

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

This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PRELIMINARY PROSPECTUS

Initial Public Offering

February 23, 2007

BAYVIEW PUBLIC VENTURES INC.

(a capital pool company)

Minimum Offering: \$600,000 or 3,000,000 Common Shares

Maximum Offering: \$800,000 or 4,000,000 Common Shares

Price: \$0.20 per Common Share

Agent's Option (as hereafter defined)

Incentive Stock Options (as hereafter defined)

Bayview Public Ventures Inc. (the "Company") hereby offers through its agent, Canaccord Capital Corporation (the "Agent"), a minimum of 3,000,000 and a maximum of 4,000,000 common shares in the capital of the Company (the "Common Shares") for sale to the public at a price of \$0.20 per share. The purpose of this offering (the "Offering") is to provide the Company with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by TSX Venture Exchange Inc. (the "Exchange") and in the case of a Non-Arm's Length Qualifying Transaction must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 ("CPC Policy"). The Company is a Capital Pool Company ("CPC"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Company" and "Use of Proceeds".

This Offering is being made on a commercially reasonable efforts basis by the Agent. The offering price of the Common Shares was determined by negotiation between the Company and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement between the Company and the Agent and will not be released until a minimum of \$600,000 has been deposited and the Agent has consented to such release. The Offering is subject to a minimum subscription of 3,000,000 Common Shares for total gross proceeds to the Company of \$600,000 (the "Minimum Offering") and a maximum subscription of 4,000,000 Common Shares for total gross proceeds to the Company of \$800,000 (the "Maximum Offering"). If the Minimum Offering is not raised within 90 days of the issuance of a receipt for the final prospectus, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

Pursuant to the Agency Agreement, the Agent will be granted a non-transferable option (the "Agent's Option") to purchase up to a number of Common Shares equal to 10% of the number of Common Shares sold pursuant to the Offering, at a price of \$0.20 per share expiring 24 months from the date the Common Shares are listed on the Exchange. See "Plan of Distribution - Agent and Agent's Compensation". In addition, and subject to regulatory approval, the Company intends to grant options to purchase 605,000 Common Shares in the event of the Minimum Offering and 705,000 Common Shares in the event of the Maximum Offering at a price of \$0.20 per share for a period of five years from the date of grant to its directors and officers under an incentive stock option plan (the "Incentive Stock Options"). See "Options to Purchase Securities". The Agent's Option and the Incentive Stock Options are qualified for distribution under this prospectus.

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

The Company has applied to list the Common Shares on the Exchange. Listing will be subject to the Company fulfilling all of the requirements of the Exchange.

	Common Shares	Price to Public	Agent's Commission ⁽¹⁾	Proceeds to the Company ⁽²⁾
Per Common Share	1	\$0.20	\$0.02	\$0.18
Minimum Offering ⁽³⁾	3,000,000	\$600,000	\$60,000	\$540,000
Maximum Offering ⁽³⁾	4,000,000	\$800,000	\$80,000	\$720,000

Notes:

- (1) Canaccord Capital Corporation has agreed to act as the agent of the Company in connection with this Offering and will receive a commission of 10% of the gross proceeds. In addition, the Agent will be granted the Agent's Option. The Agent will also receive an administration fee in the aggregate amount of \$10,000 and the Agent will be reimbursed for its legal fees and expenses, with legal fees estimated to be \$10,000 plus disbursements and applicable taxes. See "Plan of Distribution".
- (2) After the Agent's commission and before deducting the other expenses of this Offering (which includes listing and filing fees, the Agent's administration fee and legal expenses and the Company's legal and auditing expenses) estimated to be \$70,750. See "Use of Proceeds".
- (3) A minimum of 3,000,000 and a maximum of 4,000,000 Common Shares are offered hereunder, not including the Agent's Option or the Incentive Stock Options both of which are qualified for distribution under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

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

There is no market through which the Common Shares offered by this prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of \$0.050 or 25.0% in the event of the Minimum Offering and \$0.043 or 21.5% in the event of the Maximum Offering.

The Company was only recently incorporated and does not currently own any assets other than cash. The business objective of the Company is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval; however, there can be no assurance that the Company will successfully complete a Qualifying Transaction. Although the Company has commenced the process of identifying potential acquisitions, the Company has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Company has not entered into an Agreement in Principle, as hereafter defined. The Company may find that even if the terms of a potential acquisition are economic, the Company may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the Company has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Company, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of shares from the Company's treasury, control of the Company may change and shareholders may suffer further dilution of their investment. The Company will be in competition with other corporations with greater resources. The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future.

The Exchange may suspend from trading or delist the Common Shares where the Company has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Securities Commissions of Alberta, British Columbia and Ontario may issue an interim cease trade order against the Company's securities if the Common Shares of the Company are suspended from trading on the Exchange and will issue an interim cease trade order if the Company's Common Shares are delisted from the Exchange. In addition, delisting of the Common Shares may result in the cancellation of the Common Shares of the Company owned by insiders issued prior to this Offering.

Investors must rely solely on the expertise of the Company's promoters, directors and officers for any possible return on their investment. The Company's promoters, directors, officers and control persons, and their associates and affiliates, as a group, beneficially own or control, directly or indirectly, 3,000,000 Common Shares, which represents 98.36% of the issued and outstanding Common Shares before giving effect to this Offering and approximately 49.59% in the event of the Minimum Offering and 42.55% in the event of the Maximum Offering of the issued and outstanding Common Shares after giving effect to this Offering. The directors and officers of the Company will only devote part of their time to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. See "Dilution", "Business of the Company", "Directors, Officers and Promoters", "Use of Proceeds" and "Risk Factors".

The Agent hereby offers for sale a minimum of 3,000,000 and a maximum of 4,000,000 Common Shares, on a "commercially reasonable efforts" basis, if, as and when subscriptions are accepted by the Company, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Owens, Wright LLP, Barristers & Solicitors, Toronto, Ontario, on behalf of the Company and by Beach, Hepburn LLP, Barristers & Solicitors, Toronto, Ontario, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total

Common Shares offered under this prospectus, being 60,000 Common Shares (\$12,000) in the event of the Minimum Offering or 80,000 Common Shares (\$16,000) in the event of the Maximum Offering. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total Common Shares offered under this prospectus, being 120,000 Common Shares (\$24,000) in the event of the Minimum Offering or 160,000 Common Shares (\$32,000) in the event of the Maximum Offering. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates for the Common Shares evidencing the Common Shares in definitive form will be available for delivery on the closing date.

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GLOSSARY

The following are definitions of certain terms used throughout this document.

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

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

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

A company is "controlled" by a Person if:

- (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

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

"Agency Agreement" means the agency agreement dated ●, 2007 between the Company and the Agent.

"Agent" means Canaccord Capital Corporation.

"Agent's Option" means the non-transferable option to be granted by the Company to the Agent to purchase that number of Common Shares that is equal to 10% of the Common Shares sold in connection with this Offering at a price of \$0.20 per Common Share, exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange.

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

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

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction, and

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

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

- (a) an Issuer of which the Person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the Issuer,
- (b) any partner of the Person or company,
- (c) any trust or estate in which the Person or company has a substantial beneficial interest or in respect of which a Person or company serves as trustee or in a similar capacity,
- (d) in the case of a person, a relative of that Person, including
 - (i) that Person's spouse or child, or
 - (ii) any relative of the Person or of his or her spouse who has the same residence as that Person; but
- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the Exchange with respect to that Member firm, Member corporation or holding company.

