*A copy of this preliminary prospectus has been filed with the securities regulatory authorities in the Provinces of Alberta and British Columbia and with the TSX Venture Exchange Inc. ("**TSXV**" or "**Exchange**") 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 and British Columbia 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 **April 16, 2007**

REVELATION VENTURES INC.

(a capital pool company)
\$800,000
2,000,000 COMMON SHARES
(\$0.40 per Common Share)

The purpose of this offering (the "**Offering**") is to provide Revelation Ventures Inc. (the "**Corporation**") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as defined in this prospectus, in accordance with Exchange Policy 2.4 ("**CPC Policy**"). Any proposed 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, as hereafter defined, in accordance with the CPC Policy. The Corporation is a capital pool company ("**CPC**") as defined in the CPC Policy. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".

This prospectus qualifies the issuance and distribution to the public of a maximum of 2,000,000 common shares in the capital of the Corporation ("**Common Shares**"), the Agent's Option (as defined below) and the incentive stock options to purchase up to 300,000 Common Shares to be granted to the directors and officers of the Corporation at a price of \$0.40 per Common Share. See "Options To Purchase Securities". There is currently no market through which the Common Shares may be sold.

	Common Shares	Price to the Public	Agent's Commission[(1)]	Proceeds to the Corporation[(2)]
Per Common Share	1	\$0.40	\$0.04	\$0.36
Total Offering	**2,000,000**	**\$800,000**	**\$80,000**	**\$720,000**

(1) Blackmont Capital Inc. (the "**Agent**") will receive a commission of \$80,000 if the total Offering is raised. In addition, the Agent will be paid a corporate finance fee of \$10,000 plus GST and the Corporation will reimburse the Agent for its expenses, including legal fees estimated to be \$10,000 plus GST and disbursements. The Corporation will also grant to the Agent and its designated sub-agents, if any, if the total Offering is raised, an option to purchase 200,000 Common Shares at a price of \$0.40 per Common Share (the "**Agent's Option**"), which option is qualified for distribution under this prospectus. The Agent's Option may be exercised for a period of 24 months following the date the Common Shares are listed on the Exchange. See "Plan of Distribution".

(2) Before deducting expenses of this issue estimated at \$69,600, not including the commission of the Agent.

The Offering is made on a "commercially reasonable efforts" basis by the Agent and is subject to the receipt by the Corporation of subscriptions totaling $800,000 (2,000,000 Common Shares). All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. See "Material Contracts". If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus, or such other time as may be authorized by each of the Alberta and British Columbia Securities Commissions, consented to by persons or companies who subscribed in that period, and agreed to by the Agent, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange. Other than the initial distribution pursuant to this prospectus, and the grant of stock options to the directors and officers of the Corporation and of the Agent's Option, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the Alberta and British Columbia Securities Commissions 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.

Investment in the Common Shares offered by this prospectus is highly speculative due to the proposed nature of the Corporation's business and its present stage of development. As a result of these factors, this offering is suitable only to those investors who are willing to rely solely on the management of the Corporation and who can afford to lose their entire investment. The Corporation was only recently incorporated, owns no business operations or assets other than cash and has not entered into an Agreement in Principle as defined in the CPC Policy. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future. The proposed business of the Corporation involves a high degree of risk and there is no assurance that the Corporation will identify a property or business prospect which warrants acquisition or participation. Moreover, if a potential asset or business prospect is identified and acquisition or participation is warranted, additional funds may be required to complete the acquisition or participation and the Corporation may not be able to obtain financing. Where the acquisition or participation is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution to their investment. The directors and officers of the Corporation will only be devoting a portion of their time to the affairs of the Corporation. Potential conflicts of interest may result from the ordinary course of business of the Corporation and of the directors and officers of the Corporation. The directors and officers currently own 90% of the issued and outstanding Common Shares and will own 30.0% of the issued and outstanding Common Shares after the offering. See "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Conflicts of Interest", and "**Risk Factors**".

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin for the Corporation's Qualifying Transaction within 24 months of the date of listing. The Executive Directors of the Alberta and British Columbia Securities Commissions may issue an interim cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended from trading on the Exchange, and will issue such an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting from the Exchange will result in the cancellation of all of the currently issued and outstanding Common Shares of the Corporation held by the insiders. See "Risk Factors" and "Escrowed Securities".

Investors acquiring the Common Shares offered by this prospectus will suffer an immediate dilution of $0.07 or 18.00% per Common Share based on gross proceeds of this and prior issues by the Corporation, without deduction of selling commissions and related expenses incurred by the Corporation. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% or 40,000 of the total Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by the purchaser, together with any Associates or Affiliates of the purchaser, is 4% or 80,000 of the total number of Common Shares offered under this prospectus.

