineral resources from properties in Canada. More particularly, the Corporation's primary business objective is to carry out the exploration programs recommended in the Kamiskotia Report in furtherance of completing the test drilling recommended in the Kamiskotia Report within approximately twelve (12) months.

Milestones

If the results of the initial exploration and test drilling programs recommended by Kamiskotia Report prove to be encouraging, the Corporation will require additional capital which may come from future financings. There can be no assurance that the Corporation will be able to raise such additional capital if and when required on terms it considers acceptable. See "*Use of Funds*" and "*Risk Factors*". The initial exploration and test drilling programs under Phase One of the Corporation's exploration program are expected to be completed by June, 2007. Mapping and IP surveying of the Phase One program are expected to be completed by August, 2007. The exploration and drilling programs under Phase Two are expected to be completed by December, 2007. See "*Kamiskotia Project - Recommendations*".

The following is a summary of estimated time frames for completion of the Corporation's proposed exploration and drilling programs:

Activity	Expected Completion
Phase One	
Compilation and Interpretation of airborne-geophysical data/mapping	June, 2007
Compilation of Information into digital format	June, 2007
Mapping/IP surveys	August, 2007
Drilling	June, 2007
Phase Two	
Drilling Phase One intersections	December, 2007
IP/Magnetic Surveys across entire property	September, 2007
Drilling new anomalies	December, 2007

Competitive Conditions

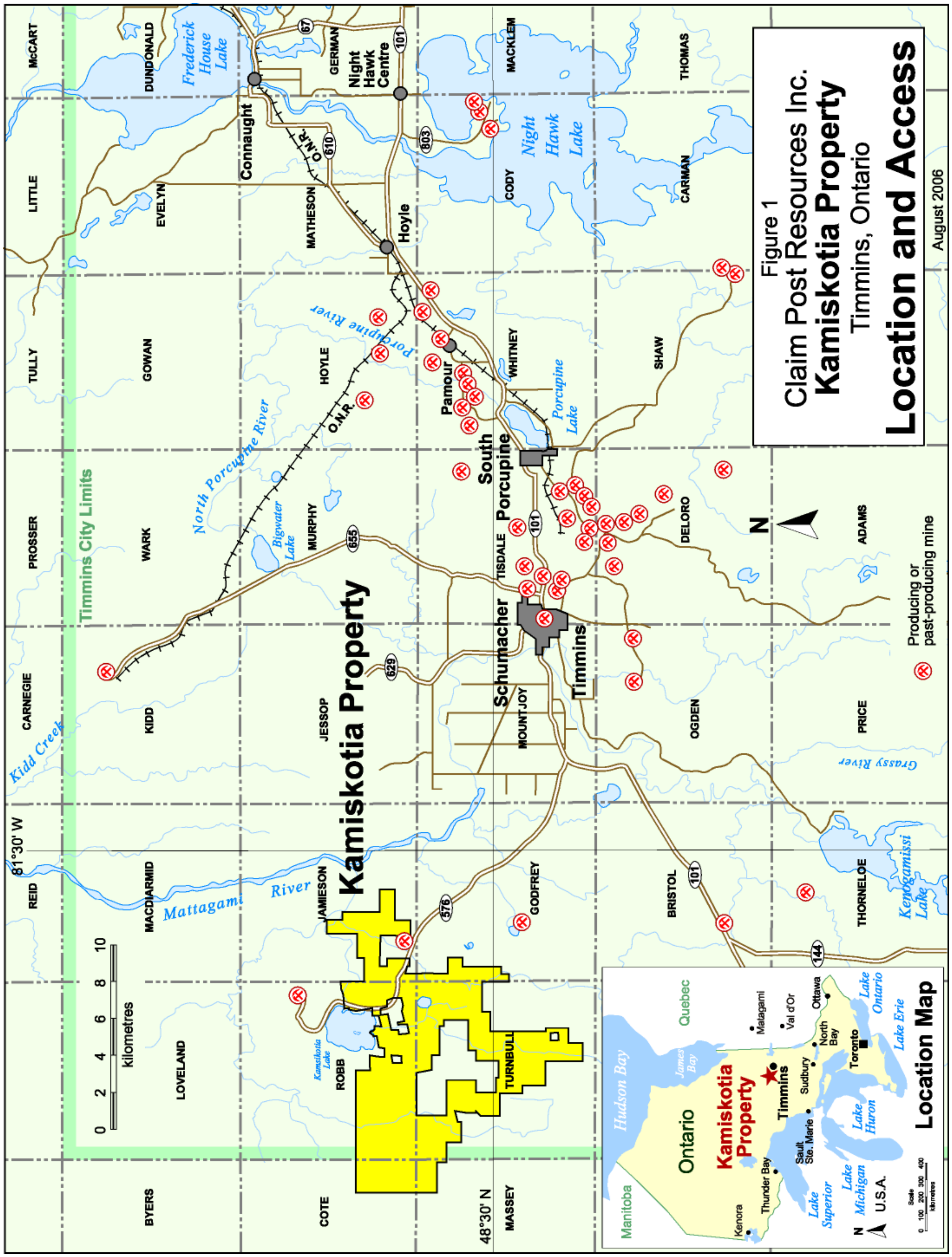
The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Corporation competes with a number of other entities and individuals in the search for and the acquisition of attractive mineral properties. As a result of this competition, the majority of which is with companies with greater financial resources than the Corporation, the Corporation may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Corporation competes with other resource companies, many of whom have greater financial resources and/or more advanced properties, that are better able to attract equity investments and other capital. The ability of the Corporation to acquire attractive mineral properties in the future depends not only on its success in exploring and developing its present properties and on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Corporation may affect the marketability of minerals mined or discovered by the Corporation. See "*Risk Factors*".

KAMISKOTIA PROJECT

The following information is derived from the Kamiskotia Report. Mr. D. George Cargill, Ph.D., P Eng. of Cargill Consulting Geologists Limited ("**Cargill**"), the author of the Kamiskotia Report, is both a "qualified person" and "independent" of the Corporation as those terms are defined in NI 43-101 and the Kamiskotia Report was prepared in accordance with the requirements of NI 43-101.

A complete copy of the Kamiskotia Report, portions of which are quoted verbatim or paraphrased and summarized herein, has been filed with the Ontario Securities Commission and will be available for inspection at the Corporation's head office during normal business hours during the distribution hereunder and for a period of thirty (30) days thereafter, as well as on the SEDAR website (www.sedar.com) upon the effective date of this Prospectus. All figures and tables contained herein have been extracted from the Kamiskotia Report (although the table and figure reference numbers may differ herein from those used in the Kamiskotia Report).

PROPERTY DESCRIPTION AND LOCATION



The property consists of 499 unpatented mining claim units in Cote, Massey, Robb, Turnbull, Jamieson and Godfrey Townships, south of Kamiskotia Lake. Eleven claims in Jamieson and Turnbull Townships have patented surface rights owned by individuals. The centre point of the claim group is about 81º 38’ W and 48º 33’ N and the claims are on NTS map Sheet 42A/12. The claims are held subject to net smelter metals royalties: NSR #1, NSR #2 and NSR #3. For NSR #1 and NSR #2, claims sold to Claim Post are subject to a 3% NSR Royalty shared equally by Messrs. Daxl, P. Gryba and C. Gryba; of those 2% of the NSR Royalty can be purchased for $1 million per percent in NSR Royalties #1 and #2. There is a 1% NSR Royalty on Claim Group #3 equally shared between Messrs. Daxl, P. Gryba and C. Gryba.

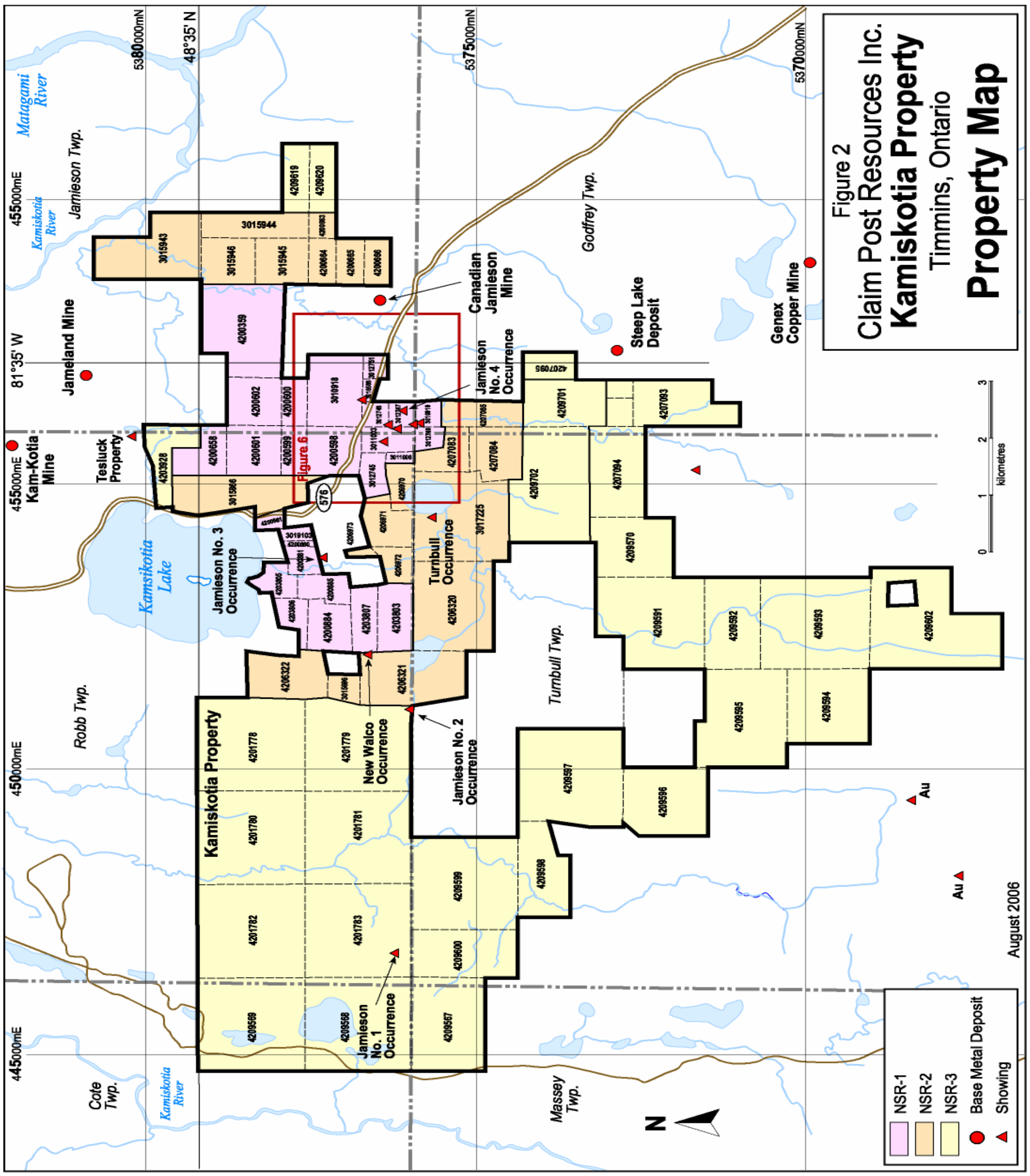
Township	**Claim Number**	**Units**			**Claim Due Date**	**Percent Ownership**
GODFREY	3010919	1	3% NSR	NSR 1	2010-Apr-02	100%
GODFREY	4207085	3	3% NSR	NSR 2	2008-Jul-14	100%
GODFREY	4207093	7	1% NSR	NSR 3	2008-Jan-18	100%
GODFREY	4207095	2	1% NSR	NSR 3	2008-Jan-18	100%
GODFREY	4209701	8	1% NSR	NSR 3	2007-Dec-01	100%
JAMIESON	3010918	5	3% NSR	NSR 1	2010-Apr-22	100%
JAMIESON	3012747	1	3% NSR	NSR 1	2010-Jun-25	100%
JAMIESON	3012748	1	3% NSR	NSR 1	2010-Jun-09	100%
JAMIESON	3012751	1	3% NSR	NSR 1	2010-Jun-09	100%
JAMIESON	3012757	2	3% NSR	NSR 1	2010-Jun-09	100%
JAMIESON	3015943	10	3% NSR	NSR 2	2008-Aug-02	100%
JAMIESON	3015944	4	3% NSR	NSR 2	2008-Aug-02	100%
JAMIESON	3015945	4	3% NSR	NSR 2	2008-Aug-02	100%
JAMIESON	3015946	4	3% NSR	NSR 2	2008-Aug-02	100%
JAMIESON	3016588	1	3% NSR	NSR 1	2010-Jun-02	100%
JAMIESON	4200600	2	3% NSR	NSR 1	2008-Mar-02	100%
JAMIESON	4200602	4	3% NSR	NSR 1	2008-Mar-02	100%
JAMIESON	4200659	11	3% NSR	NSR 1	2008-Mar-18	100%
JAMIESON	4200663	1	3% NSR	NSR 2	2008-Jun-17	100%
JAMIESON	4200664	2	3% NSR	NSR 2	2008-Jun-17	100%
JAMIESON	4200665	2	3% NSR	NSR 2	2008-Jun-17	100%
JAMIESON	4200666	2	3% NSR	NSR 2	2008-Jun-17	100%
JAMIESON	4209619	3	1% NSR	NSR 3	2008-Jan-26	100%
JAMIESON	4209620	3	1% NSR	NSR 3	2008-Jan-26	100%
ROBB	3011003	2	3% NSR	NSR 1	2010-Mar-10	100%
ROBB	3011006	1	3% NSR	NSR 1	2010-Jun-09	100%
ROBB	3012745	2	3% NSR	NSR 1	2010-Jun-25	100%
ROBB	3015696	1	3% NSR	NSR 2	2008-May-11	100%
ROBB	3015866	9	3% NSR	NSR 2	2008-Oct-11	100%
ROBB	3019103	1	3% NSR	NSR 1	2008-Apr-01	100%
ROBB	4200598	4	3% NSR	NSR 1	2008-Mar-02	100%
ROBB	4200599	2	3% NSR	NSR 1	2008-Mar-02	100%
ROBB	4200601	4	3% NSR	NSR 1	2008-Mar-02	100%
ROBB	4200658	3	3% NSR	NSR 1	2008-Mar-02	100%
ROBB	4200660	1	3% NSR	NSR 1	2008-Apr-01	100%

Township	Claim Number	Units			Claim Due Date	Percent Ownership
ROBB	4200661	1	3% NSR	NSR 1	2008-Apr-01	100%
ROBB	4200881	2	3% NSR	NSR 1	2008-Apr-01	100%
ROBB	4200884	4	3% NSR	NSR 1	2008-Mar-09	100%
ROBB	4200885	2	3% NSR	NSR 1	2008-Mar-09	100%
ROBB	4201778	16	1% NSR	NSR 3	2007-Nov-04	100%
ROBB	4201779	15	1% NSR	NSR 3	2007-Nov-04	100%
ROBB	4201780	16	1% NSR	NSR 3	2007-Nov-04	100%
ROBB	4201781	16	1% NSR	NSR 3	2007-Nov-04	100%
ROBB	4201782	16	1% NSR	NSR 3	2007-Nov-04	100%
ROBB	4201783	16	1% NSR	NSR 3	2007-Nov-04	100%
ROBB	4203803	4	3% NSR	NSR 1	2008-Apr-11	100%
ROBB	4203805	2	3% NSR	NSR 1	2008-Apr-11	100%
ROBB	4203806	2	3% NSR	NSR 1	2008-Apr-11	100%
ROBB	4203807	3	3% NSR	NSR 1	2008-Apr-11	100%
ROBB	4203928	5	1% NSR	NSR 3	2008-Jan-26	100%
ROBB	4206321	8	3% NSR	NSR 2	2008-May-09	100%
ROBB	4206322	6	3% NSR	NSR 2	2008-May-09	100%
ROBB	4206970	2	3% NSR	NSR 2	2008-May-09	100%
ROBB	4206971	3	3% NSR	NSR 2	2008-May-11	100%
ROBB	4206972	2	3% NSR	NSR 2	2008-May-11	100%
ROBB	4206973	1	3% NSR	NSR 2	2008-May-11	100%
ROBB/COTE	4209568	16	1% NSR	NSR 3	2008-Jan-17	100%
ROBB/COTE	4209569	16	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	3012005	1	1% NSR	NSR 3	2008-Feb-15	100%
TURNBULL	3012749	1	3% NSR	NSR 1	2010-Jun-25	100%
TURNBULL	3017225	14	3% NSR	NSR 2	2008-May-11	100%
TURNBULL	4206320	12	3% NSR	NSR 2	2008-May-09	100%
TURNBULL	4207083	3	3% NSR	NSR 2	2008-Jul-14	100%
TURNBULL	4207084	5	3% NSR	NSR 2	2008-Jul-14	100%
TURNBULL	4207094	10	1% NSR	NSR 3	2008-Jan-18	100%
TURNBULL/MASSEY	4209567	11	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209570	8	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209591	15	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209592	8	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209593	16	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209594	9	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209595	13	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209596	9	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209597	16	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209598	7	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209599	16	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209600	8	1% NSR	NSR 3	2008-Jan-17	100%
TURNBULL	4209602	15	1% NSR	NSR 3	2008-Feb-15	100%
TURNBULL	4209702	14	1% NSR	NSR 3	2007-Dec-01	100%

Some of the old patented claims have surface rights held by individuals. Claim Post informed Cargill that all the surface rights holders had been contacted by mail and informed of the planned exploration work. None of the surface rights holders had raised any objections to the proposed program.