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

"**Company**" means Bayview Public Ventures Inc., a corporation incorporated under the laws of the Province of Ontario.

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

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

"**CPC**" means a corporation:

- (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and
- (b) in regard to which the Final Exchange Bulletin has not yet been issued.

"**CPC Filing Statement**" means the Filing Statement of the CPC prepared in accordance with the Exchange Form of Filing Statement (Form 3B2) which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

"**CPC Information Circular**" means the Information Circular of the CPC prepared in accordance with applicable securities laws and the Exchange Form of Information Circular (Form 3B1) which provides full, true and plain disclosure of all material facts relating to the Target Company.

"**CPC Policy**" means Policy 2.4 of the Exchange.

"**Escrow Agent**" means Equity Transfer & Trust Company.

"**Escrow Agreement**" means the escrow agreement dated ●, 2007 among the Company, the Escrow Agent and certain shareholders of the Company.

"**Escrow Shares**" means:

- (a) all Seed Shares issued at a price lower than the price of the IPO Shares;
- (b) all Seed Shares, IPO Shares and any securities acquired from treasury after the IPO but before issuance of the Final Exchange Bulletin (other than shares acquired which are subject to Section 11.6 of the CPC Policy and those shares acquired upon exercise of stock options which must be escrowed as provided in Section 7.5 of the CPC Policy) which are, directly or indirectly, beneficially owned or controlled by Non Arm's Length Parties of the CPC (as determined post IPO);
- (c) all securities acquired by a Control Person in the secondary market prior to Completion of the Qualifying Transaction; and
- (d) all Seed Shares purchased by a member of the Aggregate Pro Group.

"**Exchange**" means TSX Venture Exchange Inc.

"**Final Exchange Bulletin**" means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

"**Insider**" if used in relation to an Issuer, means:

- (a) a director or senior officer of the Issuer;
- (b) a director or senior officer of the company that is an Insider of a subsidiary of the Issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Issuer; or
- (d) the Issuer itself if it holds any of its own securities.

"**IPO**" means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

"**IPO Shares**" means securities issued by an Issuer from its treasury pursuant to its first prospectus.

"**Issuer**" means a company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant company seeking a listing of its securities on the Exchange.

"**Majority of the Minority Approval**" means the approval of a Non-Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

- (a) Non Arm's Length Parties to the CPC;
- (b) Non Arm's Length Parties to the Qualifying Transaction; and

- (c) in the case of a Related Party Transaction:
- (i) if the CPC holds its own shares, the CPC, and
 - (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction at a properly constituted meeting of the common shareholders of the CPC.

"Member" has the meaning in Exchange Rule A 1.00.

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

"Non Arm's Length Party" means in relation to a company, a promoter, officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person.

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

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

"Offering" means the offering of Common Shares in accordance with the terms of this prospectus.

"Person" means a company or individual.

"Principal" means:

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

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

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

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

"Pro Group" means:

- (a) subject to subparagraphs (b), (c), (d) and (e) "Pro Group" shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;
 - (iv) Affiliates of the Member; and
 - (v) Associates of any parties referred to in subparagraphs (i) through (iv);
- (b) the Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;

- (c) the Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;
- (d) the Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:
 - (i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

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

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

"SEDAR" means System for Electronic Document Analysis and Retrieval.

"Seed Shares" means securities issued before an Issuer's IPO whether the securities are subject to resale restrictions or are free trading.

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

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

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

"Transfer Agent, Registrar and Disbursing Agent Agreement" means the agreement dated ●, 2007 between the Company and Equity Transfer & Trust Company.

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

PROSPECTUS SUMMARY

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

Issuer:	Bayview Public Ventures Inc.
Offering:	A minimum of 3,000,000 and a maximum of 4,000,000 Common Shares are being offered under this prospectus at a price of \$0.20 per Common Share. In addition, the Company will grant the Agent's Option to the Agent to purchase that number of Common Shares equal to 10% of the Common Shares sold pursuant to this Offering at a price of \$0.20 per share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which Agent's Option is qualified under this prospectus. The Company also intends to grant the Incentive Stock Options to purchase up to 605,000 Common Shares in the event of the Minimum Offering and 705,000 Common Shares in the event of the Maximum Offering at a price of \$0.20 per share to directors and officers under an incentive stock option plan, which options are also qualified for distribution under this prospectus. See "Plan of Distribution".
Price:	\$0.20 per Common Share.
Business of the Company:	The Company is a capital pool company pursuant to the CPC Policy. The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any potential Qualifying Transaction must be approved by the Exchange, and in the case of a Non-Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, in accordance with the CPC Policy. The Company has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. See "Business of the Company" and "Use of Proceeds".
Use of Proceeds:	The total net proceeds to the Company, accounting for total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all listing and filing fees, Agent's fees and expenses and Offering expenses, will be approximately \$771,250 in the event of the Minimum Offering and \$951,250 in the event of the Maximum Offering. In addition, the Company estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of approximately \$50,000, which will reduce the total net proceeds available for pursuing a Qualifying Transaction to \$721,250 in the event of the Minimum Offering and \$901,250 in the event of the Maximum Offering. These proceeds will be used to provide the Company with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition, with a view to completing a Qualifying Transaction. The Company may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Company" and "Risk Factors".
Directors and Officers:	Lorne Gertner - Director David Hill - Director Richard D. McGraw - Chief Financial Officer and Director Mark Rider - President, Chief Executive Officer, Secretary and Director See "Directors, Officers and Promoters"
Dividend Policy:	It is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See "Dividend Policy".

Escrowed Securities:

All of the currently issued and outstanding Common Shares of the Corporation, being 3,050,000 Common Shares will be deposited in escrow pursuant to the terms of the Escrow Agreement, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

Risk Factors:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Company's business and its present stage of development. The Company was only recently incorporated and has no active business or assets other than a minimum amount of cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Company and can afford to risk the loss of their entire investment. The directors and officers of the Company will only devote part of their time and attention to the affairs of the Company and there are potential conflicts of interests to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. Assuming completion of the Offering, an investor will suffer an immediate dilution of investment of \$0.050 or 25.0% per Common Share in the event of the Minimum Offering and \$0.043 or 21.5% per Common Share in the event of the Maximum Offering. There can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction.

If the Company identifies a suitable business or asset, the Exchange may not approve the transaction as a Qualifying Transaction or management may determine that market conditions make the terms of the acquisition uneconomic. Furthermore, the Company may require additional financing to both secure and exploit the business opportunity and there is no guarantee that such financing will be available.

If the Company fails to complete a Qualifying Transaction acceptable to the Company's shareholders and the Exchange within 24 months of the date of listing, or if the Company fails to comply with the Exchange's listing maintenance requirements, the Common Shares may be suspended from trading or delisted.

An acquisition financed by the issuance of treasury shares could result in a change in the control of the Company and may cause the interests of the shareholders in the Company to be further diluted.

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

THE COMPANY

Bayview Public Ventures Inc. was incorporated pursuant to the provisions of the *Business Corporations Act* (Ontario) on December 21, 2005. On February 1, 2007 the Company filed Articles of Amendment removing the restrictions on the transfer of its Common Shares. The registered and head office of the Company is located at 20 Holly Street, Suite 300, Toronto, Ontario M4S 3B1.