There is currently no market through which these securities may be sold. The price of the Offering has been determined arbitrarily by the directors of the Corporation. The Offering is suitable only to those investors who are prepared to risk the loss of their entire investment.

The Agent offers for sale, on a commercially reasonable efforts basis as agent on behalf of the Corporation, 2,000,000 Common Shares without nominal or par value at a price of $0.40 per Common Share. The Common Shares are conditionally offered, subject to prior sale, if, as and when issued by the Corporation, and in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of McLeod & Company LLP, Lawyers, Calgary, Alberta, on behalf of the Corporation and by Heenan Blaikie LLP, Calgary, Alberta on behalf of the Agent of such legal matters for which approval is specifically sought by the Corporation or the Agent.

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

Blackmont Capital Inc.
2200, 440 – 2 Avenue SW
Calgary, Alberta T2P 5E9
Facsimile: (403) 260-5785

TABLE OF CONTENTS

DEFINITIONS

"**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.

"**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 Corporation to provide financing sponsorship and other advisory services.

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person or Company,

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

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

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

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

but

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

"**Closing**" means completion of the Offering;

"**Commissions**" means the Alberta and British Columbia securities commissions;

"**CPC**" means a corporation:

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

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

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

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

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

"**Control Person**" means any Person 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.

"**Exchange**" or "**TSX**" means the 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 or subsidiary of the Issuer;

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

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

"**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 the Non-Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

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

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

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

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

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

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

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

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

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

"**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 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 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.

"**Person**" means a Company or an individual.

"**Principal**" means

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

(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**":

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

- (i) the Member (as defined in Exchange rules);
- (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.

"**Related Party Transaction**" has the meaning specified in Policy 1.1 of the Exchange Corporate Finance Manual.

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

"**SEDAR**" means the Systems for Electronic Document Analysis and Retrieval.

"**Seed Shares**" means securities issued before the Corporation's initial public offering, or by a private Target Company before a Qualifying Transaction.

"**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 TSX Policy 2.2 – *Sponsorship and Sponsorship Requirements.*

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

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

PROSPECTUS SUMMARY

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

Offering	A total of 2,000,000 Common Shares are being offered under this prospectus at a price of $0.40 per Common Share. In addition, the Corporation will grant an option to the Agent and its designated sub-agents, if any, to purchase 200,000 Common Shares at a price of $0.40 for a period of 24 months from the date of listing of the Common Shares on the Exchange, which option is qualified under and distributed pursuant to this prospectus. The Corporation also intends to grant options to purchase an aggregate of 300,000 Common Shares at a price of $0.40 to directors and officers of the Corporation which options are also to be qualified under and distributed pursuant to this prospectus. See "Plan of Distribution" and "Options To Purchase Securities".
Corporation	The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Potential Qualifying Transaction".
Use of Proceeds	The net proceeds to the Corporation are expected to be $849,300 including the proceeds from the prior sales of Common Shares. The net proceeds of the Offering will be used to provide the Corporation a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until completion of the Qualifying Transaction, and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000, may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Corporation - Method of Financing" and "Risk Factors".
Officers and Directors	The directors and officers of the Corporation are:

Richard W. Sayler	President, CEO and Director
Richard R. Grass	Secretary-Treasurer, CFO and Director
Chung S. Yue	Director
A. Neil Hutton	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.

Risk Factors	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash, has not identified a potential company, asset or business as a potential Qualifying Transaction other than Reveal.ca Inc. as more fully described under "Potential Qualifying Transaction". It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. **The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.** The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 18.00% or \$0.07 per Common Share. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may, therefore, be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions to securities laws in Canada. See "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Risk Factors" and "Conflicts of Interest".
Escrowed Shares	All of the currently issued and outstanding Common Shares, being 1,000,000 Common Shares, will be deposited in escrow pursuant to the terms of an Escrow Agreement, as defined in this prospectus, 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".

THE CORPORATION

Revelation Ventures Inc. was incorporated by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (Alberta) on October 17, 2006.

The head office of the Corporation is located at P.O. Box 455, Crossfield, Alberta, T0M 0S0 and its registered office at 3rd Floor, 14505 Bannister Road SE, Calgary, Alberta, T2X 3J3.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As of the date of this prospectus, the Corporation has only incurred expenses related to the incorporation of the Corporation and the preparation and filing of this prospectus. These expenses include legal and audit fees as well as the expenses associated with the regulatory review of the prospectus.