These claims are not surveyed nor is there any requirement that they be surveyed. All the claims in the package are within the boundary of the city of Timmins which reduces the necessity of negotiation for land title with native groups.

An environmental assessment was beyond the scope of the Kamiskotia Report. In preparing the report Cargill did not encounter any mention of environmental problems connected with the property. However, Cargill did not perform an environmental assessment of the property.



Accessibility, Climate, Local Resources, Infrastructure, And Physiography

The property is about 21.4 km northwest of the centre of the city of Timmins. The principal access route is by Highway 576 but there are many secondary, all-weather logging roads throughout the area.

The climate is typical of Northern Ontario with cold winters, warm summers and only moderate precipitation. The property is within the boundary of the city of Timmins which means manpower for exploration or mining is readily available. It is about 45 km west of the Falconbridge metallurgical site and about 24 km from the Placer Dome gold mill. Both mills are available for custom milling.

Timmins has a long history of mining and continues to be a major Canadian mining centre. Infrastructure necessary for supporting a mining operation is readily available.

The area is one of low relief covered by a thick mantle of lacustine clay and silt. Relief ranges from 15 m to 25 m. and there are extensive areas of wet muskeg south of the property.

History

Regional geological work began in 1926 when Finley produced the first geological maps of Cote, Massey, Godfrey, Turnbull, Jamieson and Robb Townships. In 1946 Berry mapped Robb, Jamieson, Loveland and MacDiarmid townships and in 1955 Hogg remapped Godfrey Township. In 1973 Middleton remapped Robb and Jamieson and in 1975 he remapped Godfrey and Turnbull. In 1992 and 2000 Barrie published reports on the geology of the Kamiskotia Area.

Between 2000 and 2005, the Ontario government conducted the "Discover Abitibi Initiative", a program of re-mapping, studying existing mineral deposits and flying geophysical surveys over the Abitibi belt in Ontario. Much of this work covered the Kamiskotia Project and programs of particular importance include: Vaillancourt's re-mapping of Bristol Twp. in 2001; Hall and Smith's remapping of Carscallen Twp. in 2002; the OGS airborne gravity survey in 2004; the OGS aeromagnetic and EM Survey in 2003; detailed studies of the VMS deposits in the Kamiskotia area by Hathway in 2005; and a detailed study of the Genex VMS deposit by Hocker in 2005.

Assessment work on file with the OGS in Timmins includes reports on production from the Kam Kotia Mine between 1939 and 1945 and between 1946 and 1972, and reports of Mineral Occurrences T590, T324 by Nelson Hogg in 1955. There are also reports on work programs on several other mineral occurrences.

Recent work on the Kamiskotia Project includes work by Geoserve Canada in 2004. This work included: 8.9 line km of IP and detailed mapping and sampling of Zinc Vein No. 1, Zinc Vein No. 2, Rusty Bucket Gold Zone, and North of the Old Highway Gold Zone (Jenson, 2004).

IP and magnetic surveys were carried out by John Grant between December 20, 2005 and February 10, 2006.

A "Tuned Gradient/Insight Section Array IP and Resistivity" survey was performed in March 2006 on the Property.

2004 EXPENDITURES
Kamiskotia Project

Category	*Expenditures ($)
Analyses	3,878
Supervision and Sampling	18,682
Mapping and Prospecting	7,620
IP – Geophysics	15,093
Line Cutting	4,237
Truck Rentals	2,511
Accommodation and Food	4,172
Supplies	1,430
Mobilization	5,292
Total	**$62,915**

* These expenditures represent work done by Geoserve Canada and were accepted as assessment work on the original claims in the claim group NSR #1.

Work In 2005-2006

Exploration work performed in 2005 to 2006 is presented in the following table.

EXPENDITURES TO SEPTEMBER 30, 2006
Kamiskotia Project

Category	Expenditures ($)
Government Payments	806
Line Cutting	10,673
Claim Staking	18,229
Magnetic Surveys	23,185
Geology Reports	15,268
Geophysical Surveys	21,000
Supplies, Maps Books	65
Equipment Rental/Repair	525
Consultants(1)	20,350
Total	**$110,101**

(1) Interpretation of Geological and Geophysical information and supervision of claim staking and linecutting.

In addition to the ground surveys, the property was covered by airborne gravity and aeromagnetics, and airborne electromagnetic surveys as part of the "Discover Abitibi Initiative".

Geological Setting

Regional Geology

The Kamiskotia Area is in the western part of the Abitibi greenstone belt (Abitibi) of the Superior Province (Superior). A recent summary of the geology (Ayer, 2005) stated the Superior is the nucleus of the North American continent and consists of a collage of east-west trending, Neoarchean, sedimentary and granite-greenstone sub-provinces surrounding a central nucleus of Mesoarchean gneissic units with minor greenstone belts. The Abitibi is the southernmost sub-province, bounded to the north by the sedimentary rocks of the Opawica sub-province, to the south by sedimentary rocks of the Pontiac sub-province and to the southeast by the Meso-Proterozoic Grenville Province. It is interrupted by the north-northeast-trending Kapuskasing structural zone, a west-dipping thrust of Paleo-Proterozoic age that exposes granulite-facies rocks believed to be the mid-crustal equivalents of the Abitibi.

Local Geology

The rocks have been divided into the Kamiskotia Gabbroic Complex (KGC), which includes felsic and volcanic rocks and the Kamiskotia Volcanic Complex (KVC), which contains all the VMS deposits in the area. The KVC overlies and is intruded by the KGC but the two complexes are believed coeval. The KVC is believed part of the Black River Assemblage. Lack of outcrop makes the location of the northern and eastern boundaries of the KVC uncertain.

The property is cut by North-northwest trending diabase dikes of the Paleo-Proterozoic (2450 Ma).

Matachewan dike-swarms are common throughout the area. A few northwest trending diabase dykes have been assigned to the Meso-Proterozoic (1238.5 Ma) Sudbury dike swarm.

Barrie (2000) described the KGC as a 170 km^2 thoeliitic intrusion consisting of:

1.) Fourth Zone (Granophyric Zone)
Quartz bearing granophyre of intermediate to felsic composition

2.) Upper Zone
Mesocumulus and orthocumulus gabbronorites and ferroan gabbronorites

3.) Middle Zone
Mesocumulus gabbronorites

4.) Lower Zone
Adcumulus, tomesocumulus peridotite, troctolite and gabbro-norite.

Property Geology

The most recent geological map is by Barrie (2000). Most of the property is mapped as underlain by rocks of the KGC. The extreme north-eastern corner of the property is shown underlain by rocks of the KVC. Detailed mapping is restricted to unpublished sketch maps of isolated claim groups filed in the assessment files.

The information from the new airborne gravity and aeromagnetic studies indicates it is necessary to re-interpret the geology. The airborne gravity data indicates the south-eastern and western parts of the property are not underlain by gabbro intrusions and the areas of gabbro on the geological map may be better interpreted as sills.

Re-interpretation of the geology to fit the geophysical information greatly increases the area of volcanic rocks on the property and increases the potential of the property to host VMS deposits.

Deposit Types

VMS Copper-Zinc Deposits

The Kam-Kotia, Jameland, Canadian Jamieson and Genex Mines are copper-zinc±gold±silver VMS deposits in the immediate area. They are composed of: 1.) several small lenses of massive sulphide; 2.) sulphides lenses confined to a stratigraphic interval <150 m thick; 3.) host rocks correlative from deposit to deposit; and 4.) mafic metavolcanics rocks with lesser felsic tuffs. The VMS-rich horizon occurs at a major geochemical break between the lower and upper mafic, metavolcanics rocks. The deposits exhibit strong chloritic alteration in the stratigraphic footwall in a wider zone of sericite alteration. The massive sulphide lenses contain pyrite, pyrrhotite, chalcopyrite, sphalerite, with minor magnetite and traces of galena. Barrie (2000) believed the potential for discovery of a new volcanogenic copper-zinc deposit in the area was high.

Mesothermal Gold Deposits

The Canadian Archaean hosts more than 220 gold deposits and the largest concentration is in the Abitibi. These deposits occur in supracrustal sequences and coeval intrusions. Most deposits are in or adjacent to greenstone belts associated with crustal-scale fault zones on major lithologic boundaries. These deposits are divided into: 1.) quartz –carbonate veins related to shear zones and folds, 2.) zones of disseminated sulphides and stockworks around porphyry bodies, 3.) massive sulphide lenses, 4.) disseminated sulphides, and 5.) carbonate alteration zones.

Gabbro Hosted Copper Gold Deposits

The best Canadian example of a combined, base-metal gold-mine in veins in a gabbro is the Opemiska Mine at Chapais, Quebec. It operated from 1954 to 1991 and produced about 20.5 million tonnes of 2.3 % Cu and 1.8 g/t Au. It consists of a series of chalcopyrite-bearing quartz veins occupying fracture systems in gabbroic zones of strongly folded and faulted, layered Archean, ultramafic to mafic sills. Sulphides include chalcopyrite, pyrite, pyrrhotite and minor sphalerite, galena, molybdenite, and arsenopyrite with traces of linneaite, cobaltite, pentlandite, millerite and gersdorffite. Native gold is associated with pyrite and chalcopyrite.

Gold-Zinc Deposits

Gold-zinc, an unusual combination of metals, occurs at the Marmato gold camp, Columbia. This camp consists of small, relatively high-grade, epithermal gold deposits ranging from a few tens of thousands of tonnes to more than 1 million tonnes. Grades vary from >30 g/t Au to 10 to 12 g/t Au. The silver grades are significantly higher. Deposits occur in a graphite schist, intruded by fault-controlled, porphyritic-dacite dikes, metamorphosed to upper greenschist and lower amphibolite facies. Vein hosted mineralization occurs in veins of chlorite+epidote+carbonates+sericite+pyrite (>5%) comprising: chalcopyrite (<1%), marmatite (sphalerite) (>1% to massive), galena (minor), silver and gold. The width of the veins is about a metre wide and grade ranges from 4 to 7 g/t Au.

Mineralization

Information on mineral occurrences on and in the vicinity of the property is from the Ontario Department of Mines, Assessment Files in Timmins.

Regional Mineralization

Tesluk Property

Two diamond drill holes were drilled under a gold showing in a trench. The first intersected choritic gabbro with barren quartz veins. The second cut two zones of altered rocks. The first zone was from 5.5 m to 34.8 m and the second from 47.2 m to 56.5 m. Both zones consisted of about 10 to 30 % quartz-carbonate veinlets containing 0.05 to 2 % pyrite with traces of chalcopyrite. Alteration included ankeritization and silicification.

32 samples from the first alteration zone yielded gold values from 30 to 129 ppb Au and anomalous arsenic from 5 to 50 ppm As. The second zone yielded gold values from 8-16 ppb Au and arsenic anomalous at geochemical levels.

Kamiskotia Project

Jamieson No. 1

This area is gabbro intruded by aplite dykes. One aplite dyke is 0.8 m wide and about 27.7 m long. One end is pyritized and has gold values ranging up to 2.7 g/t Au.

Turnbull Claims

Roth (1971) interpreted a VLEM anomaly on the west side of Christmas Lake as due either to conductive overburden or to a deep-seated conductor. There is no record of the possible deep-seated conductor being tested.

New Walco Property

This is an auriferous-quartz vein in an east-west, shear zone in gabbro. The shear zone is 6.2 m wide dips 60º N and is characterized by low magnetic susceptibility. The vein was traced by drilling for about 325 m along strike and the magnetic anomaly continues another 400 m.

Jamieson No. 2

This occurrence is an east-west trending, quartz-porphyry dyke intruding gabbro. A zone of chalcopyrite stringers in the gabbro follows a shear zone along the porphyry contact. This zone was traced 380 m. Values of 1.25 % Cu with traces of gold and silver are reported over a 3 m wide trench. There are also small stringers of quartz with carbonate, tourmaline, chlorite and traces of chalcopyrite and pyrite in the porphyry. The quartz stringers were reported to carry low gold values.

Jamieson No. 3

Gold is associated with quartz stringers in an aplite dyke. Although there was a great deal of trenching and three, shallow shafts reported, there is no record of the gold values.

Zinc Vein No. 1

This vein was mapped and sampled by Jensen (2004). Zinc values in channel samples range from 0.3 to 8.6% Zn and gold values from 0.2 to 1.2 ppm Au. This area was visited by Cargill in December 2005 and two grab samples were collected.

Zinc Vein No. 2

This vein was re-mapped and re-sampled by Jensen (2004). Zinc values in grab samples range from 0.58 to 8.54% Zn and gold values range from 0.01 to 0.64 ppm Au. This area was visited by Cargill in December 2005 and one grab sample was collected.

Rusty Bucket Gold Zone

This zone was re-sampled by Jensen (2004). Grab samples ranged from <0.005 to 3.58 ppm Au.

North Of Old Highway Zone

This showing was re-sampled and re-mapped by Jensen (2004). Gold values from channel samples ranged from 0.0 to 0.199 oz/t Au.

Exploration

In 2004 Geoserve Canada Inc. completed 8.9 km of line cutting and an Induced Polarization (IP) survey with an “a” spacing of 25 m and readings taken at N=1 to N=6. Two of the grid lines were also surveyed with a Total Field Magnetic survey and a Horizontal Loop Electromagnetic survey, coil separation 150 m.

Jensen identified 14 anomalies from the IP survey that he felt warranted additional testing.

In 2005 to 2006 EXSICS Exploration cut 11.8 km of new lines creating a grid trending 035^{o} with a 75 m spacing between lines. Next they preformed a 14.5 km magnetic survey over the new grid and the old lines. This was followed by a detailed IP survey on lines 1375 MN, 1300 MN, 1225 MN, 1075 MN, 925 MN, 725 MN, 650 MN and 575 MN (Grant, 2004). This survey defined five zones of anomalous IP results. One zone corresponds to the mapped mineralized veins.