BUSINESS OF THE COMPANY

Preliminary Expenses

Since incorporation, the Company has incurred expenses of approximately \$9,250 for incorporation costs and professional fees in proceeding with this Offering. Part of the net proceeds of this Offering will be utilized to satisfy the obligations of the Company related to this Offering, including the expenses of its auditors, legal counsel and the Agent's legal counsel. See "Use of Proceeds".

Proposed Operations Until Completion of a Qualifying Transaction

The Company is a capital pool company pursuant to the CPC Policy. The principal business of the Company is to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Company has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Company currently intends to pursue a Qualifying Transaction in the technology, manufacturing, distribution and business services sectors, but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Company following Completion of the Qualifying Transaction.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

Shareholder Approval of a Qualifying Transaction

Upon the Company reaching an Agreement in Principle, the Company must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Company's Common Shares until the filing requirements of the Exchange have been satisfied as set forth under the heading "Business of the Company - Trading Halts, Suspensions and Delisting". Within 75 days after issuance of such news release, the Company is required to submit for review to the Exchange either a CPC Information Circular that complies with applicable corporate and securities laws or a CPC Filing Statement that complies with Exchange requirements. A CPC Information Circular must be submitted where there is a Non-Arm's Length Qualifying Transaction. A CPC Filing Statement must be submitted where the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction. The CPC Information Circular or CPC Filing Statement, as applicable, must contain prospectus level disclosure of the Target Company and the Company, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2. Upon acceptance by the Exchange, the Company must (a) file the CPC Filing Statement on SEDAR at least seven business days prior to closing the Qualifying Transaction, and issue a press release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the CPC Filing Statement is available on SEDAR; or (b) mail the CPC Information Circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval at a meeting of shareholders.

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

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

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

Minimum Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

The Exchange may suspend from trading or delist the Common Shares of the Company where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. If the Common Shares of the Company are delisted by the Exchange, then within 90 days from the date of such delisting, the Company shall wind up and liquidate its assets pursuant to the *Business Corporations Act* (Ontario) and shall make a pro rata distribution of its remaining assets to its shareholders, unless, within that 90 day period and pursuant to a majority vote of shareholders, exclusive of the vote of Non-Arm's Length Parties to the Company, the shareholders determine to deal with the Company or its remaining assets in some other manner. See "Business of the Company - Criteria for a Qualifying Transaction, Shareholder Approval of a Qualifying Transaction, Minimum Listing Requirements and Refusal of Qualifying Transaction".

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable minimum listing requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
 - (i) a member firm of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and

- (iii) Associates of any such person, collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or
- (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Net Proceeds

The gross proceeds to be received by the Company from the sale of the Common Shares offered by this prospectus will be \$600,000 if the Minimum Offering is completed and \$800,000 if the Maximum offering is completed. The gross proceeds received by the Company from the sale of Common Shares prior to the date of this prospectus was \$305,000. From these aggregate gross proceeds will be deducted the expenses and costs of the incorporation in the amount of \$3,000 and the expenses and costs of this issue estimated in the aggregate, including legal, accounting, printing, regulatory fees and the Agent's commission to be approximately \$130,750 in the event of the Minimum Offering and \$150,750 in the event of the Maximum Offering.

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

	Minimum Offering	Maximum Offering
Cash Proceeds raised prior to the Offering ⁽¹⁾	\$305,000	\$305,000
Expenses and costs related to incorporation and professional fees ⁽²⁾	(\$3,000)	(\$3,000)
Cash Proceeds to be raised pursuant to this Offering ⁽³⁾	<u>\$600,000</u>	<u>\$800,000</u>
Net Cash Proceeds	<u>\$902,000</u>	<u>\$1,102,000</u>
Expenses and Costs Relating to this Offering		
Listing and Filing Fees	(\$20,500)	(\$20,500)
Agent's Expenses		
Commissions	(\$60,000)	(\$80,000)
Administration Fee	(\$10,000)	(\$10,000)
Legal Expenses	(\$10,000)	(\$10,000)
Offering Costs		
Legal Expenses	(\$15,000)	(\$15,000)
Accounting	(\$6,250)	(\$6,250)
Printing	(\$1,500)	(\$1,500)
Transfer Agent	(\$5,000)	(\$5,000)
Other	(\$2,500)	(\$2,500)
Total Expenses and Costs Relating to this Offering	<u>\$130,750</u>	<u>\$150,750</u>
Estimated Funds available on completion of the Offering	<u>\$771,250</u>	<u>\$951,250</u>
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾	\$721,250	\$901,250
Estimated general and administrative expenses until Completion of a Qualifying Transaction	<u>\$50,000</u>	<u>\$50,000</u>
Total net proceeds	<u>\$771,250</u>	<u>\$951,250</u>

Notes:

- (1) See "Prior Sales".
- (2) Incorporation costs and professional fees.
- (3) In the event the Agent exercises the Agent's Option, and the directors and officers exercise the Incentive Stock Options there will be available to the Company a maximum of an additional \$181,000 in the event of the Minimum Offering and \$221,000 in the event of the

Maximum Offering, which will be added to the working capital of the Company. There is no assurance that any of these options will be exercised.

- (4) In the event that the Company enters into an Agreement in Principle prior to spending the \$771,250 in the event of the Minimum Offering and \$951,250 in the event of the Maximum Offering on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

- (a) valuations or appraisals;
- (b) business plans;
- (c) feasibility studies and technical assessments;
- (d) sponsorship reports;
- (e) engineering or geological reports;
- (f) financial statements, including audited financial statements;
- (g) fees for legal and accounting services; and
- (h) Agent's fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Company or \$210,000 will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Uses of Funds", listed above, include:

- (a) listing and filing fees (including SEDAR fees);
- (b) other costs for the issuance of securities, (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and
- (c) administrative and general expenses of the Company, including:
 - (i) office supplies, office rent and related utilities;

- (ii) printing costs (including the printing of this prospectus and share certificates);
- (iii) equipment leases; and
- (iv) fees for legal advice and audit expenses, other than those described above under "Use of Proceeds - Permitted Use of Funds".

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

Private Placements for Cash

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

Prohibited Payments to Non-Arm's Length Parties

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

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

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

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

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

PLAN OF DISTRIBUTION

Agent and Agent's Compensation

Pursuant to the Agency Agreement dated ●, 2007 between the Company and Canaccord Capital Corporation, the Company has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public a minimum of 3,000,000 and a maximum of 4,000,000 Common Shares as provided in this prospectus, at a price of \$0.20 per Common Share, for gross proceeds of between \$600,000 and \$800,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Company will pay to the Agent an administration fee in the aggregate amount of \$10,000 and will reimburse the Agent for its legal fees and expenses, with legal fees estimated to be \$10,000 plus disbursements and applicable taxes.

The Company will also grant to the Agent the non-transferable Agent's Option to purchase up to that number of Common Shares equal to 10% of the Common Shares sold pursuant to this Offering at a price of \$0.20 per share, which may be exercised for a period of 24 months from the date the Common Shares of the Company are listed on the Exchange. The grant of the Agent's Option is qualified by this prospectus. The Agent intends to sell to the public any Common Shares received by it upon the exercise of its option. Not more than 50% of the Common Shares which can be acquired by the Agent on exercise of the entire Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

Other than as described in this prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or Corporation in connection with the Offering.