The expenses since the date of the balance sheet in the financial statements included with this prospectus are as follows:

Incorporation costs	$1,100
Administration	$10,000
Legal costs	$40,000
Accounting costs	$4,500
Printing costs	$4,000
Regulatory and filing fees	$10,000
Total	**$69,600**

See "Use of Proceeds".

Proposed Operations Until Completion of a Qualifying Transaction

The Corporation proposes initially to identify and evaluate assets or businesses 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 subject to Majority of the Minority Approval in accordance with the CPC Policy. Once a suitable asset or business is identified and evaluated, the Corporation will negotiate the terms under which such asset or business may be acquired or participated in by itself or jointly with others.

The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Corporation currently intends to pursue a Qualifying Transaction in the area of industrial or technology businesses, but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

Until Completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under "Use of Proceeds - Private 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 Corporation has commenced the process of identifying potential acquisitions with a view to completing a Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

Method of Financing

The Corporation will negotiate the terms upon which a potential Qualifying Transaction which has been identified and evaluated may be acquired. The Corporation may use cash, bank financing, issuance of treasury shares or public financing of debt or equity, or a combination of these, for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issuance of shares from treasury could result in a change in the control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.**

Criteria for a Qualifying Transaction

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

The acquisition of assets or businesses may arise in numerous ways and management has not placed geographical restrictions on such acquisitions, except in accordance with the CPC Policy. The Corporation has not established pre-determined criteria for a potential Qualifying Transaction, other than sound business fundamentals. Such fundamentals include, but are not limited to:

(a) the ratio of risk to reward;
(b) the cost effectiveness of the potential acquisition;
(c) the length of the payout period; and
(d) the rate of return.

Potential Qualifying Transaction

The Corporation has identified and has had initial discussions with Reveal.ca Inc. ("Reveal"), a private Olds-based technology company incorporated under the laws of Canada on June 12, 2001, as a potential Target Company for its Qualifying Transaction. The head office and registered office of Reveal are located at 5842 Imperial Drive, Olds, Alberta, T4H 1G6. Reveal is in the business of providing reputable businesses with a wide range of marketing solutions that effectively and affordably promote a company's products and services online, on the internet.

Reveal is a Non-Arm's Length Party to the Corporation. Richard Sayler is a director and officer of the Corporation and is also a director and officer of Reveal, and beneficially owns approximately 44% of the issued and outstanding share capital of Reveal. Chung Yue is a director of the Corporation and is also a director of Reveal, and beneficially owns approximately 1% of the issued and outstanding share capital of Reveal. The balance of the share capital of Reveal is beneficially owned by approximately 485 shareholders which are not Non-Arm's Length Parties to the Corporation.

There is no Agreement in Principle with Reveal and there is no Agreement in Principle for any other potential Target Company or assets. This potential acquisition of Reveal would constitute a Non-Arm's Length Qualifying Transaction. Management of the Corporation will evaluate the possible acquisition of Reveal after the closing of the Offering. This potential Qualifying Transaction will be subject to due diligence relating to the management plan and the legal affairs of Reveal. It is presently contemplated that the issued and outstanding shares of Reveal would be acquired through the issuance of Common Shares of the Corporation. No assurances can be given that an Agreement in Principle will be reached between the Corporation and Reveal.

The significant conditions required to close the potential Qualifying Transaction are as follows:

(a) the performance of a satisfactory due diligence review of Reveal;

(b) the parties to the proposed Qualifying Transaction must agree on the total consideration to be paid for the acquisition of Reveal;

(c) an approval of the acquisition by the board of directors of Reveal and by the independent directors of the Corporation;

(d) raising funds required to finance the minimum recommended program under the management plan and otherwise meet Exchange minimum listing requirements;

(e) the submission of documentation respecting the business of Reveal acceptable to the Exchange; and

(f) the approval by the shareholders of Reveal and, if required by the Exchange and/or applicable securities laws, the shareholders of the Corporation.

FILINGS AND SHAREHOLDER APPROVAL OF QUALIFYING TRANSACTION

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

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

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

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

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

(b) confirmation of closing of the Qualifying Transaction; and

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

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

Minimum Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

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

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

Refusal of Qualifying Transaction

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

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

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

- (i) a Member firm of the Exchange;
- (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and
- (iii) Associates of any such Person,

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The Corporation anticipates the following proceeds and expenses:

(a) gross proceeds of $200,000 from the sale of Common Shares prior to the date of this prospectus;

(b) approximate expenses and costs of $1,100 for the issuance referred to in (a) above;

(c) gross proceeds of $800,000 to be received by the Corporation from the sale of the Common Shares distributed under this prospectus;

(d) approximate expenses and costs of $149,600 for the issuance referred to in (c), incurred to date and expected to be incurred; and

(e) approximately $849,300 in net proceeds.