The Insight Geophysics Inc. (Insight), Section IP/Resistivity Survey covered two, north-south lines about 600 m west of the previous geophysical grid. It defined several zones of coincident, anomalously high, Apparent Resistivity and Total Chargeability all of which are of exploration interest. Insight recommended that the geophysical data be correlated with all known geology prior to drilling to determine the optimal drill hole location and geometry.

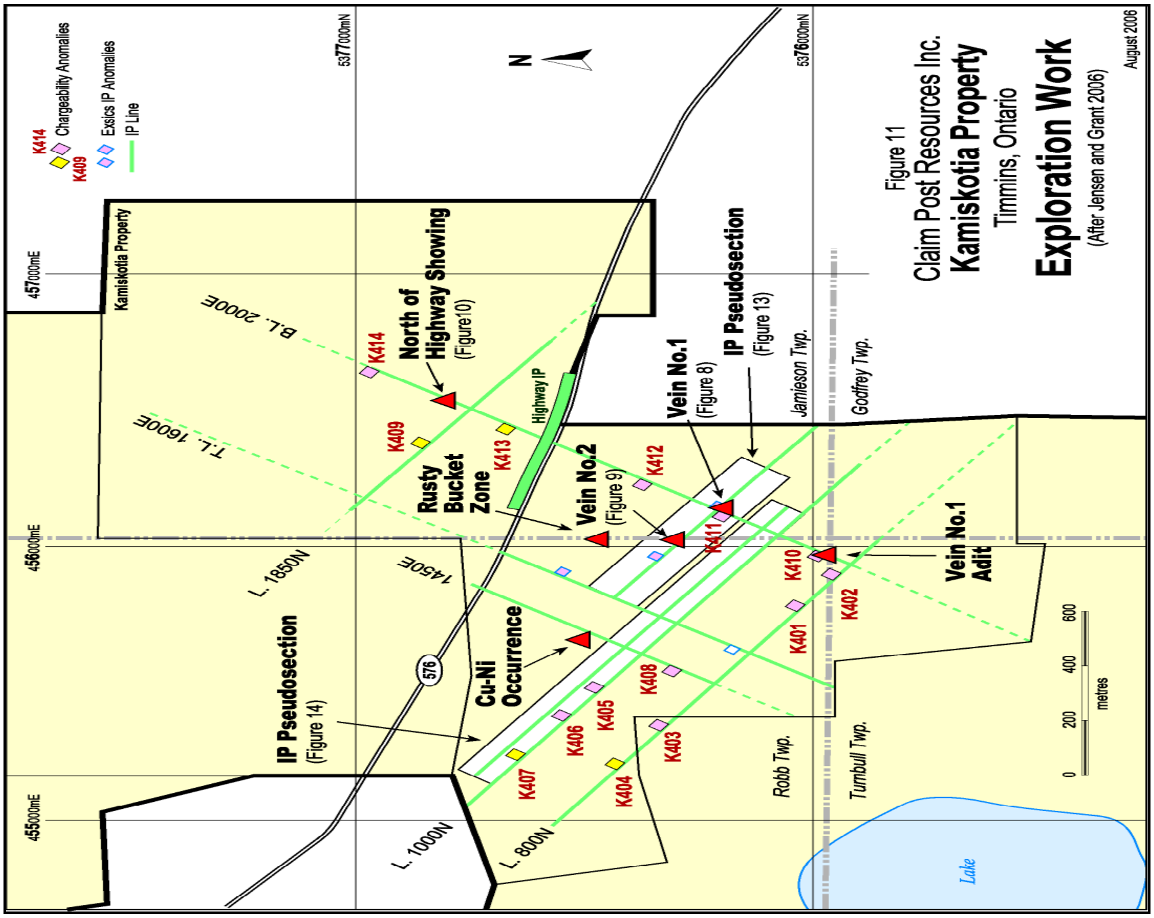


Figure 11
Claim Post Resources Inc.
Kamiskotia Property
Timmins, Ontario
Exploration Work
(After Jensen and Grant 2006)
August 2006

Drilling

Claim Post has not done any drilling on the property.

Sampling Method And Approach

Jensen's "grab samples" were collected as a line of continuous chips using a hammer and moil. The sample line was usually 1.0 m long but occasionally shortened to 0.5 m to test specific units. Channel samples were cut with a portable, diamond saw as grooves about 7.5 cm wide and 3.5 cm deep. The channels ranged from 0.5 to 1.5 m. Chip and channel samples were marked with strips of aluminium bearing the sample numbers. At the time of Cargill's visit in December 2005 the sample lines and the aluminium strips with the sample numbers were well preserved.

Sample Preparation, Analyses And Security

Jensen's samples were shipped by bus express to Accurassay Laboratories in Thunder Bay, Ontario (Jensen, 2004). No blanks, standards or duplicates were included with the field samples. The laboratory preformed check assays about every tenth pulp as part of their laboratory procedures. These checks showed a good correlation with the original assay values (Jensen 2004).

Gold and platinum assays used 30 g of the pulp and were treated using a fire assay extraction and an atomic absorption finish. The other elements were assayed using the atomic absorption method and after the extraction using aqua regia.

Data Verification

Cargill collected two chip samples across Vein No. 1 and one across Vein No. 2. These samples were assayed at Swastika Laboratories with the following results.

CHECK SAMPLES

Claim Post Resources Inc. Kamiskotia Project

Sample	Au(g/t)	Check Au(g/t)	Ag (ppm)	Cu (ppm)	Pb (ppm)	Zn (ppm)	Zn (%)
652021(1)	12.48	12.41	63	1220	1570	>10000	40.5
652022(1)	0.37	---	37.2	7420	60	6740	---
652023(2)	0.69	0.68	20.6	1350	1680	>10000	10.3

(1) Zinc Vein No. 1 (2) Zinc Vein No. 2

Adjacent Properties

Properties in the Kamiskotia Area were discussed under "Mineralization".

Mineral Processing And Metallurgical Testing

This is an early stage exploration property and Claim Post has done no metallurgical testing.

Mineral Resource And Mineral Reserve Estimates

This is an early stage exploration property and no mineral resources or reserves have been estimated.

Other Relevant Data And Information

Cargill is not aware of any other data or information relevant to this property.

Interpretations And Conclusions

- The property is in the Abitibi greenstone belt adjacent to VMS deposits at Kamiskotia, Jameland, Canadian Jamieson, Halfmoon Lake, Steep Lake and Gennex.

- Previous geological interpretations show the property almost entirely underlain by gabbroic intrusions of the KGC. However, the results of the new airborne gravity and aeromagnetic surveys do not support this interpretation. The new geophysical surveys indicate that the south-eastern and western parts of the property not underlain by gabbroic stocks of the KGC and are probably underlain by volcanic rocks (KVC).

- The new geophysical surveys indicate that significant areas of the property are prospective for VMS deposits.

- The geophysical surveys also indicated a number of structural zones that may offer potential for gold mineralization.

- Work on the mineral occurrences in the area has been very limited. Most known occurrences were patented early in the history of the Timmins camp and explored intermittently by the owners of the patents.

- The property offers potential for classic, gabbro-hosted deposits such as Opemiska, VMS deposits in volcanics under thin sills of gabbro, and mesothermal, vein-hosted and felsic-dyke hosted, gold deposits.

Recommendations

Cargill considers that the Kamiskotia Project is of sufficient merit to justify the exploration program recommended below.

Phase One

- Compile and interpret the new airborne-geophysical data at a scale suitable to revise the geological mapping of the property.
- Compile existing information on mineral occurrences, drill holes, and ground geophysical surveys into a digital format comparable with the interpretation of the new geophysical surveys.
- Map and prospect the area of known showings to establish the location and nature of these occurrences. Test existing showings with IP surveys. Drill test the best of the IP anomalies associated with the known showings to establish a model to evaluate the results of the IP surveys.

All components of Phase One have commenced and are expected to be completed by the end of August, 2007.

Phase Two

- Follow up drilling of intersections obtained in the Phase One program.
- Systematic IP and magnetic surveys across the entire property.
- Drill test anomalies obtained by the systematic ground surveys.

All components of Phase Two will be undertaken concurrently and are expected to be completed by the end of December, 2007.

RECOMMENDED PROGRAM

Claim Post Resources Inc. Kamiskotia Project

Category	Phase One Amount	Phase One Cost	Phase Two Amount	Phase Two Cost
Interpretation of new airborne surveys		$40,000		-0-
Compilation of existing data into a digital data base		$20,000		-0-
Mapping and Prospecting		$10,000		$25,000
Line Cutting	10 km	$5,000	25 km	$12,500
	Test lines on existing showings	$10,000	15 km	$50,000
Diamond Drilling	600 m	$60,000	2,500 m	$250,000
Assaying & Misc.	100 samples	$5,000	500 samples	$12,500
Subtotal		**$150,000**		**$350,000**
10 % Contingencies		$15,000		$35,000
Total		**$165,000**		**$385,000**

USE OF FUNDS

Funds Available

The total estimated funds available to the Corporation from all sources after deducting the estimated expenses of the current filing will be $729,000.

Principal Purposes

The Corporation will use the estimated total funds available to it after the costs of carrying out the exploration programs recommended in the Kamiskotia Report, and for general working capital purposes as follows:

Description	**Amount**
Nine Months' expenses -	$100,000
Surface Exploration - Diamond and Percussion Drilling	$165,000
Working Capital for ongoing operations:	$464,000
Total:	$729,000

The Corporation maintains an exploration office and a secure fenced core storage yard in Timmins, Ontario at an estimated cost $10,000 per month (plus 10% contingency). This includes heating, telephone, computer, truck mileage, equipment rentals, management travel costs to Timmins and other miscellaneous expenses. The Corporation estimates that these costs will total $100,000 for the next 9 months.

The funds of $165,000 allocated to Surface Exploration and Diamond and Percussion Drilling will be used as summarized in the table "Recommended Program" above.

The Corporation intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary in order for the Corporation to achieve its stated business objectives. The actual use of available funds will vary depending on the Corporation's operating and capital needs from time to time and will be subject to the discretion of the management of the Corporation. Pending such use, the Corporation intends to invest the available funds to the extent practicable in short-term, investment grade, interest-bearing securities and other marketable securities.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The following table sets forth financial information for the Corporation which has been summarized from the Corporation's audited financial statements for the period commencing September 21, 2005 (the date of incorporation of the Corporation) and ending September 30, 2006 and unaudited financial statements for the three month period ending December 31, 2006. This summary information should be read in conjunction with the Corporation's audited and unaudited financial statements, including the notes thereto, included elsewhere in this Prospectus.

Statement of Operations Data	**Period Commencing September 21, 2005 (date of incorporation) and ended September 30th, 2006 (audited) ($)**	**Three Month Period ending December 31, 2006 (unaudited) ($)**
Total Revenues	Nil	3,973
Total Expenses	33,366	18,645
Net Income/(Loss)	(21,366)	(9,672)
Net Income/(Loss) per Share – Basic	(0.00)	(0.00)
Net Income/(Loss) per Share - Fully Diluted	(0.00)	(0.00)
Balance Sheet Data		
Total Assets	352,268	963,904
Total Long-Term Debt	Nil	Nil
Total Liabilities	67,322	76,355
Share Capital Shareholders' Equity	306,312 284,946	918,587 887,549

Management's Discussion and Analysis

The following discussion (the "**MD&A**") of the results of operations of the Corporation should be read in conjunction with the audited financial statements of the Corporation for the period commencing September 21, 2005 (the date of incorporation of the Corporation) and ended September 30th, 2006 and the unaudited financial statements of the Corporation for the three month period ended December 31, 2006, together with the accompanying notes (collectively, the "**Financial Statements**"), which are included elsewhere in this Prospectus. This MD&A was prepared as at May 2, 2007.

The following MD&A provides a summary of the audited and unaudited financial information of the Corporation contained elsewhere herein. This discussion contains forward-looking statements that involve certain risks and uncertainties. See "*Cautionary Note Regarding Forward-Looking Information*".

Overview

The Corporation was incorporated on September 21, 2005 for the sole purpose of creating a company to acquire one or more early stage mineral projects; to obtain additional funds to search for and acquire additional mineral projects; and to obtain required capital for general corporate expenses. See "*General Development of the Business*" and "*Use of Funds*".

The Kamiskotia Project is considered to be in the exploration stage, and the Corporation has not yet commenced any mining operations on the Mining Claims. Accordingly, the Corporation does not currently have any revenues, and, until the completion of the recommended exploration programs on such mineral projects, receipt of required mining licences and permits for the mining of one of more commercial ore bodies located thereon, and the mining and shipment of ore, the Corporation is not expected to have any revenues.

Three Month Period ended December 31, 2006

Results of Operations

The Corporation incurred a net loss of $9,672 or $0.00 per share for the three months ending December 31, 2006, compared to net loss of $3,625 for the period from the date of incorporation (September 21, 2005) to December 31, 2005. The increased loss was attributable to the increased legal, audit and administrative costs associated with the Corporation's financing activities and mining operations in the period.

The Corporation earned interest income of $3,973 for the three months ending December 31, 2006 compared to nil for the period from the date of incorporation (September 21, 2005) to December 31, 2005 related to an increase in cash from the Corporation's fundraising activities during the period. As a result, the net loss for the period was reduced significantly to $9,672 in the three month period ended December 31, 2006.

Professional fees were $13,565 for the three months ending December 31, 2006, compared to $274 for the period from the date of incorporation (September 21, 2005) to December 31, 2005 as a result of legal costs associated with financing activities undertaken in the period.

Office and general costs were $2,889 for the three months ending December 31, 2006, compared to $2,071 for the period from the date of incorporation (September 21, 2005) to December 31, 2005. Office and general costs will increase going forward.

Summary of Quarterly Results

Selected financial information for the six prior quarters as follows:

	December 31, 2006 $	**September 30, 2006 $**	**June 30, 2006 $**	**March 31, 2006 $**	**December 31, 2005 $**	**Date of Incorporation to September 30, 2005 $**
Total Revenue	3,973	-	-	-	-	-
Net Loss	9,672	5,817	2,552	9,372	3,625	0
Loss Per Share	($0.00)	($0.00)	($0.00)	($0.00)	($0.00)	($0.00)

Liquidity and Capital Resources

The mineral properties of the Corporation are in the exploration and development stage and, as a result, the Corporation has no source of operating cash flow. The exploration and development of the Corporation's properties depends on the ability of the Corporation to obtain financing. If the Corporation's exploration programs are successful, additional funds will be required to develop the Corporation's properties and, if successful, to place them into commercial production. The only sources of future funds presently available to the Corporation are the sale of share capital of the Corporation, or the sale by the Corporation of an interest in any of its properties in whole or in part. The ability of the Corporation to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Corporation. There can be no assurance that the Corporation will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Corporation. If additional financing is raised by the issuance of shares from the treasury of the Corporation, control of the Corporation may change and shareholders may suffer dilution. If adequate financing is not available, the Corporation may be required to delay, reduce the scope of, or eliminate one or more exploration activities or relinquish rights to certain of its interests. Failure to obtain additional financing on a timely basis could cause the Corporation to forfeit its interests in some or all of its properties and reduce or terminate its operations. The Corporation does not have any warrants or options outstanding as a potential source of financing.

As at December 31, 2006, the Corporation had current assets of $767,108 to meet current liabilities of $37,355. Included in current assets are cash and cash equivalents of $707,763.

$27,710 of cash was used in operations and $78,445 was spent on exploration during for the three months ending December 31, 2006, compared to $5,525 cash used in operations and $30,930 spent on exploration during the period from the date of incorporation (September 21, 2005) to December 31, 2005.