The Offering will be made in accordance with the rules and policies of the Exchange and with the consent of the Exchange. The closing of the Offering will take place at such time as the Company and the Agent may agree, provided that the total subscription has been received.

The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Company and may make co-brokerage arrangements with other investment dealers at no additional cost to the Company. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Offering and Minimum Distribution

The total Minimum Offering is 3,000,000 Common Shares for total gross proceeds of \$600,000. The Total Maximum Offering is 4,000,000 Common Shares for total gross proceeds of \$800,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total Common Shares in the Offering, namely, \$12,000 or 60,000 Common Shares in the event of the Minimum Offering and \$16,000 or 80,000 Common Shares in the event of the Maximum Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the total number of Common Shares under the Offering, namely, \$24,000 or 120,000 Common Shares in the event of the Minimum Offering and \$32,000 or 160,000 Common Shares in the event of the Maximum Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until \$600,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period and agreed to by the Agent, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Company also proposes to grant the Incentive Stock Options to purchase 605,000 Common Shares in the event of the Minimum Offering and 705,000 Common Shares in the event of the Maximum Offering to directors and officers of the Company in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus.

Determination of Price

The offering price of the Common Shares hereunder was determined by negotiation between the Company and the Agent in accordance with the CPC Policy.

Listing Application

The Exchange has conditionally accepted the listing of the Common Shares. Listing is subject to the Company fulfilling all of the requirements of the Exchange.

Subscriptions by and Restrictions on the Agent

The Agent has advised the Company that to the best of its knowledge and belief none of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Company. The aggregate number of Common Shares permitted to be owned directly or indirectly by the Agent, or any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing, is 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Incentive Stock Options, no securities of the Company will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the Ontario Securities Commission and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

The Company is authorized to issue an unlimited number of Common Shares of which 3,050,000 Common Shares were issued and outstanding as fully paid and non-assessable as at the date of this prospectus. A total of 3,000,000 Common Shares to be issued in the event of the Minimum Offering and a total of 4,000,000 Common Shares to be issued in the event of the Maximum Offering are reserved for issuance under this prospectus. The Company has reserved up to 705,000 Common Shares for issuance under an incentive stock option plan, subject to regulatory approval, and up to 400,000 Common Shares for issuance pursuant to the Agent's Option. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See "Options to Purchase Securities" and "Plan of Distribution".

Common Shares

The holders of the Common Shares are entitled to receive notice of and attend any meeting of the Company's shareholders and are entitled to one vote for each Common Share held. The holders of the Common Shares are entitled to receive dividends, if, as and when declared by the Board of Directors of the Company. In the event of liquidation, dissolution or winding-up of the Company, the holders of the Common Shares are entitled to share rateably the remaining assets of the Company.

CAPITALIZATION

	Authorized	Outstanding as at the date of the most recent balance sheet ⁽²⁾⁽⁵⁾	Outstanding as at ●, 2007 prior to giving effect to the Offering ⁽¹⁾⁽²⁾	Outstanding as at ●, 2007 after giving effect to Minimum Offering ⁽¹⁾⁽³⁾	Outstanding as at ●, 2007 after giving effect to the Maximum Offering ⁽¹⁾⁽⁴⁾
Common Shares	unlimited	\$305,000 (3,050,000 common shares)	\$305,000 (3,050,000 common shares)	\$905,000 (6,050,000 common shares)	\$1,105,000 (7,050,000 common shares)

Notes:

- (1) The Company will reserve up to 705,000 Common Shares for issuance under an incentive stock option plan, subject to regulatory approval. All such options will expire five years from the date of grant. See "Options to Purchase Securities". The Company will also grant to the Agent the Agent's Option to purchase up to 400,000 Common Shares at a price of \$0.20 per share expiring 24 months from the date the Company's shares are listed on the Exchange.
- (2) These Common Shares are subject to an escrow agreement. See "Escrow Agreement".
- (3) The \$905,000 represents the gross proceeds of the Minimum Offering and prior sales of Common Shares of the Company without the deduction of selling commissions and related expenses incurred by the Company in the aggregate amount of \$130,750.
- (4) The \$1,105,000 represents the gross proceeds of the Maximum Offering and prior sales of Common Shares of the Company without the deduction of selling commissions and related expenses incurred by the Company in the aggregate amount of \$150,750.
- (5) As at December 31, 2006, the Company had not commenced operations and had a deficit of \$7,847.

OPTIONS TO PURCHASE SECURITIES

The Incentive Stock Options to purchase up to 605,000 Common Shares in the event of the Minimum Offering and 705,000 Common Shares in the event of the Maximum Offering are to be granted once a receipt is issued for the final prospectus to directors and officers are qualified for distribution pursuant to this prospectus.

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to five years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance:

- (a) to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares; and
- (b) to all technical consultants will not exceed 2% of the issued and outstanding Common Shares.

Options may be exercised during the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option and further provided that the option terminates immediately if cessation was for cause. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

Subject to regulatory approval, the Company intends to enter into stock option agreements with its directors and officers in respect of the Incentive Stock Options, once a receipt is issued for the final prospectus, as follows:

	Common Shares Under Option if Minimum Offering	Common Shares Under Option if Maximum Offering	Exercise Price Per Common Share	Expiry Date ⁽¹⁾
Lorne Gertner	100,834	117,500	\$0.20	5 years
David Hill	100,834	117,500	\$0.20	5 years
Richard D. McGraw	201,666	235,000	\$0.20	5 years
Mark Rider	201,666	235,000	\$0.20	5 years
Total:	605,000	705,000		

Note:

- (1) The Incentive Stock Options will all vest immediately on the date of grant, namely the date on which a receipt is issued for the final prospectus, and will expire five years from the date of grant.

All Common Shares acquired pursuant to the exercise of stock options prior to the completion of a Qualifying Transaction must be deposited in escrow and shall be subject to escrow until the issuance of the Final Exchange Bulletin. See "Escrowed Securities".

PRIOR SALES

Since the date of incorporation of the Company, 3,050,000 Common Shares have been issued as follows:

Date	Number of Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
October 31, 2006	3,050,000 ⁽¹⁾	\$0.10	\$305,000	Cash

Note:

- (1) These Common Shares will be held in escrow. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

The 3,050,000 Common Shares issued prior to this Offering at a price below \$0.10 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Company either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by the Aggregate Pro Group prior to the Offering will be deposited with the Escrow Agent under the Escrow Agreement.

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

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

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

Name and Municipality of Residence of Shareholder	Common Shares	Number of Shares held in escrow	Percentage of Shares prior to giving effect to the Offering	Percentage of Shares after giving effect to the Minimum Offering	Percentage of Shares after giving effect to the Maximum Offering
Lorne Gertner, Toronto, Ontario	500,000	500,000	16.39%	8.26%	7.09%
David Hill Toronto, Ontario	500,000	500,000	16.39%	8.26%	7.09%
Richard D. McGraw Toronto, Ontario	1,000,000	1,000,000	32.79%	16.53%	14.18%
Mark Rider Toronto, Ontario	1,000,000	1,000,000	32.79%	16.53%	14.18%
John D. Wright Toronto, Ontario	50,000	50,000	1.64%	0.83%	0.71%

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

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

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

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

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

- (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Company; or
- (b) if the Company lists on NEX, either:
 - (i) cancel all Seed Shares purchased by Non-Arm's Length Parties to the CPC at a discount from the IPO price in accordance with Section 11.2(a) of the CPC Policy; or
 - (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non-Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

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

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow.