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

Proceeds and Expenses	**Amount**
Cash proceeds raised prior to the Offering (1)	$ 200,000
Expenses and costs relating to raising the cash proceeds	($ 1,100)
Cash proceeds to be raised pursuant to this Offering (2)	$ 800,000
Expenses and costs relating to the Offering (including listing fees, Agent's commission, legal fees, audit fees and expenses)	($ 149,600)
Estimated funds available (on completion of the Offering)	$ 849,300
Use of Proceeds	
Funds available for identifying and evaluating assets or business prospects (3)	$ 777,300
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$ 72,000
Total Net Proceeds	$ 849,300

(1) See "Prior Sales".

(2) In the event the Agent exercises the Agent's Option and the directors and officers exercise their options, there will be available to the Corporation a maximum of an additional $200,000 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised. See "Plan of Distribution" and "Options To Purchase Securities".

(3) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $777,300 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 a Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

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

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

In addition, with the prior acceptance of the Exchange, up to an aggregate of $225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction 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 Corporation or $210,000 will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Use of Funds", listed above, include:

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

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

(c) administrative and general expenses of the Corporation, including:

(i) office supplies, office rent and related utilities;

(ii) printing costs (including the printing of this prospectus and share certificates);

(iii) equipment leases; and

(iv) fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds".

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

Private Placements for Cash

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

Prohibited Payments to Non-Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to an agency agreement dated ● (the "**Agency Agreement**") between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale, on a commercially reasonable efforts basis, to the public, 2,000,000 Common Shares as provided in this prospectus, at a price of $0.40 per Common Share, for gross proceeds of $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 Corporation will pay to the Agent a corporate finance fee of $10,000 plus GST and the Corporation will reimburse the Agent for its expenses, including legal fees estimated to be $10,000 plus disbursements and taxes. The Corporation has paid a retainer in the amount of $10,000 to be applied against the Agent's expenses.

The Corporation has also agreed to grant to the Agent and its designated sub-agents, if any, upon the completion of the Offering, a non-transferable option to purchase up to 200,000 Common Shares at a price of $0.40 per Common Share, which may be exercised for a period of 24 months following the date of listing of the Common Shares on the Exchange (the "**Agent's Option**"). The Agent's Option is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may only be sold after Completion of the Qualifying Transaction. The Agent also has a right of first refusal to act as the agent or underwriter of the Corporation in connection with any future brokered financing or to provide professional, sponsorship or advisory services occurring up to 12 months following the date of the completion of a Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for all Common Shares offered pursuant to this prospectus on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets or upon the occurrence of certain events as stated in the Agency Agreement.

Offering and Minimum Distribution

The total Offering is 2,000,000 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% or 40,000 of the total Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% or 80,000 of the total number of Common Shares under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until the total of $800,000 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 authorized by the Alberta and British Columbia Securities Commissions, consented to by persons or companies who subscribed within the 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 Corporation also proposes to grant options to purchase 300,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus.

Determination of Price

The Offering price was determined arbitrarily by the directors of the Corporation.

Listing Application

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

Subscriptions By and Restrictions on the Agent

All subscriptions by any member of the Aggregate Pro Group are subject to the applicable client priority rules and the general rule of the CPC Policy that no purchaser can: (1) directly or indirectly purchase more than 2% of the total Common Shares offered under this Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Common Shares offered under this Offering. Any Common Shares issued to any member of the Aggregate Pro Group prior to the date of this prospectus will be held in escrow pursuant to the CPC Policy.

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

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

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of options to the directors and officers of the Corporation, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities regulatory authorities 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 Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value, of which, as at the date hereof, 1,000,000 Common Shares are issued and outstanding as fully paid and non-assessable. In addition, 300,000 Common Shares are reserved for options to be granted to directors and officers of the Corporation and 200,000 Common Shares are reserved for the Agent's Option. The Corporation is also authorized to issue an unlimited number of Preferred Shares without nominal or par value. To date, no Preferred Shares have been issued. See "Options To Purchase Securities" and "Plan of Distribution".

Common Shares

The holders of the Corporation's Common Shares are entitled to dividends as and when declared by the board of directors of the Corporation, to one vote per share at meetings of shareholders of the Corporation and, upon liquidation, to receive such assets of the Corporation as are distributable to the holders of the Common Shares. All of the Common Shares to be outstanding on completion of this offering will be fully paid and non-assessable.

Preferred Shares

Issuable in Series

The Preferred Shares may be issued from time to time in one or more series, each series consisting of a number of Preferred Shares as determined by the board of directors of the Corporation who may also fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares.