On October 15, 2006, the Corporation raised $26,475 by way of a private placement of common shares. Pursuant to the financing, the Corporation issued 176,500 common shares at a price of $0.15 per share.

On October 24, 2006, the Corporation raised gross proceeds of $625,750 by the way of a non-brokered private placement. Pursuant to the financing, the Corporation issued 1,640,000 flow-through special warrants at a price of $0.25 and 1,438,333 special warrants at a price of $0.15 each. Each special warrant may be exercised to acquire one common share of the Corporation at no additional cost for a period of 12 months. A finder's fee in the amount of $54,500 was paid with respect to this private placement. In addition, 600,000 compensation warrants were issued as a finder's fee. However, all these compensation warrants were subsequently cancelled on February 28, 2007.

On December 15, 2006 the Corporation raised $14,550 by way of a private placement of common shares. Pursuant to the financing, the Corporation issued 97,000 common shares at a price of $0.15 per share. See "*Prior Sales*".

Transactions with Related Parties

During the three month period ended December 31, 2006, the Corporation had dealings with the following related parties:

The Corporation relies on the experience and expertise of Mr. Charles Gryba in his role as President and Chief Executive Officer and Director of the Corporation. The Corporation has secured his services on a month to month basis pursuant to a verbal consulting agreement. Mr. Gryba receives a fee of $5,000 per month for his services. In the three month period ending December 31, 2006 Mr. Gryba did not receive any consulting fees (2005-nil) but submitted out-of-pocket expenses of $1,543 which were reimbursed subsequent to December 31, 2006. Hermann Daxl and Pat Gryba, shareholders of the Corporation, had accrued fees and out-of-pocket expense re-imbursements of $11,148 and $2,400, respectively, for consulting services in the three month period ending December 31, 2006. In addition, Blaney McMurtry LLP, the solicitors for the Corporation had accrued legal fees of $9,000 (2005-nil) for the three month period ending December 31, 2006. A partner of Blaney McMurtry LLP is the Assistant Secretary of the Corporation.

There was $24,011 in related party amounts included in accounts payable and accrued liabilities.

Off-Balance Sheet Arrangements

The Corporation has no off-balance sheet arrangements.

Financial Instruments and Other Instruments

The Corporation's financial instruments consist of cash, cash equivalents, accounts payable and accrued liabilities. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the carrying values of these financial instruments approximate their fair values.

Other Information

Additional Disclosure for Venture Companies without Significant Revenue

The following is additional financial information regarding the Corporation for the period required by National Instrument 51-102 - Continuous Disclosure Obligations, for TSXV issuers.

		December 31, 2006		**December 31, 2005**
Mineral Properties				
Capitalized mineral properties and deferred exploration expenditures	$	**194,546**	$	**36,930**
Corporate expenses	$	**18,645**	$	**3,625**
Total assets	$	**963,904**	$	**369,779**
		December 31, 2006		**December 31, 2005**
Mineral properties and deferred costs				
		Capitalized		**Capitalized**
Acquisition costs	$	**10,955**	$	**6,000**
Geological		**16,035**		**0**
Drilling		**65,642**		**0**
Assaying		**2,445**		**0**
Linecutting		**10,672**		**4,720**
Geophysical		**44,185**		**20,283**
Claim Staking		**19,429**		**5,122**
Other		**25,183**		**805**
Capitalized mineral properties and deferred exploration expenditures	$	**194,546**	$	**36,930**
Corporate Expenses		**December 31, 2006**		**December 31, 2005**
Office and general		**2,889**		**2,071**
Management and consulting		**-**		**-**
Professional fees		**13,565**		**274**
Promotion and travel		**1,824**		**1,280**
Shareholder information		**117**		**0**
Amortization		**250**		**0**
	$	**18,645**	**$**	**3,625**
Outstanding share data		**As at December 31, 2006**		**As at December 31, 2005**

Issued and outstanding common shares	**14,699,500**	**1,200,000**
Issued and outstanding special warrants	**3,078,333**	**9,613,000**

Exploration Activities

The Corporation is focused on exploring and developing its gold properties located in the Abitibi Greenstone Belt Region near Timmins in Ontario, Canada.

Kamiskotia Project

The Kamiskotia Project consists of 499 unpatented mining claims units in Cote, Massey, Robb, Turnbull, Jamieson and Godfrey Townships, south of Kamiskotia Lake. Eleven claims in Jamison and Turnbull Townships have patented surface rights owned by individuals. The Centre point of the claim group is about 81˚ 38'W and 48˚33' N and the claims are on NTS map Sheet 42A/12.

The Kamiskotia Project is considered to be in the exploration stage, and the Corporation has not yet commenced any mining operations on the Mining Claims. Accordingly, the Corporation does not currently have any revenues from mining interests and, until the completion of the recommended exploration programs on such mineral projects, receipt of required mining licences and permits for the mining of one of more commercial ore bodies located thereon, and the mining and shipment of ore, the Corporation is not expected to have any revenues.

The Corporation currently has approximately $600,000 in working capital available to fund its exploration programs and for general operating expenses. The following is a summary of the specific costs of carrying out the exploration program recommended in the Kamiskotia Report (excluding any amounts for contingencies):

Activity	**Estimated Cost**	**Expected Completion**
Phase One		
Interpretation of new airborne surveys	$40,000	June, 2007
Compilation of existing data into digital data base	$20,000	June, 2007
Mapping / IP surveys	$10,000	August, 2007
Line Cutting	$15,000	June, 2007
Drilling	$60,000	June, 2007
Assaying and Miscellaneous	$5,000	June, 2007
Total:	$150,000	
Phase Two		
Mapping and Prospecting	$25,000	December, 2007
Line Cutting	$62,500	September, 2007
Drilling	$250,000	December, 2007
Assaying and Miscellaneous	$12,500	December, 2007
Total:	$350,000	

As at the Corporation has sufficient funds to carry out the Phase One exploration program and to cover general operating expenses for the next two years. However, the Corporation anticipates that it will have to raise additional funds by one or more equity financings in the current year to fund all of the Phase Two exploration program. See "*Risk Factors*".

Dividends

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

Outlook

The business objective of the Corporation is the acquisition, exploration, development and production of mineral resources from properties in Canada. More particularly, the Corporation's primary business objective is to carry out the exploration programs recommended in the Cargill Report on the Kamiskotia Project in furtherance of completing the recommendations in the Cargill Report within approximately eighteen (18) months.

If the results of the initial exploration and test drilling programs recommended by the Cargill Report prove to be encouraging, the Corporation will require additional capital which may come from future financings. There can be no assurance that the Corporation will be able to raise such additional capital if and when required on terms it considers acceptable. See "*Risk Factors*".

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Corporation's President and Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at the end of the year covered by this management's discussion and analysis, management of the Corporation, with the participation of the President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Corporation's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this management's discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Corporation's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Corporation, including the President and Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Period from incorporation to September 30th, 2006

Results of Operations

During this period the Corporation was incorporated and entered into the Kamiskotia Purchase Agreement with Charles Gryba, Patrick Gryba and Hermann Daxl with respect to the acquisition of the Mining Claims. No cash was payable upon acquisition of the Mining Claims, and so the only cash transactions were the receipt of proceeds from i) the Common Share subscriptions of the Corporation's founders, ii) a special warrant private placement completed on December 19, 2005, iii) a private placement of common shares completed on October 15, 2006, iv) a special warrant private placement completed on October 24, 2006, and v) a private placement of common shares completed on December 15, 2006.

As the results of operations for the Corporation are for the period from September 21, 2005 (the date of incorporation) to September 30, 2006, the only expenses incurred in this period were for professional fees incurred in connection with the incorporation of the Corporation, the evaluation and acquisition of the

Mining Claims and the special warrant private placement completed on December 19, 2005 and for general and administrative expenses.

The Corporation had cash balances of $230,168 and working capital of $212,845 as at September 30, 2006. There was a loss for the period from incorporation to September 30, 2006 of $21,366 attributable to professional fees incurred in connection with the incorporation of the Corporation, the evaluation and acquisition of the Mining Claims, the special warrant private placement completed on December 19, 2005 and general and administrative expenses.

Additional Disclosure for Venture Issuers Without Significant Revenue

The following is additional financial information regarding the Corporation for the period required by National Instrument 51-102 - Continuous Disclosure Obligations for TSXV issuers.

	September 30, 2006
Mineral properties	$
Capitalized minerals properties and deferred expenditures	116,101
Expensed development and exploration	-
Corporate expenses	33,366
Total Assets	352,268
Mineral properties and deferred expenditures	**September 30, 2006 Capitalized**
Acquisition costs	6,000
Geology	15,270
Labour	28,901
Amortization	44,185
Other	21,745
	116,101
Corporate Expenses	**September 30, 2006**
Office and general:	$
Professional fees	11,192
Shareholders Information	17,753
Other	2,308
	2,113
	33,366
Outstanding share data	**As at September 30, 2006**
Issued and outstanding common shares	1,200,000
Issued and outstanding special warrants	9,613,000

Liquidity and Capital Resources

The mineral properties of the Corporation are in the exploration and development stage and, as a result, the Corporation has no source of operating cash flow. The exploration and development of the Corporation's properties depends on the ability of the Corporation to obtain financing. If the Corporation's exploration programs are successful, additional funds will be required to develop the Corporation's properties and if successful, to place them into commercial production. The only sources of future funds presently available to the Corporation is the sale of equity capital of the Corporation, or the sale by the Corporation of an interest in any of its properties in whole or in part. The ability of the Corporation to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Corporation. There can be no assurances that the Corporation will be successful in its efforts to arrange financing, if needed, on terms satisfactory to the Corporation. If additional financing is raised by the issuance of shares from the treasury of the Corporation, control of the Corporation may change and shareholders may suffer dilution. If adequate financing is not available, the Corporation maybe required to delay, reduce the scope of, or eliminate one or more exploration activities or relinquish rights to certain of its interests. Failure to obtain additional financing on a timely basis could cause the Corporation to forfeit its interests in some or all its properties and reduce or terminate its operations. The Corporation does not have any warrants or options as a potential source of financing.

During the period from incorporation to September 30, 2006, the Corporation raised $356,300 through a special warrant private placement completed on December 19, 2005. See “*Prior Sales*”.

Transactions with Related Parties

During the year ended September 30, 2006, the Corporation had dealings with the following related parties:

The Corporation relies on the experience and expertise of Mr. Charles Gryba in his role as President and Chief Executive Officer and Director of the Corporation. The Corporation has secured his services on a month to month basis pursuant to a verbal consulting agreement. Mr. Gryba receives a fee of $5,000 per month for his services. In the fiscal year ending September 30, 2006 Mr. Gryba received fees of $18,000 (2005-nil). In addition, Hermann Daxl, a shareholder of the Corporation received a fee of $6,950 for consulting services in the fiscal year ending September 30, 2006.

Key Economic Trends

The financial performance of the Corporation will be directly affected by the exploration activities to be conducted on the Kamiskotia Project in conjunction with their possible development for commercial production of precious metals or base metals. See “*General Development of the Business*”, “*Kamiskotia Project*”. Should the results of such exploration activities warrant bringing Kamiskotia Project into commercial production, substantial additional funds will be required to do so. Until such time as commercial production is achieved (and there can be no assurance it will be), the Corporation will continue to incur administrative costs and exploration expenditures that are either deferred or expensed, depending upon the nature of those expenditures, resulting in continuing operating losses. In the future, should the development of the Corporation’s mineral projects occur, the financial performance of the Corporation will become more closely linked to the prices obtained for the precious or base metals produced by the Corporation. Management is of the view that while the average price for precious and base metals may not be sustainable at today’s levels, the long-term forecast for them is sufficient to warrant the Corporation’s focus on precious and base metal projects. See “*Trends*”.

The exploration and development of the Corporation’s mineral projects will require substantial additional financing. Failure to obtain sufficient financing will result in the delay or indefinite postponement of exploration, development or production on any or all of such projects, and may even cause a loss of project interest. There can be no assurance that additional capital or other types of financing will be available when needed or that, if available, the terms of such financing will be favourable to the Corporation. See “*Risk Factors*”.

DIVIDEND POLICY

The Corporation has neither declared nor paid any dividends on its Common Shares. The Corporation intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future. The payment of dividends in the future will depend on the earnings and financial condition of the Corporation and such other factors as the board of directors of the Corporation may consider appropriate.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares, of which 14,699,500 Common Shares are issued and outstanding as at the date of this Prospectus. Holders of Common Shares are entitled to receive notice of any meeting of shareholders of the Corporation, and to attend and to cast one (1) vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive dividends, if any, as and when declared by the Corporation's board of directors in its discretion. Upon the liquidation, dissolution or winding up of the Corporation, holders of Common Shares are entitled to receive on a pro rata basis the net assets of the Corporation, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.

CAPITALIZATION

The following table outlines the capitalization of the Corporation as at December 31, 2006, as at the date of this Prospectus and after giving effect to the exercise of the Special Warrants. The table should be read in conjunction with the audited and unaudited financial statements of the Corporation and the accompanying notes thereto, which appear elsewhere in this Prospectus.

Description of Security	Number Authorized	Outstanding as at September 30, 2006 (audited)	Outstanding as at December 31, 2006 (unaudited)	Outstanding as at the date of this Prospectus (unaudited)	Outstanding after giving effect to the exercise of the Special Warrants (unaudited)(3)
Common Shares	unlimited	1,200,000 ($12)	14,699,500 (403,337)	14,699,500 ($403,337)	17,777,833 ($1,029,087)
Special Warrants (November, 2005)	6,000,000	6,000,000 ($6,000)	Nil	Nil	Nil
Special Warrants (December, 2005)	4,000,000(1)	3,613,000 ($356,300)	Nil	Nil	Nil
Special Warrants (October, 2006)	4,000,000(2)	Nil	3,078,333 ($625,750)	3,078,333 ($625,750)	Nil
Compensation Warrants(4)	600,000	Nil	600,000	Nil	Nil
Deficit	-	($21,366)	($31,038)	($31,038)	($31,038)

Note(s):

(1) Convertible upon exercise into two (2) Common Shares. The special warrants were deemed to be exercised on December 19,2006.

(2) Convertible upon exercise into one (1) Common Share.

(3) Before deducting the estimated costs and expenses of the Offering estimated at $60,000.

(4) All compensation warrants were cancelled on February 28, 2007.

OPTIONS TO PURCHASE SECURITIES

2006 Stock Option Plan

The Corporation's 2006 stock option plan (the "**2006 Stock Option Plan**") was approved by the Board of Directors and the shareholders of the Corporation on November 29, 2006. The purpose of the 2006 Stock Option Plan is to attract, retain and motivate qualified directors, executives, employees and consultants and to reward them for their contributions toward the goals and success of the Corporation. Pursuant to the terms of the 2006 Stock Option Plan, the Board of Directors may designate directors, senior officers, employees and consultants of the Corporation eligible to receive stock options to acquire such numbers of Common Shares as the board of directors may determine, each option so granted being for a term specified by the Board of Directors up to a maximum of ten years from the date of grant. The current maximum number of Common Shares reserved for issuance for options granted under the 2006 Stock Option Plan is 1,766,766 Common Shares, being equal to ten percent (10%) of the issued and outstanding Common Shares in the capital of the Corporation as of the effective date of the date hereof.