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

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

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

- (a) 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, and
- (b) 15% of the escrowed securities being releasable in 6 month intervals on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin.

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

- (a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the Policies of the Exchange; or
- (b) the private placement is announced concurrently with the Agreement in Principle, and:
 - (i) at least 75% of the proceeds from the private placement are not from Principals of the Company or the proposed Resulting Issuer,
 - (ii) if subscribers, other than Principals of the Company or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period, and
 - (iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence	Type of Ownership	Number of Common Shares ⁽¹⁾⁽²⁾	Percentage of Common Shares Owned Before Offering	Percentage of Common Shares Owned After the Maximum Offering ⁽³⁾	Percentage of Common Shares Owned After the Maximum Offering, Assuming the Exercise of all Options ⁽⁴⁾
Lorne Gertner Toronto, Ontario	registered and beneficial	500,000	16.39%	7.09%	7.96%
David Hill Toronto, Ontario	registered and beneficial	500,000	16.39%	7.09%	7.96%
Richard D. McGraw Toronto, Ontario	registered and beneficial	1,000,000	32.79%	14.18%	15.93%
Mark Rider Toronto, Ontario	registered and beneficial	1,000,000	32.79%	14.18%	15.93%

Notes:

- (1) In addition, Messrs. Gertner, Hill, McGraw and Rider, all directors of the Company, will be granted stock options to purchase an aggregate of 605,000 Common Shares in the event of the Minimum Offering and 705,000 Common Shares in the event of the Maximum Offering upon the issue by the Securities Commissions of Alberta, British Columbia and Ontario of a receipt for the final prospectus. See "Options to Purchase Securities".
- (2) These Common Shares are all to be held in escrow. See "Escrowed Securities".
- (3) Before giving effect to the exercise of the Agent's Option or the exercise of the Incentive Stock Options granted to directors and officers and assuming that none of the above shareholders acquire any additional Common Shares under the Offering.
- (4) Assuming that the Agent's Option is not exercised and no Common Shares are purchased by any of the above shareholders under the Offering.

DIRECTORS, OFFICERS AND PROMOTERS

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

Name and Municipality of Residence	Position Held	Age	Principal Occupation
Lorne Gertner ⁽¹⁾ Toronto, Ontario	Director	51	Chief Executive Officer, Hill & Gertner Capital Corporation
David Hill ⁽¹⁾ Toronto, Ontario	Director	50	President, Hill & Gertner Capital Corporation and Chief Executive Officer, Cannasat Therapeutics Inc.
Richard D. McGraw ⁽¹⁾ Toronto, Ontario	Chief Financial Officer and Director	63	President & Chief Executive Officer, Lochan Ora Group of Companies (private investment companies)
Mark Rider Toronto, Ontario	Chief Executive Officer, President, Secretary and Director	56	Chief Executive Officer, The Rider Group Inc.

Notes:

- (1) Member of the Audit Committee.
(2) The Company does not have a compensation, nominating or corporate governance committee.

All of the directors currently have employment outside of the Company. Each of the directors of the Company has agreed to devote as much of his time to the business and affairs of the Company as necessary to complete the Company's Qualifying Transaction. Some of the directors and officers are engaged and will continue to be engaged in the search for property or business prospects on behalf of themselves and others.

The directors and officers of the Company, and their associates and affiliates, as a group, beneficially own or control, directly or indirectly, 3,000,000 Common Shares or 98.36% of the issued and outstanding Common Shares before the Offering and approximately 49.59% in the event of the Minimum Offering and 42.55% in the event of the Maximum Offering. In the event of the Minimum Offering, if the directors and officer of the Company were to exercise the Incentive Stock Options to purchase 605,000 Common Shares proposed to be issued to them under the Company's incentive stock option plan, subject to regulatory approval, such individuals would own or control, directly or indirectly, 3,605,000 Common Shares, representing approximately 54.17% of the outstanding Common Shares after giving effect to the Offering and the exercise of the Incentive Stock Options. In the event of the Maximum Offering, if the directors and officers of the Company were to exercise the Incentive Stock Options to purchase 705,000 Common Shares proposed to be issued to them under the Company's incentive stock option plan, subject to regulatory approval, such individuals, as a group, would beneficially own or control, directly or indirectly, 3,705,000 Common Shares, representing approximately 47.78% of the outstanding Common Shares after giving effect to the Offering and the exercise of the Incentive Stock Options.

The following is a brief description of the background of the directors, officers and the promoter of the Company:

Lorne Gertner, B.Arch.

Mr. Gertner, 51, is a director of the Company. He is the Chairman and Chief Executive Officer of Hill & Gertner Capital Corporation, a merchant bank specializing in the retail and consumer products sector. Over the past five years, Hill & Gertner Capital Corporation has been involved in a number of retail and consumer product transactions in Canada, including Eaton's Dylex and Hip Interactive Corp. From 1982 to 1997, Mr. Gertner was President and owner of Mister Leonard Inc., one of Canada's largest women's apparel manufacturers. He has a Bachelor of Architecture from the University of Toronto and practiced architecture in the early 1980's. Mr. Gertner is a member of Young Presidents' Organization and a founder of the Gertner Charitable Foundation.

David Hill

Mr. Hill, 50, is a director of the Company. He is the President and co-founder of Hill & Gertner Capital Corporation, a merchant bank specializing in the retail and consumer products sector. Over the past five years, Hill & Gertner Capital Corporation has been involved in a number of retail and consumer product transactions in Canada, including Eaton's Dylex and Hip Interactive Corp. Mr. Hill has co-founded and served as the President of Pallet Pallet Inc. and Hip Interactive Corp.

Richard D. McGraw

Mr. McGraw, 63, is a director and the chief financial officer of the Company. He has served as president and chief executive officer of Lochan Ora Group of Companies, private investment companies, since 1972. Mr. McGraw served as president and chief executive officer of Vitran Corporation Inc., a transportation and logistics services company from 1983 until 2002, a director from 1987 to present and chairman since 2002. He has also been a director of Exco Technologies Limited since 1992 and chairman since 2006. He also has served as a director of OutdoorPartner Media Corporation since 2004 to present and chairman since 2006 and as a director of Feel Good Cars Corporation since 2004 and chairman since February 2006. He received a bachelor of commerce from the University of British Columbia.

Mark Rider, P.Eng.

Mr. Rider, 56, is a director of the Company and will serve as chief executive officer, president and secretary of the Company. He created The Rider Travel Group in 1982 with the vision of servicing the needs of business travelers while managing a corporation's travel budget. Focusing solely on the needs of the corporate travel sector, Mr. Rider created a company that grew from modest billings of \$1,000,000 in 1982 to over \$600,000,000 in 1999. During the past five years, through his holding company, The Rider Group Inc., Mr. Rider has created and/or fostered a number of new businesses in the fields of entertainment, technology and travel.