Priority

The Preferred Shares of each series shall, with respect to payment of dividends and distributions of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the Preferred Shares of every other series and shall be entitled to preference over the Common Shares, and the shares of any other class ranking junior to the Preferred Shares.

ELIGIBILITY FOR INVESTMENT

In the opinion of ●, counsel to the Corporation, the Common Shares, if, as and when listed on a prescribed stock exchange (which includes the Exchange), will be qualified investments for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan and a deferred profit sharing plan (the "Plans") under the *Income Tax Act* (Canada) and the Regulations thereunder. If the Common Shares are listed on a prescribed stock exchange prior to the date on which the Corporation must file a tax return for its first taxation year, and the Corporation files an election with the Canada Revenue Agency in its tax return that year, the Common Shares will be qualified investments for such Plans notwithstanding that such shares were not listed on a prescribed stock exchange at the time of issue hereunder.

CAPITALIZATION

Share Capital	Amount authorized or to be authorized	Amount outstanding as at the date of the most recent balance sheet in this prospectus(1)(2)	Amount outstanding as of the date hereof(1)(2)	Amount outstanding as of the date hereof if all Common Shares being offered are sold
Common Shares	Unlimited	1,000,000 Common Shares $200,000	1,000,000 Common Shares $200,000	3,000,000 Common Shares $1,000,000(3)
Preferred Shares	Unlimited	nil	nil	nil

(1) The Corporation has reserved a total of 300,000 Common Shares pursuant to its stock option plan for options to be granted to directors and officers of the Corporation at a price of $0.40 per share. The options to be granted to directors and officers will have a five-year term. See "Options To Purchase Securities". The Corporation will grant to the Agent and its designated sub-agents, if any, an option to purchase up to 200,000 Common Shares at a price of $0.40 per share expiring 24 months from the date the Corporation's shares are listed on the Exchange, being the Agent's Option. See "Plan of Distribution".

(2) The deficit of the Corporation as at the date of the most recent balance sheet in this prospectus, is nil. The Corporation has no long-term debt. The Corporation has not commenced commercial operations.

(3) Values represent gross proceeds raised without deduction of commissions and other expenses related to the offering. Estimated total expenses for the issuance of Common Shares, including the Offering, will be $149,600.

OPTIONS TO PURCHASE SECURITIES

Options

The Corporation intends to enter into stock option agreements granting the following options upon the issuance of a receipt by the Alberta and British Columbia Securities Commissions for this prospectus:

Name	Number of Common Shares Under Option	Exercise Price Per Common Shares	Expiry
Richard W. Sayler	■	$0.40	5 years from the date of the grant
Richard R. Grass	■	$0.40	5 years from the date of the grant
Chung S. Yue	■	$0.40	5 years from the date of the grant
A. Neil Hutton	■	$0.40	5 years from the date of the grant
Total	**300,000**		

[NTD: Option allocation still to be confirmed by the directors.]

The options to purchase 300,000 Common Shares to be granted to directors and officers are qualified for distribution under to this prospectus.

Stock Options Terms

The board of directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to five years from the date of grant. Until completion of the Qualifying Transaction, the number of Common Shares reserved for issuance will not exceed 300,000. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised with a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to 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 Shares".

PRIOR SALES

Since the date of incorporation of the Corporation, 1,000,000 Common Shares have been issued as follows:

Date	Number of Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
February 5, 2007	1,000,000 (1)	$0.20	$200,000	Cash
Totals	**1,000,000 (1)**		**$200,000**	

(1) The Common Shares issued at a price of $0.20 per share will be held in escrow. See "Escrowed Securities". No such Common Shares have been issued to any member of the Aggregate Pro Group.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 1,000,000 Common Shares issued prior to this Offering at a price below $0.40 per Common Share and all Common Shares that may be acquired by Non-Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Olympia Trust Company under an escrow agreement dated ● (the "**Escrow Agreement**").

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

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

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

Name and Municipality of Residence of Shareholder	Common Shares	Number of Shares Held in Escrow	Percentage of Common Shares Before Offering	After Offering[(1)]
Richard W. Sayler	500,000	500,000	50.0	16.6
Richard R. Grass	125,000	125,000	12.5	4.2
Chung S. Yue	225,000	225,000	22.5	7.5
A. Neil Hutton	50,000	50,000	5.0	1.7
Paul Hildebrand	50,000	50,000	5.0	1.7
Ed Hildebrand	50,000	50,000	5.0	1.7
Totals	**1,000,000**	**1,000,000**	**100**	**33.4**

(1) Assuming the shareholders who are a party to the Escrow Agreement do not acquire any Common Shares pursuant to the Offering and before the exercise of any options.