In accordance with its terms, in no case will the grant of options under the 2006 Stock Option Plan result in (i) the number of Common Shares reserved for issuance pursuant to stock options granted to insiders and their associates (as those terms are defined in the *Securities Act* (Ontario)) exceeding ten percent (10%) of the issued and outstanding Common Shares, (ii) the grant to insiders, within any twelve (12) month period, of options reserving for issuance a number of Common Shares exceeding in the aggregate ten percent (10%) of the issued and outstanding Common Shares, (iii) the grant to any single insider, and such insider's associates, within any twelve (12) month period, of options reserving for issuance a number of Common Shares exceeding in the aggregate five percent (5%) of the issued and outstanding Common Shares, or (iv) the number of Common Shares reserved for issuance pursuant to stock options granted to any one person exceeding in the aggregate five percent (5%) of the issued and outstanding Common Shares.

The price at which an option holder may purchase a Common Share upon the exercise of an option is determined by the board of directors of the Corporation, however, such exercise price can not be less than the "Market Price" of the Common Shares as determined in accordance with the provisions of the 2006 Stock Option Plan, being the closing price of such shares on any exchange (and, if listed on more than one exchange, then the highest of such closing prices) on the last business day prior to the date of the grant of the option (or, if the Common Shares are not then listed and posted for trading on an exchange, on such stock exchange in Canada on which the Common Shares are listed and posted for trading as may be selected for such purpose by the Board of Directors, less any applicable permitted discounts). In the event that the Common Shares did not trade on the last business day prior to the grant of the option, the Market Price is the average of the bid and asked prices in respect of such shares at the close of trading on such date. In the event that the Common Shares are not listed and posted for trading on any exchange, the Market Price is the fair market value of such shares as determined by the Board of Directors in its sole discretion.

An option will not be exercisable unless the option holder remains an eligible director, senior officer, employee or consultant continuously throughout the term of such option. Should the option holder cease to be an eligible director, senior officer, employee or consultant of the Corporation during the term of an option for any reason other than death or cause (as defined in the 2006 Stock Option Plan), the option will be exercisable for a maximum of ninety days thereafter. If an option holder dies during the term of an option, such option will be exercisable by the executor or administrator of the option holder for a maximum of one year following such death. If an option holder ceases to be an eligible director, senior officer, employee or consultant under the 2006 Stock Option Plan as a result of being terminated for cause, the term of any options held by such option holder will be deemed to expire immediately on the termination date.

As at the date of this Prospectus, the Corporation has not granted any stock options under the 2006 Stock Option Plan.

PRIOR ISSUANCES

The following table sets forth the details of all issuances or sale of Common Shares or securities convertible into Common Shares by the Corporation since incorporation:

Date of Issuance or Sale	Description of Transaction	Aggregate Number of Securities Issued	Type of Securities	Price per Security	Total Gross Consideration
September 21, 2005	Issuance from Treasury	1,200,000	Common Shares	$0.0001	$12
November 30, 2005	Property Acquisition	6,000,000(1)	Special Warrants(1)	$0.0001	$6,000
December 19, 2005	Private Placement	3,613,000(2)	Special Warrants(2)	$0.10	$356,300
October 15, 2006	Private Placement	176,500	Common Shares	$0.15	$26,475
October 24, 2006	Private Placement	1,640,000(3)	Flow-through Special Warrants(3)	$0.25	$410,000
October 24, 2006	Private Placement	1,438,333(3)	Common Share Special Warrants(3)	$0.15	$215,750
October 24, 2006	Private Placement	600,000	Share Purchase Warrants(4)	$0.15-0.25	Nil
December 15, 2006	Private Placement	97,000	Common Shares	$0.15	$14,550

(1) Each special warrant entitled the holder upon exercise or deemed exercise thereof and without payment of any additional consideration, to acquire one (1) Common Share of the Corporation. All special warrants were deemed to be exercised on November 30, 2006.
(2) Each special warrant entitled the holder upon exercise or deemed exercise thereof and without payment of any additional consideration, to acquire two (2) Common Shares of the Corporation. All special warrants were deemed to be exercised on December 19, 2006.
(3) Each special warrant entitles the holder upon exercise or deemed exercise thereof and without payment of any additional consideration, to acquire one (1) Common Share of the Corporation.
(4) All share purchase warrants were cancelled on February 28, 2007.

PRINCIPAL HOLDERS OF SECURITIES

As of the date of this Prospectus, the only persons who, to the knowledge of the directors and officers of the Corporation, beneficially own, directly or indirectly, securities of the Corporation carrying more than ten percent (10%) of the voting rights attaching to the outstanding voting securities of the Corporation are as follows:

Name of Shareholder	No. and Class of Securities Owned	Percentage of Each Class of Securities as of the Date of the Prospectus	Nature of Ownership of Securities	Percentage of each Class of Securities owned by the Principal Shareholder after giving effect to the exercise of outstanding Special Warrants(1)
Charles Gryba	2,000,000 Common Shares	13.6%	Direct	11.2%
Patrick Gryba	2,000,000 Common Shares	13.6%	Direct	11.2%
Hermann Daxl	2,000,000 Common Shares	13.6%	Direct	11.2%
Technifund Inc.	2,000,000 Common Shares	13.6%	Direct	11.2%

Note(s):
(1) On a non-diluted basis.

ESCROWED SECURITIES

Pursuant to National Policy 46-201 – Escrow for Initial Public Offerings (the "**Escrow Policy**"), each of Charles Gryba, Richard Williams, Julian Kemp and Phillip Walford (collectively, the "**Principals**") would qualify as "Principals" pursuant to the Escrow Policy and will be required to enter into an escrow agreement (the "**Escrow Agreement**") with the Corporation and Equity Transfer & Trust Company (the "**Trustee**") effective on the date a final receipt is issued in each of the Qualifying Jurisdictions for this Prospectus. A total of 3,520,000 Common Shares will be deposited into escrow with the Trustee as escrow agent on the date of final receipt is issued for this prospectus (the "**Escrowed Securities**"). Pursuant to the Escrow Agreement, the following securities of the Corporation will be held in escrow:

Designation of Class	Number of Escrowed Securities / Percentage of Class Outstanding
Common Shares	3,520,000 / 19.8%

As at the date hereof, the Corporation would be classified as an "emerging issuer" under the Escrow Policy. An "emerging issuer" is an issuer that does not meet the "established issuer" criteria (which includes issuers listed on the TSX Exchange in its non-exempt category and issuers that meet Tier 1 listing requirements of the TSXV). Based on the Corporation being an "emerging issuer", the Escrowed Securities will be subject to a three year escrow. Ten percent of each Principal's Escrowed Securities will be exempt from escrow effective on the receipt of notice confirming the listing of the Common Shares on the TSXV ("**Listing Notice**"). The balance of the Escrowed Securities will be released over three years in equal tranches at six month intervals from the date of the Listing Notice (the "**Listing Date**"), with 15% of the Escrowed Securities being released in each tranche.

The automatic timed-release provisions under the Escrow Policy pertaining to "established issuers" provide that 25% of each Principal's Escrowed Securities shall be released on the Listing Date, with an additional 25% being released in equal tranches at six month intervals over 18 months.

If, within 18 months of the date of the Listing Notice, the Corporation meets the "established issuer" criteria, as set out in the Escrow Policy, that number of Escrowed Securities that would to that date have been eligible for release from escrow if the Corporation had been an "established issuer" on the date of the Listing Notice will be immediately released from escrow. After 18 months from the date of the

Listing Notice, if the Corporation meets the "established issuer" criteria, all the Escrowed Securities will be immediately released from escrow.

The Escrowed Securities cannot generally be transferred or otherwise dealt with while in escrow other than pursuant to certain permitted transfers or dealings within escrow, as more particularly set out in the Escrow Agreement.

The Escrowed Securities may also be subject to a hold period pursuant to Multilateral Instrument 45-102 – Resale of Securities.

DIRECTORS AND OFFICERS

Name, Address, Occupation and Security Holding

The following table sets forth the name and municipality of residence of each director and executive officer of the Corporation, as well as such individual's position within the Corporation, principal occupation within the five (5) preceding years and number of securities beneficially owned by each such director or executive officer. The statement as to securities beneficially owned, directly or indirectly, or over which control or direction is exercised by the directors and executive officers hereinafter named in each instance based upon information furnished by the person concerned and is as at the date of this Prospectus.

Name and Municipality of Residence	Position with the Corporation	Director or Officer Since	Principal Occupation	Number of Securities Beneficially Owned Directly or Indirectly or Over Which Control or Direction is Exercised[2]	Percentage of Securities Held [1]
Charles M. Gryba Toronto, Ontario	President, Chief Executive Officer and Director	2005	C.O.O. of First Metals Inc.	2,000,000 Common Shares	11.2%
Phillip Walford Toronto, Ontario	Director	2006	President and CEO of Marathon PGM Corp.	60,000 Common Shares	0.3%
Richard D. Williams Toronto, Ontario	Director and Secretary	2005	President, Blackwell Investor Relations Corp.	1,200,000 Common Shares	6.7%
Julian Kemp Toronto, Ontario	Director	2006	V-P Finance and CFO of Fortune Minerals Limited	100,000 Common Shares	0.6%
James N. Fairbairn Toronto, Ontario	Chief Financial Officer	2006	Self-employed Chartered Accountant	Nil	Nil
Nadim Wakeam Toronto, Ontario	Assistant Secretary	2005	Barrister & Solicitor Blaney McMurtry LLP	Nil	Nil

Note(s):

(1) Assuming exercise of the outstanding special warrants of the Corporation.
(2) Based on information provided by the individuals.

Each director is elected or appointed for a term of one year or until such time as a successor is elected at a duly called meeting of shareholders.

As at the date of this Prospectus, the directors and executive officers of the Corporation, as a group, own beneficially, directly or indirectly, or control or direct 3,160,000 Common Shares, representing 21.6% of the outstanding Common Shares assuming exercise of the outstanding special warrants of the Corporation. Following the exercise of the Special Warrants, their shareholdings will constitute 17.9% of the issued and outstanding Common Shares.

A description of each of the executive officers and directors of the Corporation (including details with regard to their principal occupations for the last five years) follows:

Charles M. Gryba

Mr. Gryba P.Eng., 56, the Chief Executive Officer and a director of the Corporation, is a professional engineer with over 30 years of operational experience in the mining industry. Mr. Gryba gained operations experience with Hudsons Bay Mining and Smelting Co., Cantung and Pamour from 1973 to 1986, and from 1986 to 1996 was the President and a director of Moneta Porcupine Mines, a TSX Exchange listed gold and base metals exploration corporation. From 1998 to 2001, Mr. Gryba was the President and a director of St. Andrews Goldfields, a TSX Exchange listed mining corporation. Since 2002, Mr. Gryba has established two private corporations, Urban Mining International Inc. and DPM Mining Inc., which market the patented DPM mining methodology in Canada and abroad. In 2005, Mr. Gryba established Claim Post Resources Inc., a private company, to conduct a mineral exploration project in the Timmins region, and assisted in establishing Groundstar Resources Limited, a TSX Exchange listed oil and gas company pursuing exploration opportunities in Guyana, Central Asia and North Africa. Mr. Gryba is also the C.O.O. and a director of First Metals Inc., a TSX Exchange listed mineral development company.

Mr. Gryba will devote a minimum of 25% of his time to the affairs of the Corporation.

Richard D. Williams

Mr. Williams, 53, the Secretary and a director of the Corporation, is the President and founder of Blackwell Investor Relations Corp., an investor relations firm specializing in establishing and strengthening relationships been between public companies and the investment community. Following graduation from the University of Ottawa Faculty of Law in 1979, Mr. Williams served as European counsel to a Canadian multi-national corporation for two years, before gaining additional experience with several mining companies, including Republic Goldfields Ltd. and Minefinders Corporation Ltd., where he was Vice-President and Secretary-Counsel. Mr. Williams currently serves as an officer and director of several mining exploration companies, including, Adroit Resources Inc., Aranka Gold Inc. and Waseco Resources Inc., all TSXV listed exploration companies as well as First Metals Inc., a TSX Exchange listed mineral development company.

Mr. Williams will devote approximately 25% of his time to the affairs of the Corporation.

Julian Kemp

Mr. Kemp, 41, a director of the Corporation, holds a BBA degree from Wilfird Laurier University and obtained his Chartered Accounts designation in 1991. He is the Vice-President, Finance and Chief Financial Officer of Fortune Minerals Limited. Prior thereto, he was the Chief Financial Officer of St. Andrew Goldfields Ltd. and has held senior management positions with other junior resource companies with international operations. He has 18 years of experience in the mining industry, including serving in senior financial management roles with several North American junior mining companies with production of gold and coal, and positions with engineering and mining contracting companies. Mr. Kemp has been involved in all stages of mineral development from grass roots exploration to international metals production, including managing companies through the business cycle.

Mr. Kemp will devote 5% of his time to the affairs of the Corporation.

Phillip Walford

Mr. Walford, 61, a director of the Corporation, holds a BSc Geology and is a Professional Geologist with over 36 years of experience in mining and exploration for both base and precious metals in North and South America. He began his career with Hudson Bay Mining and Smelting Co. and has held senior positions with Pamour Porcupine Mines Ltd., Lac Minerals, Geomaque Explorations Limited and Anaconda Gold Corporation. He was one of the founders of Marathon PGM Corporation and is the CEO and President of that company. In addition, he is a director of several other junior resource companies.

Mr. Walford will devote 5% of his time to the affairs of the Corporation.

James Fairbairn

Mr. Fairbairn, 48, is a Chartered Accountant and is the Chief Financial Officer of the Corporation. Mr. Fairbairn is a self-employed chartered accountant, consulting for public companies since 1990. Mr. Fairbairn holds or has held the following executive positions: Treasurer of CGX Energy Inc. since 1997; CFO and a director of Vena Resources Inc. since February 2004; CFO of Garrison International, 2005 to December 2006; CFO of Trelawney Resources Inc. since 2005; Treasurer of Ausnoram Holdings Ltd., 1988 to 2005; CFO of Band-Ore Resources Corp., October 1995 to June 2006; and Treasurer of Howard, Barclay and Associates Limited from 1997 to 2005.

Mr. Fairbairn will devote 5% of his time to the affairs of the Corporation.

Nadim Wakeam

Mr. Wakeam, 55, is the Assistant Corporate Secretary and corporate counsel of the Corporation since October, 2006. Mr. Wakeam holds an M.A. degree from the University of Toronto and a joint M.B.A./L.L.B. degree from Osgoode Hall Law School and the Schulich School of Business, York University. Mr. Wakeam is a partner in the law firm, Blaney McMurtry LLP, and for the last 20 years has practiced corporate/commercial and securities law in Toronto representing clients in mineral exploration and development. Mr. Wakeam also serves as legal counsel and corporate secretary for several publicly listed companies.

Mr. Wakeam will devote approximately 5% of his time to the affairs of the Corporation.

Senior Management

Mr. Gryba is the President and Chief Executive Officer of the Corporation, Mr. Fairbairn is the Chief Financial Officer of the Corporation. Mr. Gryba and Mr. Fairbairn are both independent contractors of the Corporation. Mr. Gryba is retained on a month-to-month basis pursuant to a verbal consulting agreement at $5,000 per month. Mr. Fairbairn is compensated on a fee for service basis as services are rendered from time to time. None of the senior executives has entered into non-competition or non-disclosure agreements with the Corporation.