Qualification Requirements of the CPC Policy

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

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Lorne Gertner	Cannasat Therapeutics Inc. (formerly Lonsdale Public Ventures Inc.)	TSXV	Chairman & Chief Executive Officer Director	March, 2005 March, 2005	March, 2006 Present
David Hill	HIP Interactive Corp. Cannasat Therapeutics Inc. (formerly Lonsdale Public Ventures Inc.)	TSX TSXV	President Director Chief Executive Officer	December, 1999 March, 2005 March, 2006	March, 2002 Present Present
Richard D. McGraw	Vitran Corporation Inc. Exco Technologies Limited Feel Good Cars Corporation (formerly MCL Capital Inc.) OutdoorPartner Media Corporation (formerly Cutwater Capital Corporation)	TSX, NASDAQ TSX TSXV TSXV	President & Chief Executive Officer Chairman Director Director President & Chief Executive Officer Chief Financial Officer Chairman President, Chief Executive Officer & Chief Financial Officer Director Chairman	February 1983 May, 2002 May, 1987 May, 1992 October, 2006 September, 2004 October, 2004 November, 2004 January, 2006 September, 2004 September, 2004 May, 2006	May, 2002 Present Present Present Present Present January, 2006 January, 2006 Present March, 2006 Present Present
Mark Rider	Hip Interactive Corp. Cannasat Therapeutics Inc. (formerly Lonsdale Public Ventures Inc.)	TSX TSXV	Director Director	September, 2000 March, 2005	May, 2005 March, 2006

Corporate Cease Trade Orders or Bankruptcies

Except as provided below, no director, officer or promoter of the Company or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is or has, within the last 10 years, been a director, officer, insider or promoter of any issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any exemption under applicable securities legislation for a period of more than 30 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 person. Mark Rider was a director of Hip Interactive Corp from September, 2000 to May, 2005. On July 11, 2005 a receiver was appointed by the Court of the property and assets of the company.

Penalties or Sanctions

None of the directors, officers, insiders or promoters of the Company or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company or a personal holding company of such persons is or has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions proposed by a court or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Individual Bankruptcies

None of the directors, officers, insiders or promoters of the Company or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company or a personal holding company of such persons is or has, during the past 10 years, become bankrupt, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Indebtedness of Directors and Officers

None of the directors, officers and promoters of the Company or any of their respective Associates or Affiliates has been indebted to the Company since the date of the Company's incorporation.

Conflicts of Interest

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

EXECUTIVE COMPENSATION

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

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

However, the Company may reimburse Non Arm's Length Parties for the Company's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursement"). There have been no such reimbursements since incorporation of the Company. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Company will also be granted the Incentive Stock Options. See "Options to Purchase Securities".

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

RELATED PARTY TRANSACTIONS

There are no material transactions with the directors, officers, promoters or principal holders of the Company's securities, or associates or affiliates of such persons, that have occurred since the date of incorporation of the Company.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of \$0.050 or 25.0% in the event of the Minimum Offering and \$0.043 or 21.5% in the event of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Company, as set forth below:

	Minimum Offering	Maximum Offering
Gross proceeds of prior share issues	\$ 305,000	\$ 305,000
Gross proceeds of this Offering	<u>\$ 600,000</u>	<u>\$800,000</u>
Total gross proceeds after this Offering	<u>\$ 905,000</u>	<u>\$1,105,000</u>
Offering price per share	\$ 0.20	\$ 0.20
Gross proceeds per share after this Offering	<u>\$ 0.150</u>	<u>\$ 0.157</u>
Dilution per share to subscriber	<u>\$ 0.050</u>	<u>\$ 0.043</u>
Percentage of dilution in relation to offering price	25.0%	21.5%

Shareholders acquiring Common Shares under this Offering will experience an immediate dilution of \$0.050 or 25.0% in the event of the Minimum Offering and \$0.043 or 21.5% in the event of the Maximum Offering per Common Share without taking account of deductions such as selling commissions or related expenses of issue.

If the Company issues treasury shares to finance the acquisition or participation opportunities to complete a Qualifying Transaction, control of the Company may change and subscribers may suffer dilution of their investment.

After giving effect to the Offering, the directors and officers of the Company and their respective Associates and Affiliates will own or control, directly or indirectly, 49.59% of the outstanding Common Shares in the case of the Minimum Offering and 42.55% in the case of the Maximum Offering. In addition, it is anticipated that the directors and officers will be granted the Incentive Stock Options and the Agent will be granted the Agent's Option. See "Escrowed Securities", "Options to Purchase Securities" and "Plan of Distribution".

ELIGIBILITY FOR INVESTMENT

In the opinion of Owens, Wright LLP, if, as and when the Common Shares are listed on a prescribed stock exchange (which includes the Exchange), the Common Shares will be qualified investments for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan or a deferred profit sharing plan (the "Exempt Plans") under the *Income Tax Act* (Canada) and the regulations made under that Act. Where the Common Shares are listed on a prescribed stock exchange prior to the date on which the Company's first income tax return must be filed, if the Company elects to be a public corporation on such income tax return, the Common Shares will be qualified investments for the Exempt Plans notwithstanding that such Common Shares were not listed on a prescribed stock exchange at the time of the public offering.

RISK FACTORS

An investment in the securities offered hereunder is highly speculative and involves a high degree of risk. In addition to the other information contained in this prospectus, prospective investors should carefully consider the following risk factors which may have a material adverse effect on the Company's business, financial condition or results of operations.

No Operating History

This Offering should be considered highly speculative due to the proposed nature of the Company's business, its present stage of development and the fact that the Company was only recently incorporated. The Company has not commenced commercial operations and does not own any assets, other than cash and does not own any properties or businesses. The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future. Until completion of a Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. The Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction.

No Market

There is currently no market through which the Common Shares of the Company will be sold and there is no assurance that an active and liquid market for the Company's Common Shares will develop. Investors may not be able to resell the Company's Common Shares purchased under this prospectus.

No Agreement in Principle

The Company has not entered into an Agreement in Principle. Under the CPC Policy, an "Agreement in Principle" essentially means any enforceable agreement or any other agreement or similar commitment in relation to a Qualifying Transaction which identifies the fundamental terms upon which the parties agree or intend to agree and in respect of which there are no material conditions to closing (other than receipt of shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non Arm's Length Parties to the Company or the Non Arm's Length Parties to the Qualifying Transaction.

Proposed Business

The proposed business of the Company involves a high degree of risk. There is no assurance that the Company will identify a proposed Qualifying Transaction or enter into an Agreement in Principle or that if it does that it can complete the transaction or if completed, that the resulting business will be profitable.

Moreover, if the Company enters into an Agreement in Principle it may determine that the current market, pricing conditions or terms of participation may make the acquisition or participation uneconomical. Should the Company find the acquisition or participation economical, the Company may not be able to finance the acquisition on acceptable terms or at all and additional funds may be required to meet such obligations. Where an acquisition or participation is financed by the issuance of shares from treasury, control of the Company may change and shareholders may suffer further dilution to their investment.

Possible Trading Suspension or Delisting

The Exchange may suspend from trading or delist the securities of the Company where the Company has failed to complete a Qualifying Transaction within 24 months of the date of listing or if the Corporation fails to meet minimum listing requirements of the Exchange upon Completion of the Qualifying Transaction. Suspension from trading of the Common Shares may, and delisting of the Common Shares will, result in the issuing an interim cease trade order against the Company by the Ontario Securities Commission. In addition, delisting of the Common Shares will result in the cancellation of some or all the Common Shares held by Non-Arm's Length Parties that were acquired at a price below the offering price under this Prospectus.