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

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

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

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

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

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

    (i) cancel all Seed Shares purchased by Non-Arm's Length Parties to the CPC at a discount from the offering price, in accordance with section 11.2(a) of TSX Venture *Policy 2.4 - Capital Pool Companies,* 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 offering price.

Escrowed Securities on Qualifying Transaction

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

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

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

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

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

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

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

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

The following table lists those persons who own all of the issued and outstanding Common Shares of the Corporation as at the date of this prospectus:

Name and Municipality of Residence	Type of Ownership	Number of Shares(1)	Percentage of Shares Owned Before Giving Effect to this Offering	Percentage of Shares Owned After Giving Effect to this Offering(2)
Richard W. Sayler	Direct	500,000	50.0	16.6
Richard R. Grass	Direct	125,000	12.5	4.2
Chung S. Yue	Direct	225,000	22.5	7.5
A. Neil Hutton	Direct	50,000	5.0	1.7
Paul Hildebrand	Direct	50,000	5.0	1.7
Ed Hildebrand	Direct	50,000	5.0	1.7
	Totals	**1,000,000**	**100.00%**	**33.4**

(1) These Common Shares are all to be held in escrow. See "Escrowed Securities"

(2) Assuming the shareholders do not acquire any Common Shares of the Corporation pursuant to the Offering and before the exercise of any options. If all options granted to the directors and officers and the Agent's Option are exercised, the director's beneficial shareholdings, as a percentage of the total issued and outstanding Common Shares, would be: Richard Sayler – ■%, Richard Grass – ■%, Chung Yue – ■%, and Neil Hutton – ■%.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation and Involvement with Other Reporting Issuers

The following are the names and municipalities of residence of the directors, officers and promoters of the Corporation, their positions and offices with the Corporation and their principal occupations:

Name and Municipality of Residence	Office	Principal Occupation
Richard W. Sayler, Olds, Alberta	President, Chief Executive Officer and Director	President of Reveal.ca Inc. since 2002.(2)
Richard R. Grass(1), Madden, Alberta	Secretary-Treasurer, Chief Financial Officer and Director	Sales Manager with Western Polymers since 2004 and President of Telejust Ltd. since 1991.
Chung S. Yue(1), Calgary, Alberta	Director	Self-employed dentist since 1985.
A. Neil Hutton(1), Calgary, Alberta	Director	Partner with McLeod & Company LLP, a law firm in Calgary, Alberta, since 1999.

(1) Member of the audit committee of the Corporation.
(2) See "Potential Qualifying Transaction".

As at the date of this prospectus, the 1,000,000 Common Shares legally owned, directly or indirectly, by all directors and officers as a group, prior to giving effect to this offering, represents 90% of the issued and outstanding Common Shares of the Corporation and will represent approximately 30% of the issued and outstanding Common Shares of the Corporation, after giving effect to this Offering, assuming the directors and officers do not acquire any Common Shares pursuant to the Offering.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation 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.

All of the directors and officers currently have employment outside of the Corporation. It is anticipated that all of the directors and officers will devote their time to the Corporation as is required from time to time. Upon Completion of the Qualifying Transaction by the Corporation, the amount of time spent on the affairs of the Corporation will depend on the assets or business acquired.

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

RICHARD W. SAYLER – President, Chief Executive Officer and Director

Mr. Sayler, age 53, has been the President of Reveal.ca Inc. since February 2002. Mr. Sayler served as the President of Canshore Specialty Products from January 1993 to December 1999. Mr. Sayler was also the President and a director of Canshore Exploration, a publicly traded company on the Alberta Stock Exchange from 1991 until 1997. Prior to this Mr. Sayler was involved in a variety of private industry positions where he accumulated over 30 years experience in the marketing aspect of business operations. See "Corporate Cease Trade Orders and Bankruptcies".

RICHARD R. GRASS – Secretary-Treasurer, Chief Financial Officer and Director

Mr. Grass, age 51, has been President and CEO of SounDivide Inc., a privately owned Canadian corporation that is the exclusive distributor of Quiet Rock products in Canada since January 15, 2007. Until this time Mr. Grass had been a Sales Manager with Western Polymers from September 2004. Mr. Grass also continues in his role as President of Telejust Ltd., a position he has held since June 1991. Mr. Grass has served as a Director of Peterborough Capital Corp., a publicly traded company on the TSX Venture Exchange since May 2000. Mr. Grass has also served as a Director and Chief Executive Officer with Canada Brokerlink Inc., a Toronto Stock Exchange listed company, from May 1991 until March 2000, and as a Director of Madison Companies Ltd., a Canadian Venture company, from August 1999 until October 2000. Mr. Grass received his Bachelor of Arts in Economics from Carleton University in 1978 and has held an Insurance Certificate granted by the Insurance Institute of Southern Alberta. See "Other Reporting Issuer Experience".