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoters of the Corporation that are, or have been within the last five (5) years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	From	To
Richard D. Williams	Adroit Resources Inc.	TSX Venture Exchange	Director	January 2005	Present
	Aranka Gold Inc.	TSX Venture Exchange	Director	May 2002	Present
	Waseco Resources Inc.	TSX Venture Exchange	President and Director	December 1996	Present
	Western International Exploration Ltd.	CDN	President and Director	June 1996	Present
	First Metals Inc.	TSX Exchange	Director	2006	Present
Charles Gryba	First Metals Inc.	TSX Exchange	COO and Director	2006	Present
	Groundstar Resources Limited	TSX Exchange	Director	October 2004	May 2005
Julian Kemp	Fortune Minerals Limited	Toronto Stock Exchange	Vice President, Finance and CFO	October 2004	Present
	St. Andrew Goldfields Ltd.	Toronto Stock Exchange	Chief Financial Officer	June 1998	August 2004
	Sierra Minerals Inc.	Toronto Stock Exchange	Director	October 2002	Present
	Royal Victoria Minerals Ltd.	TSX Venture Exchange	CFO and Asst. Secretary	June 2002	June 2003
	United Tex-sol Mines Inc.	TSX Venture Exchange	CFO and Director	June 2002	June 2003
	William Resources Inc.	Toronto Stock Exchange	Controller	November 1994	June 1998
Phillip Walford	Geomaque Explorations Limited	Toronto Stock Exchange	Director and VP Exploration	November 1993	April 2003
	St. Andrews Goldfileds Ltd.	Toronto Stock Exchange	Director and VP Exploration	June 1996	June 2001
	Anaconda Gold Corp.	TSX Venture Exchange	VP Exploration	October 2003	March 2005
	Marathon PGM Corp.	TSX Venture Exchange	Director and VP Exploraton	October 2003	March 2005
	Marathon PGM Corp.	TSX Venture Exchange	Director, CEO and President	March 2005	Present
	Soltoro	TSX Venture Exchange	Director	October 2005	Present
James Fairbairn	CGX Energy Inc.	TSX Venture Exchange	Treasurer	March 1997	Present
	Temex Resources Corp.	TSX Venture Exchange	CFO and Director	October 1996	February 2002
	Black Pearl Minerals Consolidation Inc.	TSX Venture Exchange	CFO and Director	June 2000	February 2006
	RJK Explorations Ltd.	TSX Venture Exchange	CFO	April 2000	February 2003
	Greater Lenora Resources Limited	Toronto Stock Exchange	CFO	April 2000	February 2003
	Vena Resources Inc.	TSX Venture Exchange	CFO and Director	February 2004	Present
	Trelawney Resources Inc.	TSX Venture Exchange	CFO	2005	Present
	Garrison International Ltd.	TSX Venture Exchange	CFO	2004	2006
	Ausnoram Holdings Ltd.	Toronto Stcok Exchange	CFO	2005	December 2006
	Band-Ore Resources Corp.	Toronto Stock Exchange	Treasurer CFO	1988 October 1995	2005 June 2006
	Howard Barclay and Associates Limited	OTC	Treasurer	1997	2005

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	From	To
Nadim Wakeam	Aquila Resources Inc.	TSX Venture Exchange	Secretary	2001	Present
	Mustang Minerals Corp.	TSX Venture Exchange	Secretary	1997	Present
	Vedron Gold Inc.	TSX Venture Exchange	Director	2003	2005
			Secretary	2004	Present
	McLaren Resources Inc.	OTC	Secretary	2005	Present
	Trelawney Resources Inc.	TSX Venture Exchange	Director	2003	2005
			Secretary	2003	2005
			Assistant Secretary	2005	Present
	Vena Resources Inc.	TSX Venture Exchange	Director	1996	2004
			Secretary	2001	2004
	HY Lake Gold Inc.	CNQ	Secretary	2006	February, 2007

Corporate Cease Trade Orders or Bankruptcies

Julian Kemp, a director of Sierra Minerals Inc. ("Sierra") is the subject of a cease trade order issued by the Ontario Securities Commission on April 4, 2007. The cease trade order was issued against the management and insiders of Sierra as a result of the Sierra's failure to file its annual audited financial statements and annual Management Discussion & Analysis on a timely basis. Under the terms of the order Sierra has until May 31, 2007 to file its audited financial statements and annual Management Discussion & Analysis, failing which a cease trade order will be issued against Sierra.

To the knowledge of the Corporation, none of the other directors, officers or principal shareholders of the Corporation are, or have been within the last ten years, a director or officer of any other issuer 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 issuer access to any statutory exemptions for a period of more than thirty consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was 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 issuer.

Penalties or Sanctions

To the knowledge of the Corporation, none of the directors, officers or principal shareholders of the Corporation are, or have been within the last ten years, the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

To the knowledge of the Corporation, none of the directors, officers or principal shareholders of the Corporation, or personal holding company of such persons, has, within the last ten years, become bankrupt or 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 its assets.

Conflicts of Interest

To the knowledge of the Corporation, all transactions in which directors, senior officers, promoters or principal holders of securities of the Corporation have had an interest in are described under the headings

"Interest of Management and Others in Material Transactions" and "Executive Compensation". Other than as described under such headings, there are no material transactions with the directors, senior officers, promoters or principal holders of our securities that have occurred since incorporation. Certain of the Corporation's directors and officers also serve as directors and/or officers of companies which may enter into contracts with the Corporation in the future. In the event that this occurs, a conflict of interest will exist. Directors in a conflict of interest position are required to disclose the nature and extent of such conflicts and abstain from voting in respect of the subject matter thereof.

EXECUTIVE COMPENSATION

Summary Compensation

The following table sets forth information concerning the compensation of the executive officers of the Corporation for the period from incorporation on September 21, 2005 to the date of this Prospectus.

Name	Year Ended	Annual Compensation			Long Term Compensation	All other Compensation
		Salary	Bonus	Other Annual Compensation	Securities under Options Granted(#)	
Charles Gryba Director, CEO and President	2006	$18,000	-	-	-	-
James Fairbairn, Chief Financial Officer	2006	-	-	-	-	-

Employment Contracts

Mr. Gryba, the President of the Corporation is retained month-to-month under a verbal consulting agreement which may be terminated at any time by either party on one month's notice. Mr. Fairbairn, the Chief Financial officer of the Corporation, is compensated on a fee for service basis as services are rendered from time to time.

Long Term Incentive Plans and Stock Appreciation Rights

The Corporation has not had and does not currently have any Long Term Incentive Plans in place, and has not granted and does not currently have outstanding any Stock Appreciation Rights.

Options Granted During the Most Recently Completed Financial Year

As of the date of this Prospectus, the Corporation has not granted any stock options to any of its executive officers or any other person or entity.

Compensation of Directors

No director of the Corporation receives fees for their service to the Corporation, or attendance fees for board meetings. No fee is paid to directors who are members of a standing committee of the board for meetings of such committee attended.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is, or at any time during the recently completed financial period of the Corporation, was, a director or executive officer of the Corporation, or their associates, is indebted to the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this Prospectus, no director, executive officer or principal shareholder of the Corporation, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect the Corporation.

RISK FACTORS

Due to the nature of the Corporation's business and the present stage of its development, an investment in any of the securities of the Corporation is speculative and involves a high degree of risk. In addition to the matters set out elsewhere in this Prospectus, the following are also risks related to the Corporation. The risk factors outlined below are not a definitive list of all risk factors associated with an investment in the Corporation or in connection with the Corporation's operations.

Exploration, Development and Operating Risks

The exploration for and development of mineral deposits is a speculative venture involving a high degree of risk. Even a combination of careful evaluation, experience and knowledge may not eliminate such risk. While the discovery of a commercially viable ore body may result in substantial rewards, few mineral properties which are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides, and the inability of the Corporation to obtain suitable machinery, equipment or labour are all risks involved with the conduct of exploration programs and the operation of mines. Substantial expenditures may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing may be required. It is impossible to ensure that the exploration or development programs planned by the Corporation will result in a profitable commercial mining operation. The decision as to whether a particular property contains a commercial mineral deposit and should be brought into production will depend on the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and geologists. Several significant factors will be considered, including, but not limited to: (i) the particular attributes of the deposit, such as size, grade and proximity to infrastructure; (ii) metal prices, which are highly cyclical; (iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; (iv) ongoing costs of production; and (v) availability and cost of additional funding. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Corporation not receiving an adequate return on invested capital.

Early Stage Projects

The Kamiskotia Project is in the early exploration stage and is without a known body of commercial ore. There is no certainty that the expenditures made by the Corporation towards the search and evaluation of mineral deposits on this or any other properties will result in discoveries of commercial quantities of ore.

Environmental Risks and Hazards

All phases of the Corporation's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Corporation's operations. Environmental hazards may exist on the properties on which the Corporation holds interests which are unknown to the Corporation at present and which have been caused by previous or existing owners or operators of the properties.

Government approvals and permits are currently, and may in the future be required in connection with the Corporation's operations. To the extent such approvals are required and not obtained, the Corporation may be curtailed or prohibited from continuing its mining operations or from proceeding with the planned exploration or development of the mineral properties in which it has an interest.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of exploration properties may be required to compensate those suffering loss or damage by reason of such parties' activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Corporation and cause increases in exploration expenses or capital expenditures or require abandonment or delays in development of new exploration properties.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and the Corporation may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of the Corporation.

As of the date of this Prospectus, the Corporation is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. The Corporation periodically evaluates the cost and coverage of the insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance. Without such insurance, and if the Corporation becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the fund the Corporation has to pay such liabilities and result in bankruptcy. Should the Corporation be unable to fund fully the remedial cost of an environmental problem it might be required to enter into interim compliance measures pending completion of the required remedy.

Permitting

The Corporation's current and future operations will require approvals and permits from various federal, provincial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of such approvals and permits for the existing operations or additional approvals or permits for any possible future changes to operations. Prior to any development on any of its properties, the Corporation must receive permits from appropriate governmental authorities. There can be no assurance that the Corporation will obtain or continue to hold all permits necessary to develop or continue operating at any particular property.

Infrastructure

Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Corporation's operations, financial condition and results of operations.

Title to Mining Claims

The validity of mining claims generally can be contested, and although the Corporation has taken steps to acquire the necessary title to the Mining Claims, some risk exists that title to such claims may be defective. In order to maintain the Mining Claims, the Corporation must incur certain minimum exploration expenditures annually or risk forfeiture of the Mining Claims and any such expenditures made to such time. There can be no assurance that the Corporation will be able to obtain the required mining and other permits for the Kamiskotia Project, if as, and when mining operations come viable at such mining project. In addition, certain of the Mining Claims have surface rights which are owned by individuals and there can be no assurance one or more of such individuals will not object to the Corporation's planned exploration work on the Mineral Claims. The Mining Claims may also be subject to native land claims.

Competition

The resource and mining exploration industry is intensely competitive in all of its phases. As a result of this competition, some of which is with large, established mining companies with substantial capabilities and greater financial and technical resources than the Corporation, the Corporation may be unable to acquire further potential mineral properties on terms it considers acceptable.

Additional Capital

The ability of the Corporation to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Corporation. The development and exploration of the Corporation's properties, may require substantial additional financing. Failure to obtain such financing may result in delaying or indefinite postponement of exploration, development or production on any or all of the Corporation's properties or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Corporation. If additional financing is raised by the Corporation through the issuance of securities from treasury, control of the Corporation may change and securityholders may suffer additional dilution.

Market Factors and Volatility of Commodity Prices

The marketability of mineralized material which may be acquired or discovered by the Corporation will be affected by numerous factors beyond the control of the Corporation. These factors include market fluctuations in the prices of minerals sought, which are highly volatile, the proximity and capacity of natural resource markets and processing equipment, and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The effect of these factors cannot be accurately predicted, but may result in the Corporation not receiving an adequate return on invested capital. Prices of certain minerals have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the control of the Corporation. Future mineral prices cannot be accurately predicted. A severe decline in the price of a mineral being produced or expected to be produced by the Corporation would have a material adverse effect on the Corporation, and could result in the suspension of mining operations by the Corporation.

Exchange Rate Fluctuations

Exchange rate fluctuations may adversely affect the Corporation's financial position and results. The Corporation does not currently have in place a policy for managing or controlling foreign currency risks since, to date, its primary activities have not resulted in material exposure to foreign currency risk.

Dilution of Common Shares

After giving effect to the exercise of the outstanding special warrants of the Corporation, there will be an additional 3,078,333 Common Shares issued and outstanding.

The increase in the number of Common Shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of the Common Shares. In addition, as a result of such additional Common Shares, the voting power of the Corporation's existing shareholders will be diluted.

Officers and Directors of the Corporation Own Significant Shares and Can Exercise Significant Influence

The officers and directors of the Corporation, as a group, will beneficially own, on a non-diluted basis, approximately 17.8% of the outstanding Common Shares of the Corporation assuming exercise or deemed exercise of the outstanding special warrants of the Corporation. As such, as shareholders, the officers and directors will be able to exert significant influence on matters requiring approval by shareholders, including the election of directors and the approval of any significant corporate transactions. The concentration of ownership may also have the effect of delaying, deterring or preventing a change in control and may make some transactions more difficult or impossible to complete without the support of these shareholders.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Corporation's ability to raise capital through future sales of Common Shares.

No History of Earnings

The Corporation has no history of earnings, and there is no assurance that any of the properties it now or may hereafter acquire or obtain interest in will generate earnings, operate profitably, or provide a return on investment in the future.

Dividends

The Corporation has no earnings or dividend record and since it intends to employ available funds for mineral exploration and development it does not intend to pay any dividends in the immediate or foreseeable future. The future dividend policy will be determined by the Board of Directors.

Key Executives

The Corporation is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Corporation, the loss of these persons or the Corporation's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations. The Corporation does not currently carry any keyman life insurance on any of its executives. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation.

Conflicts of Interest

Certain of the directors and officers of the Corporation also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Corporation will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Corporation and its shareholders.

No Market for Securities

There is currently no market through which the Corporation's securities may be sold and purchasers may not be able to resell securities purchased or qualified under this Prospectus. The Corporation intends to apply for listing of its Common Shares on the TSXV but there can be no assurance that the listing will be approved and accordingly there can be no assurance that a market for such shares will materialize or be maintained at all in the future. In addition, there is no assurance that the Corporation will meet the final listing requirements of the TSXV following the filing of this Prospectus completion of the Current Offering. If the Corporation is unable to complete the Current Filing, it is likely that it will not qualify for listing on the TSXV. There can be no assurances the Current Filing will be completed.

Each investor should carefully consider the foregoing risk factors and review with their professional advisors the tax and other implications of making an investment in any securities of the Corporation.

PROMOTERS

Charles M. Gryba and Richard D. Williams may be considered promoters of the Corporation based on their instrumental roles in initially founding and forming the Corporation. See "*Principal Shareholders*" and "*Directors and Officers*" above for the number and percentage of each class of securities of the Corporation beneficially owned, directly or indirectly, or over which control is exercised by each of Messrs. Gryba and Williams. Other than as described in this Prospectus, no promoter of the Corporation has received or will receive anything of value, including money, property, contracts, options or rights of any kind from the Corporation in respect of acting as a promoter of the Corporation.

LEGAL PROCEEDINGS

There are no material legal proceedings involving the Corporation or its properties as at the date of this Prospectus and the Corporation knows of no such proceedings currently contemplated.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditors of the Corporation are Smith Nixon LLP. The current registrar and transfer agent of the Corporation is Equity Transfer & Trust Company, at its office in the City of Toronto.

MATERIAL CONTRACTS

Other than contracts entered into the ordinary course of business, the following are the only contracts material to the Corporation that have been entered into since its incorporation or which will be entered into prior to the completion of the current Offering, all of which are summarized elsewhere in this Prospectus:

(a) Kamiskotia Purchase Agreement referred to under "General Development of the Business-Acquisition of Mining Claims"; and

(b) Escrow Agreement referred to under "Escrowed Securities".

Copies of all material contracts may be inspected at the Corporation's registered office at Suite 502, 55 University Avenue, Toronto, Ontario, M5J 2H7 during normal business hours during the course of distribution of the securities offered or qualified hereby and for a period of 30 days thereafter.