Halt of Trading

Upon public announcement of a potential Qualifying Transaction, trading in the Common Shares of the Company will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Company will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurances with respect to the merits of the transaction or the likelihood of the Company completing the potential Qualifying Transaction. Neither the Exchange nor any securities regulatory authority passes upon the merits of the potential Qualifying Transaction.

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

Exchange May Not Approve a Qualifying Transaction

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

Notwithstanding that a transaction may meet the definition of a Qualifying Transaction, the Exchange may not approve a Qualifying Transaction:

- (a) if the Company fails to meeting the minimum listing requirements prescribed by Policy 2.1 of the Exchange upon completion of the Qualifying Transaction;
- (b) if, following completion of the Qualifying Transaction, the Company will be a finance company or a mutual fund as defined under applicable securities laws;
- (c) the consideration proposed to be paid by the Company in connection with the Qualifying Transaction is not acceptable to the Exchange; or
- (d) for any other reason at the sole discretion of the Exchange.

See "Business of the Company - Refusal of Qualifying Transaction."

Majority of the Minority Approval

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

Directors' and Officers' Involvement in Other Projects

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company, but will be devoting such time as required to effectively manage the Company and to complete a Qualifying Transaction. Some of the directors and officers of the Company are engaged and will continue to be engaged in the search for assets or businesses on their own behalf or on behalf of others. As a consequence of such conflicts, the Company may be exposed to liability and its ability to achieve its business objectives may be impaired. See "Directors, Officers and Promoters - Conflicts of Interest".

Reliance on Management

The Company is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Company is dependant upon the efforts and abilities of its directors and officers. The loss of any of its directors or officers could have a material adverse effect upon the business and prospects of the Company.

Foreign Acquisition

If the Company considers acquisitions of assets or businesses operated or located outside of Canada, it may be difficult or impossible to effect service or notice to commence legal proceedings upon the foreign business and any directors, officers or experts located outside Canada. Even if service or notice is successfully effected, it may not be possible to enforce, against such persons or the Company, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Dilution

Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of \$0.050 or 25.0% in the event of the Minimum Offering and \$0.043 or 21.5% in the event of the Maximum Offering. The Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company.

Loans or Advances

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

Absence of Approval

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

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

LEGAL PROCEEDINGS

The Company is not party to any legal proceedings, and no such proceedings are known by the Company to be contemplated.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

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

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

No "professional person" (including the Company's auditor) holds any beneficial interest, direct or indirect, in any securities or properties of the Company or an Associate or Affiliate of the Company with the exception of John D. Wright, a partner of Owens, Wright LLP, a law firm which provides legal services to the Company in relation to this Offering. Mr. Wright owns 50,000 Common Shares in the capital of the Company representing 1.64% of the total issued and outstanding Common Shares at the date of this prospectus or 0.83% in the event of the

Minimum Offering and 0.71% in the event of the Maximum Offering. In addition, no "professional person" is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company, or a promoter of the Company or of an Associate or Affiliate of the Company.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are DMCT, LLP, Chartered Accountants, 20 Eglinton Avenue West, Suite 2100, Toronto, Ontario M4R 1K8.

Equity Transfer & Trust Company through its principal office in Toronto, Ontario at 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1, is the transfer agent and registrar for the Common Shares.

MATERIAL CONTRACTS

The Company has not entered into any contracts, material to subscribers for Common Shares, prior to the date hereof except:

- (a) Transfer Agent, Registrar and Disbursing Agent Agreement;
- (b) Agency Agreement referred to under "Plan of Distribution";
- (c) Escrow Agreement referred to under "Escrowed Securities"; and
- (d) Incentive Stock Option Plan referred to under "Options to Purchase Securities".

Copies of these agreements will be available for inspection at the registered office of the Company, 20 Holly Street, Suite 300, Toronto, Ontario, M4S 3B1 during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter. Copies of these agreements are also available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

To date, the Company has not paid any dividends on its outstanding Common Shares. The future payment of dividends will be dependent upon the financial requirements of the Company to fund further growth, the financial condition of the Company and other factors which the board of directors of the Company may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future.

PROMOTER

Mark Rider may be considered to be the promoter of the Company in that he took the initiative in founding and organizing the Company. As of the date hereof, Mr. Rider beneficially owns 1,000,000 Common Shares. Mr. Rider will be granted stock options. See also "Prior Sales", "Principal Shareholders" and "Options to Purchase Securities".

PURCHASER'S STATUTORY RIGHTS

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

AUDITORS' REPORT

To the Directors of
Bayview Public Ventures Inc.

We have audited the balance sheets of **Bayview Public Ventures Inc.** as at **December 31, 2006 and 2005** and the statements of operations and deficit and cash flows for the year ended December 31, 2006 and for the period from date of incorporation (December 21, 2005) to December 31, 2005. These financial statements are the responsibility of the corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the corporation as at **December 31, 2006 and 2005** and the results of its operations and cash flows for the year ended December 31, 2006 and for the period from the date of incorporation (December 21, 2005) to December 31, 2005, in accordance with Canadian generally accepted accounting principles.

DMCT, LLP, Licensed Public Accountants

Toronto, Ontario

February 2, 2007 (except for note 8 which is dated ● 2007)

Bayview Public Ventures Inc.

Balance Sheets
As at December 31

	Note	2006	2005
Assets			
Current			
Cash	3	\$ 306,403	\$ 10,000
Deferred share issuance costs		20,000	-
		\$ 326,403	\$ 10,000
Liabilities			
Current			
Accrued liabilities		\$ 29,250	\$ -
Advance related party, non-interest bearing, due on demand		-	10,000
		29,250	10,000
Shareholders' Equity			
Capital stock		305,000	-
Deficit		(7,847)	-
		297,153	-
		\$ 326,403	\$ 10,000

Subsequent Events (Note 8)

Approved by the Board (signed) "Mark Rider" Director (signed) "Richard D. McGraw" Director

See accompanying notes.

Bayview Public Ventures Inc.

Statement of Operations and Deficit
For the Year Ended December 31, 2006

	2006
Interest income	\$ 1,403
Expenses	
Interest and bank charges	10
Professional fees	9,240
	9,250
Net loss and deficit at end of year	\$ (7,847)
Basic and diluted loss per share	\$ (0.02)
Weighted average number of shares	508,334

See accompanying notes.

Bayview Public Ventures Inc.

Statements of Cash Flows

	For the Year Ended December 31, 2006	For the Period From Date of Incorporation (December 21, 2005) to December 31, 2005
Cash flows from operating activities		
Net loss for the period	\$ (7,847)	\$ -
Changes in non-cash working capital items		
Deferred share issuance costs	(20,000)	-
Accrued liabilities	29,250	-
	1,403	-
Cash flows from financing activities		
Issuance of capital stock	304,999	-
Advance from related party	(9,999)	10,000
	295,000	10,000
Increase in cash during the period	296,403	10,000
Cash at beginning of period	10,000	-
Cash at end of period	\$ 306,403	\$ 10,000

See accompanying notes.

Bayview Public Ventures Inc.

Notes to Financial Statements
December 31, 2006 and 2005

1. NATURE OF THE CORPORATION

Bayview Public Ventures Inc. (the "Corporation") was incorporated under the Business Corporations Act (Ontario) on December 21, 2005 and is classified as a Capital Pool Corporation as defined in TSX Venture Exchange Inc. (the "Exchange") Policy 2.4.