CHUNG S. YUE – Director

Mr. Yue, age 60, has been President and owner of C.S. Yue Professional Corporation, a private dental practice, since 1985. He brings a history of general private business experience to the board. Mr. Yue graduated from the University of Toronto with a Doctor of Dental Surgery degree in 1980 and from the University of Manitoba with a Master of Science degree in 1984. He is registered with the Alberta Dental Association and College and is licensed to practise the specialty of Orthodontics since 1985.

A. NEIL HUTTON – Director

Mr. Hutton, age 46, is a Partner with McLeod & Company LLP, a law firm in Calgary, Alberta. Mr. Hutton was called to the Alberta Bar in 1992 and has been practising in the areas of corporate/commercial and securities law since that time. His work for public and private companies has included initial public offerings, reverse takeovers, private placement financings and corporate reorganizations.

Mr. Sayler and Mr. Grass are also promoters of the Corporation, in that they have taken the initiative in organizing the Corporation. They have subscribed for Common Shares of the Corporation and will be granted stock options. See "Principal Shareholders" and "Options To Purchase Securities".

Other Reporting Issuer Experience

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

Name	Other Reporting Issuers (Exchange or Market)	Position	Dates
Richard R. Grass	Peterborough Capital Corp. (TSX Venture)	Director	May 2000 – Present

Corporate Cease Trade Orders or Bankruptcies

Except as expressly stated below, none of the directors, officers or promoters of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within the ten years prior to the date of this prospectus has been, a director, officer, insider or promoter of any other Issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order or an order that denied the Issuer access to any statutory exemptions under applicable securities legislation for a period of more than 30 consecutive days; or

(b) 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.

Canshore Exploration Limited ("Canshore") was a publicly traded company on the Alberta Stock Exchange from June 3, 1980 until it was delisted on September 17, 1998. Richard Sayler had been a director of Canshore until March 1997 and continued to be an insider of Canshore at the time of delisting. In the summer of 1998, a shareholder meeting was called to approve the restructuring of Canshore where the existing assets were distributed to address debts owed and a mineral property was to be vended into the company as part of a proposed reverse takeover transaction. The debt exchange was completed, however, sufficient financing was not available to complete the reverse takeover transaction and the company was subsequently delisted for failure to meet minimum listing requirements. Canshore was also subject to two interim cease trade orders issued on July 2, 1998 and January 21, 1999, respectively, and a final cease trade order was issued on February 4, 1999, each order being for failure to file appropriate financial statements. This final cease trade order remains in effect.

Penalties or Sanctions

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

Personal Bankruptcies

None of the directors, officers, insiders or promoters of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation or a personal holding company of such persons has, within the ten years prior to the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Conflicts of Interest

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

EXECUTIVE COMPENSATION

Remuneration

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

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

  (i) salaries;
  (ii) consulting fees;
  (iii) management contract fees or directors' fees;
  (iv) finders fees;
  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Corporation will be granted stock options. See "Options To Purchase Securities".

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 18.00% or $0.07 per Common Share on the basis of there being 3,000,000 Common Shares of the

Corporation issued and outstanding following completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

This Offering should be considered highly speculative due to the proposed nature of the Corporation's business. In addition, investors should consider the following risk factors:

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

(b) investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 18.00% or $0.07 per Common Share;

(e) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;

(f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

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

(h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;

(i) 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;

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

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

(l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;

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

(n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

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

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

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

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

McLeod & Company LLP, Lawyers, are the solicitors for the Corporation. Upon completion of the Offering, the partners and associates of McLeod & Company LLP as a group will beneficially own, directly or indirectly, less than 2% of the Common Shares of the Corporation. There is no other beneficial interest, direct or indirect, in any securities or property of the Corporation or of an associate or affiliate of the Corporation, held by a "professional person", a responsible solicitor or any partner of a responsible solicitor's firm. For the purposes of this section, "professional person" means, any person whose profession gives authority to a statement made by the person in the person's professional capacity and includes a barrister and solicitor (attorney), a public accountant, an appraiser, valuator, engineer or geologist.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares since incorporation, other than contracts in the ordinary course of business, except:

1. an Agency Agreement dated ●, between the Corporation and Blackmont Capital Inc. See "Plan of Distribution";

2. a Discount Seed Share Escrow Agreement dated ●, among the Corporation, Olympia Trust Company and Richard Sayler, Richard Grass, Chung Yue, Neil Hutton, Paul Hildebrand and Ed Hildebrand. See "Escrowed Securities"; and

3. a Transfer Agent, Registrar and Dividend Disbursing Agent Agreement between the Corporation and Olympia Trust Company, dated ●. See "Auditors, Transfer Agent and Registrar".