EXPERTS AND INTERESTS OF EXPERTS

The information in this Prospectus regarding the Corporation's mineral projects is summarized from the Kamiskotia Report prepared by Mr. Cargill. Mr. Cargill is a "qualified person" and "independent" of the Corporation as those terms are defined in NI 43-101. Mr. Cargill does not have any interest in the Corporation's mineral projects and does not own any securities of the Corporation.

Certain legal matters relating to the securities offered by or qualified under the prospectus will be passed upon on behalf of the Corporation by Blaney McMurtry LLP, Barristers and Solicitors. At the date hereof, the partners and associates of Blaney McMurtry LLP do not own beneficially, directly or indirectly, any securities of the Corporation.

ELIGIBILITY FOR INVESTMENT

In the opinion of the Corporation's legal counsel, Blaney McMurtry LLP, the Common Shares of the Corporation will be, if, as and when listed on a prescribed stock exchange within the meaning of the Tax Act (which currently includes the TSX Exchange and Tiers 1 and 2 of the TSXV), qualified investments under the Tax Act, for a trust governed by a registered retirement plan, a registered retirement income plan, a registered education savings plan or a deferred profit sharing plan.

OTHER MATERIAL FACTS

There are no other materials facts relating to the securities offered or qualified by the prospectus that have not been disclosed in this Prospectus.

FINANCIAL STATEMENTS

Claim Post Resources Inc.
(An exploration stage company)

Three Months Ended December 31, 2006
(unaudited - Prepared by Management)

Claim Post Resources Inc.
(An exploration stage company)
Balance Sheet

		December 31, 2006		September 30, 2006
Assets		**(Unaudited)**		(Audited)
Current Assets				
Cash and cash equivalents	**$**	**707,763**	$	230,168
Subscriptions receivable *(Note 5)*		**26,025**		-
Prepaid expenses		**28,799**		-
GST recoverable		**4,521**		5,999
		767,108		236,167
Capital assets		**2,250**		-
Mineral properties and deferred exploration expenditures *(Note 3)*		**194,546**		116,101
	$	**963,904**	$	352,268
Liabilities				
Current liabilities				
Accounts payable and accrued liabilities	**$**	**37,355**	$	23,322
Future income taxes *(Note 7)*		**39,000**		44,000
		76,355		67,322
Shareholders' Equity				
Share capital *(Note 5)*				
Common shares	**$**	**403,337**		12
Special warrants		**515,250**		306,300
Deficit		**(31,038)**		(21,366)
		887,549		284,946
	$	**963,904**	$	352,268

See notes to the unaudited financial statements

Claim Post Resources Inc.
(An exploration stage company)
Statements of Operations and Deficit
(Unaudited)

	Three months ended December 31, 2006	Period from date of incorporation to December 31, 2005
Income		
Interest	**$ 3,973**	$ -
Administrative Expenses		
Amortization	**250**	-
Professional fees	**13,565**	274
Office and general	**2,889**	2,071
Shareholders' information	**117**	-
Promotion and travel	**1,824**	1,280
	18,645	3,625
Loss before income taxes	**(14,672)**	(3,625)
Future income tax recovery	**5,000**	-
Net Loss	**(9,672)**	(3,625)
Deficit, beginning of period	**(21,366)**	-
Deficit, end of period	**$ (31,038)**	$ (3,625)
Basic loss per share *(Note 6)*	**$ (0.00)**	$ (0.00)

See notes to the unaudited financial statements

Claim Post Resources Inc.
(An exploration stage company)
Statements of Cash Flows
(Unaudited)

	Three months ended December 31, 2006	Period from date of incorporation to December 31, 2005
Cash provided by (used in)		
Operations		
Net loss	**$ (9,672)**	$ (3,625)
Items not involving cash		
Amortization	**250**	-
Future income tax recovery	**(5,000)**	-
	(14,422)	(3,625)
Net change in non-cash working capital		
Prepaid expenses	**(28,799)**	-
GST recoverable	**1,478**	(1,942)
Accounts payable and accrued liabilities	**14,033**	11,092
	(27,710)	5,525
Financing		
Cost of share issuances	**(54,500)**	
Issuance of common shares	**41,025**	12
Issuance of special warrants	**625,750**	356,300
Subscription receivable	**(26,025)**	(16,000)
	586,250	340,312
Investing		
Additions to mineral properties and deferred exploration expenditures	**(78,445)**	(30,930)
Purchase of capital assets	**(2,500)**	-
	(80,945)	(30,930)
Net change in cash and cash equivalents	**477,595**	314,907
Cash and cash equivalents, beginning of period	**230,168**	-
Cash and cash equivalents, end of period	**$ 707,763**	$ 314,907

See notes to the unaudited financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Claim Post Resources Inc. (the "Company") was incorporated on September 21, 2005 under the laws of the Province of Ontario. The Company is considered to be in the exploration stage.

The principal business of the Company is the acquisition, exploration and development of mineral properties. The carrying value of mineral exploration properties represents acquisition, exploration and other costs incurred to date for active mining claims and do not reflect present or future values.

The Company has not yet established whether its mineral exploration properties contain reserves that are economically recoverable. The recovery of amounts capitalized for the mineral exploration properties on the balance sheet is dependent upon the existence of economically recoverable mineral deposits, the ability of the Company to obtain the necessary financing to complete exploration and/or development of the properties, and upon future profitable production or proceeds from the disposition of the properties.

2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") and include the following significant accounting policies:

Use of Estimates
The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The most significant estimates and assumptions include those related to mineral properties and deferred exploration expenditures. Actual results could differ from these estimates.

Cash and Cash Equivalents
Cash and cash equivalents consist of cash on hand and balances with banks, including cashable guaranteed investment certificates.

Mineral Properties and Deferred Exploration Expenditures
The Company records its interest in mineral properties at cost and defers direct expenditures relating to the acquisition, exploration and development of mineral properties until such time as the properties are either put into commercial production, sold, determined not to be economically viable or abandoned. The amounts at which mineral properties and deferred exploration expenditures are recorded do not necessarily reflect present or future values. If a project is successful, the related mineral properties and deferred exploration costs are amortized over the estimated economic life of the project. If a project is unsuccessful, or if exploration has ceased because continuation is not economically feasible, the mineral properties and the related deferred exploration expenditures are written off.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Asset Retirement Obligations

The fair value of the liability for an asset retirement obligation is recorded when it is incurred and the corresponding increase to the asset is depreciated over the life of the asset. The liability is increased over time to reflect an accretion element considered in the initial measurement at fair value. As at December 31, 2006, the Company has made no provision for site restoration costs or potential environmental liabilities as all properties are sill in the exploration stage. Factors such as further exploration, inflation and changes in technology may materially change the cost estimate.

Capital Assets

Capital assets consist of furniture and are recorded at cost less accumulated amortization. Amortization is computed using the straight-line method at a rate of 10% per annum.

Impairment of Long-lived Assets

The Company, which has initially capitalized exploration costs, has not objectively established mineral reserves and therefore does not have a basis for preparing a projection of the estimated future net cash flow from the property and is not obliged to conclude that the capitalized costs have been impaired.

Income Taxes

The Company follows the asset and liability method of accounting for future income taxes. Under this method, future tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using substantively enacted tax rates. The effect on the future tax liabilities and assets of a change in tax rates is recognized in the period that the change occurs. When the future realization of income tax assets does not meet the test of being more likely than not to occur, a valuation allowance in the amount of the potential future benefit is taken and no net asset is recognized.

Flow-Through Financing

The Company has financed a portion of its exploration activities through the issue of flow-through shares, which transfer the tax deductibility of exploration expenditures to the investor. Proceeds received on the issue of such shares have been credited to share capital and the related exploration costs have been charged to mineral properties and deferred exploration expenditures. Resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. When these expenditures are renounced, temporary taxable differences created by the renunciations reduce share capital.

Loss per Share

Loss per share has been calculated using the weighted average number of common shares outstanding during the period. Basic and diluted loss per share has been calculated reflecting the issuance of common shares upon the exchange of special warrants.

3. MINERAL PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES

		December 31, 2006		September 30, 2006
Mineral properties		**(Unaudited)**		(Audited)
Balance, beginning of the period	**$**	**6,000**	$	-
Acquisition costs		**4,955**		6,000
		10,955		6,000
Deferred exploration expenditures				
Balance, beginning of the period		**110,101**		-
Exploration costs		**73,490**		110,101
		183,591		110,101
Balance, end of period	**$**	**194,546**	$	116,101

Kamiskotia Property

Pursuant to an agreement dated November 30, 2005, the Company agreed to purchase 499 claim units and the related licenses, permits and technical data in the Godfrey, Turnbull, Jamieson, Robb, Cote and Massey Townships located approximately 20 kilometers north west of Timmins, Ontario. The purchase price of $6,000 was settled by the issuance of 6,000,000 special warrants, exchangeable for no additional consideration, into 6,000,000 common shares of the Company at a price of $0.001 per special warrant.

Under the terms of the agreement of purchase and sale for the 499 claim units, if the Company elects not to renew any of the claims, it shall first offer to transfer the said claims to the vendors of the claims for the nominal amount of $1.00 at least 120 days prior to their expiry. At such time, the said claims shall be in good standing, free of encumbrances and have a minimum of six (6) months assessment work.

The vendors of the claims shall be entitled to receive a net smelter metals royalty from the respective claims on any minerals, metals or concentrate extracted and derived from the ore mined from such property, calculated and payable commencing within ninety (90) days following the end of each calendar quarter in which metals are extracted from the claims as follows:

A “Net Smelter Metals Royalty” or “NSMR”, relating to 70 claims identified as “NSMR 1 Claim Ownership”, shall have a 3% NSMR, of which up to 2% can be acquired for $1 Million per 1% within one (1) year of the Company making a production decision relating to the said claims.

A “Net Smelter Metals Royalty” or “NSMR”, relating to 98 claims identified as “NSMR 2 Claim Ownership”, shall have a 3% NSMR, of which up to 2% can be acquired for $1 Million per 1% within one (1) year of the Company making a production decision relating to the said claims.

A “Net Smelter Metals Royalty” or “NSMR”, relating to 331 claims identified as “NSMR 3 Claim Ownership”, shall have a 1% NSMR.

During the period ended December 31, 2006, the Company negotiated the purchase of a patented claim in Robb Township and a patented claim in Turnbull Township and made payments of $4,955 relating thereto. Transfer of title is pending.

4. RELATED PARTY TRANSACTIONS

Certain corporate entities and consultants that are related to the Company's officers, directors and persons holding more than 10% of the outstanding shares of the Company provide consulting and other exploration related services to Claim Post Resources Inc. These expenditures, which have been recorded at their exchange amount are summarized as follows:

For the period ended December 31,		**2006**		2005
Mineral properties and deferred exploration expenditures	**$**	**13,548**	$	1,800

There was $24,011 in related party amounts included in accounts payable and accrued liabilities as of December 31, 2006, compared to $2,188 for the period from the date of incorporation (September 21, 2005) to December 31, 2005.

Blaney McMurtry LLP, the solicitors for the Corporation had accrued legal fees of $9,000 (2005-nil) for the three month period ending December 31, 2006. A partner of Blaney McMurtry LLP is the Assistant Secretary of the Corporation.

5. SHARE CAPITAL

Authorized
Unlimited number of common shares

Issued

	Number of shares		**Amount**
Issued for cash upon incorporation	1,200,000	$	12
Balance at September 30, 2006	1,200,000		12
Issuance of common shares for cash under private placement (i)	176,500		26,475
Special warrants converted to common shares (ii)	6,000,000		6,000
Issuance of common shares for cash under private placement (iii)	97,000		14,550
Special warrants converted to common shares (iv)	7,226,000		356,300
Balance at December 31, 2006	14,699,500	$	403,337

(i) On October 15, 2006, the Company raised $26,475 by way of private placement of common shares. Pursuant to the financing, the Company issued 176,500 common shares at a price of $0.15 per share.

(ii) On November 30, 2006, 6,000,000 Special Warrants were converted into 6,000,000 common shares pursuant to the terms of the Special Warrant Certificates (Note 3).

(iii) On December 15, 2006 the Company raised $14,550 by way of a private placement of common shares. Pursuant to the financing, the Company issued 97,000 common shares at a price of $0.15 per share.

5. SHARE CAPITAL (continued)

(iv) On December 19, 2006, 3,613,000 Special Warrants issued on the December 19, 2005 private placement were converted into 7,226,000 common shares pursuant to the terms of the Special Warrant Certificates.

Special Warrants

	Number		Amount
Balance at September 21, 2005	-	$	-
Issuance of special warrants for cash under private placements	3,563,000		356,300
Special warrants issuance costs	50,000		-
Special warrants issued for interest in mineral properties	6,000,000		6,000
Renunciation of flow–through expenditures			(56,000)
Balance at September 30, 2006	9,613,000		306,300
Issuance of special warrants for cash under private placements (i)	3,078,333		625,750
Special Warrants issuance costs (i)			(54,500)
Special warrants converted to common shares(ii)	(6,000,000)		(6,000)
Special warrants converted to common shares (iii)	(3,613,000)		(356,300)
Balance at December 31, 2006	3,078,333	$	515,250

(i) On October 24, 2006, the Company raised gross proceeds of $625,750 by the way of a non-brokered private placement. Pursuant to the financing, the company issued 1,640,000 flow-through special warrants at a price of $0.25 and 1,438,333 special warrants at a price of $0.15 each. Each special warrant may be exercised to acquire one common share of the Company at no additional cost for a period of 12 months. Finder’s fees in the amount of $54,500 were paid with respect to this private placement. In addition, 375,000 and 225,000 compensation warrants were issued as a finder’s fee at $0.25 and $0.15 respectively. These compensation warrants were subsequently cancelled on February 28, 2007.

(ii) On November 30, 2006, 6,000,000 Special Warrants were converted into 6,000,000 common shares pursuant to the terms of the Special Warrant Certificates.

(iii) On December 19, 2006, 3,613,000 Special Warrants issued on the December 19, 2005 private placement were converted into 7,226,000 common shares pursuant to the terms of the Special Warrant Certificates.

Subsequent to December 31, 2006, the subscription receivable of $26,025 was received.

6. LOSS PER SHARE

For the period ended December 31,		**2006**		2005
Basic and diluted loss per share	**$**	**(0.00)**	$	(0.00)
Weighted average number of shares outstanding				
For basic and diluted loss per share		**12,989,000**		2,121,000

Basic and diluted loss per share has been calculated using the weighted average number of shares outstanding during the period, giving effect to the conversion of special warrants into common shares.

7. INCOME TAXES

Tax Loss Carry-forwards

The Company has accumulated non-capital losses of $48,038, which may be deducted in the calculation of taxable income in future years. The losses expire in 2026. Also, the Company has $39,546 of Canadian resource tax pools which may be deducted in the calculation of taxable income in future years. These pools can be carried forward indefinitely. The balance sheet reflects the potential tax benefit only to the extent that, based on available evidence; it is more likely than not that they will be realized.

Future Tax Balances

The future income tax liability is compromised of the following temporary differences:

		December 31, 2006		September 30, 2006
Resource expenditure pools	**$**	**(56,000)**	$	(56,000)
Non-capital losses		**17,000**		12,000
Valuation allowance		**-**		-
	$	**(39,000)**	$	(44,000)

7. INCOME TAXES (continued)

Provision for Income Tax

The major factors that cause variations from the Company's combined federal and provincial statutory Canadian income tax rates of 36.12% were the following:

For the period ended December 31,		**2006**		2005
Loss before income taxes	**$**	**(14,672)**	$	(3,625)
Expected tax recovery at statutory rates		**5,000**		1,300
Decrease resulting from unrecognized tax losses		**-**		(1,300)
	$	**5,000**	$	-

8. FINANCIAL INSTRUMENTS

Fair Value

The carrying value of cash and cash equivalents and accounts payable and accrued liabilities approximates fair value due to the relatively short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quote market price, if one exists.