The Corporation is involved in securing equity financing with which it intends to identify and evaluate opportunities for the acquisition of an interest in properties, corporations, assets or businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of shareholder and regulatory approval in order for the Corporation to complete a qualifying transaction approved by the Exchange.

2. SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Corporation have been prepared by management in accordance with generally accepted accounting principles in Canada. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The financial statements have, in the opinion of management, been properly prepared using careful judgment with reasonable limits of materiality and within the framework of the significant policies summarized below:

Stock-Based Compensation

The Corporation uses the fair value method of accounting for stock-based compensation granted to directors, officers and technical consultants. The Corporation records the expenses associated with such compensation on a straight-line basis over the vesting period of such compensation payments with a corresponding increase to contributed surplus. Upon exercise of the stock options, consideration paid together with the amount previously recognized in contributed surplus is recorded as an increase to share capital. The Corporation has not incorporated an estimated forfeiture rate for stock options that will not vest, rather, the Corporation accounts for actual forfeitures as they occur.

Loss Per Share

Basic earnings per share are calculated based on the weighted average number of shares outstanding. The treasury stock method is used to compute the dilutive effect of options, warrants and similar instruments.

Bayview Public Ventures Inc.

Notes to Financial Statements
December 31, 2006 and 2005

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income Taxes

The Corporation follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities, as well as for the benefit of losses available to be carried forward to future years for tax purposes. Future income tax assets and liabilities are measured using substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Future income tax assets are recorded in the financial statements if realization is considered more likely than not.

Financial Instruments

In management's opinion, the carrying amount of financial instruments approximates fair value unless otherwise noted.

Deferred Share Issuance Costs

These costs related directly to the proposed issuance of shares by the Corporation as disclosed in Note 8. Upon completion of the initial public offering, the costs will be charged against capital stock.

3. CASH

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

Bayview Public Ventures Inc.

Notes to Financial Statements
December 31, 2006 and 2005

4. CAPITAL STOCK

	Number of Shares	Amount
As at December 31, 2005	-	\$ -
Issued for cash	3,050,000	305,000
As at December 31, 2006	3,050,000	\$ 305,000

The 3,050,000 issued common shares of the Corporation are subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin with respect to any qualifying transaction completed by the Corporation (the "Initial Release") and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

5. INCOME TAXES

(i) Income Tax Expense

The provision for income tax is different from the amount computed by applying the combined federal and provincial income tax rates to earnings before taxes. The reasons for the difference are as follows:

	2006
Canadian statutory income tax rate	\$ 36.1%
Loss before income taxes	(7,847)
Income tax provision at statutory rate	\$ (2,833)
Effect on income taxes of:	
Unutilized tax losses	2,833
Income tax	\$ -

Bayview Public Ventures Inc.

Notes to Financial Statements
December 31, 2006 and 2005

5. INCOME TAXES (Cont'd)

(ii) Future Income Taxes

The temporary differences that give rise to future income tax assets and future income tax liabilities are presented below:

	2006
Amounts related to tax loss carry forwards	\$ 2,833
Net future tax asset	2,833
Less: Valuation allowance	(2,833)
	\$ -

(iii) The Corporation has non-capital losses of approximately \$7,800 available to apply against future taxable income. If not utilized, the non-capital losses will expire in 2026.

6. STOCK OPTIONS

On October 31, 2006, the Corporation established a stock option plan for its directors, officers, employee and other service providers of the corporation. The Corporation may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Corporation. The Corporation intends to grant no more than 5% of common shares to any one person, at an option price which shall not be less than the market price of the common shares, less any discount permitted by the policies of the Exchange, in each case calculated at the time of the grant.

As of December 31, 2006 no options had been granted.

7. RELATED PARTY TRANSACTIONS

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount which is the amount of consideration established and approved by the related parties. Related party transactions have been listed below, unless they have been disclosed elsewhere in the financial statement.

The Corporation incurred legal fees of \$3,000 to a law firm in which a shareholder is a partner.

Bayview Public Ventures Inc.

Notes to Financial Statements
December 31, 2006 and 2005

8. SUBSEQUENT EVENTS

- (i) Pursuant to an agency agreement dated ●, 2007 between the Corporation and its agent, Canaccord Capital Corporation, the Corporation has filed a prospectus dated ●, offering a minimum of 3,000,000 and a maximum of 4,000,000 common shares at a price of \$0.20 per common share by way of an Initial Public Offering. The Corporation has agreed to pay the agent a commission of 10% of the gross proceeds of this Offering, a corporate finance fee of \$10,000, and the agent's reasonable expenses incurred pursuant to the Offering, including legal fees estimated to be \$10,000. The Agent will also be granted a non-transferable option to purchase a minimum of 300,000 and a maximum of 400,000 common shares at a price of \$0.20 per common share, exercisable for a period of 24 months from the date of listing of the common shares on the TSX Venture Exchange Inc. The agent for the offering has agreed to use commercially reasonable efforts to secure subscriptions for these shares. The total subscription must be raised within 90 days of the date of the receipt for the final prospectus relating to the offering, otherwise all funds collected under subscription will be returned, and the offering cancelled.

The Corporation estimates that ● of costs, not including the agent's commission, will be incurred and deducted from the proceeds of this Offering.

The gross proceeds from the sale of securities may only be used to identify and evaluate assets or businesses for future investments. These restrictions apply until the Completion of a Qualifying Transaction.

- (ii) The Corporation will grant options to purchase 605,000 common shares in the event of the minimum offering and 705,000 common shares in the event of the maximum offering at a price of \$0.20 per share for a period of 5 years from the date of grant to its officers and directors.

●, 2007

Auditors' Consent

We have read the prospectus of Bayview Public Ventures Inc. (the "Company") dated ●, 2007 relating to the issue and sale of a minimum of 3,000,000 and a maximum of 4,000,000 Common Shares of the Company at \$0.20 per common share. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Company on the balance sheets of the Company as at December 31, 2006 and 2005 and the statements of operations and deficit and cash flows for the period from the date of Incorporation (December 21, 2005) to December 31, 2005 and for the year-ended December 31, 2006. Our report is dated February 2, 2007 (except as to note 8 which is dated as ●, 2007).

Toronto, Ontario

●, 2007

CERTIFICATES

CERTIFICATE OF THE COMPANY

Dated: February 23, 2007

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

BAYVIEW PUBLIC VENTURES INC.

(signed) "Mark Rider"

Mark Rider
President, Chief Executive Officer and Director

ON BEHALF OF THE BOARD

(signed) "David Hill"

David Hill
Director

(signed) "Richard D. McGraw"

Richard D. McGraw
Director

CERTIFICATE OF THE PROMOTER

Dated: February 23, 2007

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

(signed) "Mark Rider"

Mark Rider
Promoter

CERTIFICATE OF THE AGENT

Dated: February 23, 2007

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part XV of the *Securities Act* (Ontario), Part 9 of the *Securities Act* (British Columbia) and Part 9 of the *Securities Act* (Alberta) and the regulations thereunder.

CANACCORD CAPITAL CORPORATION

(signed) "Ali Pejman"

Ali Pejman
Senior Vice-President, Investment Banking