FINANCIAL STATEMENTS

Claim Post Resources Inc.
(An exploration stage company)

From Date of Incorporation
(September 21, 2005)
to September 30, 2006
(audited)

AUDITORS' CONSENT

We have read the non-offering prospectus (the "Prospectus") of Claim Post Resources Inc. (the "Corporation") dated May 9, 2007 which is being filed in order to enable the Corporation to become a reporting issuer pursuant to applicable securities legislation in the provinces of British Columbia, Alberta and Ontario. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the inclusion in the above mentioned Prospectus of our report to the shareholders of the Corporation on the balance sheet of the Corporation as at September 30, 2006 and the statements of operations and deficit and cash flows for the period September 21, 2005 to September 30, 2006. Our report is dated December 1, 2006 (except for notes 5 and 9, which are dated February 28, 2007).

(Signed) "SMITH NIXON LLP"

Licensed Public Accountants
Chartered Accountants
Toronto, Ontario
May 9, 2007

Auditors' Report

To the Shareholders of
Claim Post Resources Inc**.**
(An exploration stage company)

We have audited the balance sheet of Claim Post Resources Inc. as at September 30, 2006 and the statements of operations and deficit and cash flows for the period September 21, 2005 to September 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 September 30, 2006 and the results of its operations and cash flows for the period then ended in accordance with Canadian generally accepted accounting principles.

(Signed) "SMITH NIXON LLP"

Licensed Public Accountants
Chartered Accountants
Toronto, Ontario
December 1, 2006
(except for notes 5 and 9, which are dated February 28, 2007)

Claim Post Resources Inc.

(An exploration stage company)

Balance Sheet

As at September 30,		**2006**
Assets		
Current assets		
Cash and cash equivalents	**$**	**230,168**
GST recoverable		**5,999**
		236,167
Mineral properties and deferred exploration expenditures *(Note 3)*		**116,101**
	$	**352,268**

Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	**$**	**23,322**
Future income taxes *(Note 7)*		**44,000**
		67,322
Shareholders' Equity		
Share capital *(Note 5)*		
Common shares		**12**
Special warrants		**306,300**
Deficit		**(21,366)**
		284,946
	$	**352,268**

Approved by the Board of Directors

(signed) "*Richard Williams*"

Richard Williams – Director

(signed) "*Charles Gryba*"

Charles Gryba - Director

See accompanying notes to financial statements

Claim Post Resources Inc.

(An exploration stage company)

Statement of Operations and Deficit

From the date of incorporation to September 30,		**2006**
Administrative Expenses		
Professional fees	**$**	**17,753**
Office and general		**11,192**
Shareholders' information		**718**
Property evaluation		**395**
Interest		**1,000**
Promotion and travel		**2,308**
		33,366
Loss before income taxes		**(33,366)**
Future income tax recovery		**12,000**
Net loss		**(21,366)**
Deficit, beginning of period		**-**
Deficit, end of period	**$**	**(21,366)**
Basic loss per share *(Note 6)*	**($**	**0.00)**

See accompanying notes to the financial statements

Claim Post Resources Inc.
(An exploration stage company)
Statement of Cash Flows

From the date of incorporation to September 30,	**2006**
Cash provided by (used in)	
Operations	
Net loss	**$ (21,366)**
Item not involving cash	
Future income tax recovery	**(12,000)**
	(33,366)
Net change in non-cash working capital	
GST recoverable	**(5,999)**
Accounts payable and accrued liabilities	**23,322**
	(16,043)
Financing	
Issuance of common shares	**12**
Issuance of special warrants	**356,300**
	356,312
Investing	
Additions to mineral properties and deferred exploration expenditures	**(110,101)**
Net change in cash	**230,168**
Cash and cash equivalents, beginning of period	**-**
Cash and cash equivalents, end of period	**$ 230,168**

See accompanying notes to the financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Claim Post Resources Inc. (the "Company") was incorporated on September 21, 2005 under the laws of the Province of Ontario. The Company is considered to be in the exploration stage.

The principal business of the Company is the acquisition, exploration and development of mineral properties. The carrying value of mineral exploration properties represents acquisition, exploration and other costs incurred to date for active mining claims and do not reflect present or future values.

The Company has not yet established whether its mineral exploration properties contain reserves that are economically recoverable. The recovery of amounts capitalized for the mineral exploration properties on the balance sheet is dependent upon the existence of economically recoverable mineral deposits, the ability of the Company to obtain the necessary financing to complete exploration and/or development of the properties, and upon future profitable production or proceeds from the disposition of the properties.

2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") and include the following significant accounting policies:

Use of Estimates
The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The most significant estimates and assumptions include those related to mineral properties and deferred exploration expenditures. Actual results could differ from these estimates.

Cash and Cash Equivalents
Cash and cash equivalents consist of cash on hand and balances with banks, including cashable guaranteed investment certificates.

Mineral Properties and Deferred Exploration Expenditures
The Company records its interest in mineral properties at cost and defers direct expenditures relating to the acquisition, exploration and development of mineral properties until such time as the properties are either put into commercial production, sold, determined not to be economically viable or abandoned. The amounts at which mineral properties and deferred exploration expenditures are recorded do not necessarily reflect present or future values. If a project is successful, the related mineral properties and deferred exploration costs are amortized over the estimated economic life of the project. If a project is unsuccessful, or if exploration has ceased because continuation is not economically feasible, the mineral properties and the related deferred exploration expenditures are written off.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Asset Retirement Obligations

The fair value of the liability for an asset retirement obligation is recorded when it is incurred and the corresponding increase to the asset is depreciated over the life of the asset. The liability is increased over time to reflect an accretion element considered in the initial measurement at fair value. As at September 30, 2006, the Company has currently made no provision for site restoration costs or potential environmental liabilities as all properties are sill in the exploration stages. Factors such as further exploration, inflation and changes in technology may materially change the cost estimate.

Impairment of Long-lived Assets

The Company which has initially capitalized exploration costs, has not objectively established mineral reserves and therefore does not have a basis for preparing a projection of the estimated future net cash flow from the property and is not obliged to conclude that the capitalized costs have been impaired.

Income Taxes

The Company follows the asset and liability method of accounting for future income taxes. Under this method, future tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using substantively enacted tax rates. The effect on the future tax liabilities and assets of a change in tax rates is recognized in the period that the change occurs. When the future realization of income tax assets does not meet the test of being more likely than not to occur, a valuation allowance in the amount of the potential future benefit is taken and no net asset is recognized.

Flow-Through Financing

The Company has financed a portion of its exploration activities through the issue of flow-through shares, which transfer the tax deductibility of exploration expenditures to the investor. Proceeds received on the issue of such shares have been credited to share capital and the related exploration costs have been charged to mineral properties and deferred exploration expenditures. Resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. When these expenditures are renounced, temporary taxable differences created by the renunciations reduce share capital.

Loss Per Share

Loss per share has been calculated using the weighted average number of common shares outstanding during the period. Basic and diluted loss per share has been calculated reflecting the issuance of common shares upon the exchange of special warrants.

3. MINERAL PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES

		2006
Mineral properties		
Balance, beginning of the period	$	-
Acquisition costs		6,000
		6,000
Deferred exploration expenditures		
Balance, beginning of the period		-
Exploration costs		110,101
		110,101
Balance, end of period	$	116,101

Kamiskotia Property

Pursuant to an agreement dated November 30, 2005, the Company agreed to purchase 499 claim units and the related licenses, permits and technical data in Godfrey, Turnbull, Jamieson, Robb, Cote and Massey Townships located approximately 21.4 kilometers north west of Timmins, Ontario. The purchase price of $6,000 was settled by the issuance of 6,000,000 special warrants, exchangeable for no additional consideration, into 6,000,000 common shares of the Company at a price of $0.001 per special warrant.

Under the terms of the agreement of purchase and sale for the 499 claim units, if the Company elects not to renew any of the claims, it shall first offer to transfer the said claims to the vendors of the claims for the nominal amount of $1.00 at least 120 days prior to their expiry. At such time, the said claims shall be in good standing, free of encumbrances and have a minimum of six (6) months assessment work.

The vendors of the claims shall be entitled to receive a net smelter metals royalty from the respective claims on any minerals, metals or concentrate extracted and derived from the ore mined from such property, calculated and payable commencing within ninety (90) days following the end of each calendar quarter in which metals are extracted from the claims as follows:

A “Net Smelter Metals Royalty” or “NSMR”, relating to 70 claims identified as “NSMR 1 Claim Ownership”, shall have a 3% NSMR, of which up to 2% can be acquired for $1 Million per 1% within one (1) year of the Company making a production decision relating to the said claims.

A “Net Smelter Metals Royalty” or “NSMR”, relating to 98 claims identified as “NSMR 2 Claim Ownership”, shall have a 3% NSMR, of which up to 2% can be acquired for $1 Million per 1% within one (1) year of the Company making a production decision relating to the said claims.

A “Net Smelter Metals Royalty” or “NSMR”, relating to 331 claims identified as “NSMR 3 Claim Ownership”, shall have a 1% NSMR.

4. RELATED PARTY TRANSACTIONS

Certain corporate entities and consultants that are related to the Company's officers and directors provide consulting and other exploration related services to Claim Post Resources Inc. These expenditures, which have been recorded at their exchange amount are summarized as follows:

		2006
Legal Fees	$	3,000
Mineral properties and deferred exploration expenditures		24,950

Included in accounts payable and accrued liabilities is $3,575 due to related parties.

5. SHARE CAPITAL

Authorized
Unlimited number of common shares

Issued

	Number of Shares		Amount
Issued for cash upon incorporation	1,200,000	$	12
Balance at September 30, 2006	1,200,000	$	12

Special Warrants

	Number		Amount
Balance at September 21, 2005	-	$	-
Issuance of special warrants for cash under private placements (i)	3,563,000		356,300
Special warrants issuance costs (ii)	50,000		-
Special warrants issued for interest in mineral properties (iii)	6,000,000		6,000
Renunciation of flow–through expenditures	-		(56,000)
Balance at September 30, 2006	9,613,000	$	306,300

5. CAPITAL STOCK (continued)

(i) Each Special Warrant issued as part of the private placement on December 19, 2005 is exchangeable, for no additional consideration, into two common shares of the Company. Details of the private placement were as follows:

	December 19	December 19 flow-through	Total
Number of special warrants issued	2,013,000	1,550,000	3,563,000
Issue price per special Warrant	$ 0.10	$ 0.10	
Gross proceeds of issue	$ 201,300	$ 155,000	$ 356,300
Exercise price per special warrant	$ 0.00	$ 0.00	
Exchange date of special warrants	December 19, 2006	December 19, 2006	

The exchange date is three business days after the earlier of the date on which the Special Warrant shares are not subject to any hold or restricted period and December 19, 2006. The Special Warrants were converted into 7,126,000 common shares on December 19, 2006 (Note 9).

(ii) Upon closing of the private placement for Special Warrants on December 19, 2005, 50,000 Special Warrants were issued for no consideration as a finder's fee and are exchangeable, for no additional consideration, into two common shares of the Company for each special warrant held. The exchange date is three business days after the earlier of the date on which the Special Warrant shares are not subject to any hold or restricted period and December 19, 2006. These Special Warrants were converted into 100,000 common shares on December 19, 2006 (Note 9).

(iii) During the period, the Company issued 6,000,000 Special Warrants to fulfill its obligation to acquire the Kamiskotia Lake Property for consideration of $6,000. These Special Warrants are exchangeable, for no additional consideration, into 6,000,000 common shares of the Company. These Special Warrants were converted into 6,000,000 common shares on November 30, 2006 (Note 9).

6. LOSS PER SHARE

	2006
Basic and diluted loss per share	**$ (0.00)**
Weighted average number of shares outstanding for basic and diluted loss per share	**6,692,000**

Basic and diluted loss per share has been calculated using the weighted average number of shares outstanding during the period, giving effect to the conversion of special warrants into common shares.

7. INCOME TAX INFORMATION

Tax Loss Carry-forwards

The company has accumulated non-capital losses of $33,366, which may be deducted in the calculation of taxable income in future years. The losses expire in 2026. Also, the Company has $6,000 of Canadian resource tax pools which may be deducted in the calculation of taxable income in future years. These pools can be carried forward indefinitely. The balance sheet reflects the potential tax benefit only to the extent that, based on available evidence, it is more likely than not that they will be realized.

Future Tax Balances

The future income tax liability is compromised of the following temporary differences:

		2006
Resource expenditure pools	$	(56,000)
Non-capital losses		12,000
Valuation allowance		-
	$	(44,000)

Provision for Income Tax

The major factors that cause variations from the Company's combined federal and provincial statutory Canadian income tax rates of 36.12% were the following:

		2006
Loss before income taxes	$	(33,366)
Expected tax recovery at statutory rates		12,000
Decrease resulting from unrecognized tax losses		-
	$	12,000

8. FINANCIAL INSTRUMENTS

Fair Value

The carrying value of cash and cash equivalents and accounts payable and accrued liabilities approximates fair value due to the relatively short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

9. SUBSEQUENT EVENTS

On October 15, 2006, the Company raised $26,475 by way of private placement of common shares. Pursuant to the financing, the Company issued 176,500 common shares at a price of $0.15 per share.

On October 24, 2006, the Company raised gross proceeds of $625,750 by the way of a non-brokered private placement. Pursuant to the financing, the Company issued 1,640,000 flow-through special warrants at a price of $0.25 and 1,438,333 common share special warrants at a price of $0.15 each. Each special warrant may be exercised to acquire one common share of the Company at no additional cost for a period of 12 months. A finder's fee in the amount of $54,500 was paid with respect to this private placement. In addition, 375,000 and 225,000 compensation warrants were issued as a finder's fee at $0.25 and $0.15 respectively. These compensation warrants were subsequently cancelled on February 28, 2007.

On November 30, 2006, 6,000,000 Special Warrants were converted into 6,000,000 common shares pursuant to the terms of the Special Warrant Certificates (Notes 3 and 5).

On December 15, 2006 the Company raised $14,550 by way of a private placement of common shares. Pursuant to the financing, the Company issued 97,000 common shares at a price of $0.15 per share.

On December 19, 2006, 3,563,000 Special Warrants issued on the December 19, 2005 private placement and the 50,000 Special Warrants issued as a finder's fee were converted into 7,226,000 common shares pursuant to the terms of the Special Warrant Certificates (Note 5).

CERTIFICATE OF THE CORPORATION

Dated: May 9, 2007

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by Part 9 of the *Securities Act* (British Columbia), by Part 9 of the *Securities Act* (Alberta) and by Part XV of the *Securities Act* (Ontario) and the respective regulations thereunder.

(signed)"*Charles Gryba*"	(signed)"*James Fairbairn*"
Charles Gryba	James Fairbairn
President and Chief Executive Officer	Chief Financial Officer

On behalf of the Board of Directors of
CLAIM POST RESOURCES INC.

(signed) "*Charles M. Gryba*"	(signed) "*Richard D. Williams*"
Charles M. Gryba	Richard D. Williams
Director	Director

CERTIFICATE OF THE PROMOTERS

Dated: May 9, 2007

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by Part 9 of the *Securities Act* (British Columbia), by Part 9 of the *Securities Act* (Alberta) and by Part XV of the *Securities Act* (Ontario) and the respective regulations thereunder.

(signed)"*Charles M. Gryba*"	(signed) "*Richard D. Williams*"
Charles M. Gryba	Richard D. Williams