Copies of the above agreements will be available for inspection at the offices of the Corporation's counsel, McLeod & Company LLP, at 3rd Floor, 14505 Bannister Road SE, Calgary, Alberta at any time 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, as well as at the offices of the Alberta and British Columbia Securities Commissions.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Maldaner Crooks Watson, Chartered Accountants.

Olympia Trust Company, through its principal office in Calgary, Alberta, is the transfer agent and registrar for the Common Shares.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of Alberta and British Columbia provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or, 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' CONSENT

We have read the prospectus dated April ●, 2007, relating to the initial public offering of Revelation Ventures Inc. We have complied with Canadian generally accepted standards for an auditors' involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Corporation on the balance sheet of the Corporation as at ●. Our report is dated ●.

Chartered Accountants
Maldaner Crooks Watson

Revelation Ventures Inc.

February 28, 2007

CONTENTS

Auditors' Report

To the Board of Directors
Revelation Ventures Inc.

We have audited the balance sheet of Revelation Ventures Inc. as at February 28, 2007. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform the 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 Revelation Ventures Inc. as at February 28, 2007 in accordance with Canadian generally accepted accounting principles.

Chartered Accountants

Calgary, Alberta
March 19, 2007
(except for Note 5, which is dated **)

Revelation Ventures Inc.

Balance Sheet

As At February 28, 2007

	Note		2007
Assets			
Current Assets			
Cash held in trust		$	184,300
Deferred share issue expenses	3.		15,700
Total Assets		$	200,000
Shareholders' Equity			
Equity			
Share capital	4.	$	200,000
Total Equity		$	200,000

Approved on Behalf of the Board;

Signed "Richard Sayler"

Signed "Richard Grass"

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

Revelation Ventures Inc.

Notes to the Financial Statements

February 28, 2007

1. Incorporation and continuing operations

Revelation Ventures Inc. (the "Corporation"), was incorporated under the Business Corporations Act of Alberta on October 17, 2006, is classified as a capital pool company as defined in Policy 2.4 of the TSX Venture Exchange Inc. (the "TSX Venture Exchange"). The principal business of the Corporation will be to identify and evaluate assets of businesses with a view to potentially acquire them or an interest therein as a result of the closing of a purchase transaction. The purpose of such an acquisition is to satisfy the related conditions of a qualifying transaction under TSX Venture Exchange rules.

This financial statement has been prepared in accordance with Canadian generally accepted accounting principles applied on a going concern basis, which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business.

The Corporation's continuing operations are dependent upon its ability to identify, evaluate and negotiate an acquisition of a business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's-length transaction, of the majority of the minority shareholders.

The statements of income and retained earnings have not been prepared since the Corporation has not started its business operations as of the date of the balance sheet. A statement of cash flows has not been prepared since management does not believe it would provide any additional useful information.

2. Accounting policies

Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities in the financial statements. Those estimates and assumptions also affect the disclosure of contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and may have impact on future periods.

Financial instruments

The Corporation has determined that the estimated fair value of the financial assets and liabilities do not differ considerably from their book value.

3. Deferred share issue expenses

Deferred share issue expenses consist of expenses incurred for the proposed public offering outlined in Note 5. These expenses will be applied against share capital upon the closing of the said public offering or expensed if the offering is unsuccessful.

4. Share capital

Authorized and issued

Authorized:

Unlimited number of common shares
Unlimited number of preferred shares

The preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series.

Issued and outstanding shares

		2007
1,000,000 Common shares	$	200,000
Total	**$**	**200,000**

The shares were issued for cash and are deposited with Olympia Trust Company under an escrow agreement. 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, 30 months and 36 months following the Initial Release.

5. Subsequent events and commitments

a. Public offering

The Corporation has entered into an Agency Agreement dated ** with Blackmont Capital Inc for a public offering of 2,000,000 shares at $ 0.40 per share for a gross proceeds of $ 800,000. A commission of 10% of the gross proceeds and an option to purchase 200,000 shares at an exercise price of $ 0.40 per share to be exercised within 24 months of the date the shares are listed on the TSX Venture are payable to the agent. The Corporation has undertaken to file a prospectus in connection with this offering. Costs of arranging this issue, including the agent's commission, are estimated to be $149,600.

b. Incentive stock options

The Corporation intends to grant incentive stock options to its directors and officers to purchase an aggregate of 300,000 common shares at an exercise price of $0.40 per common share after the issuance of a receipt by the regulatory bodies for a prospectus. The stock options will expire five years from the date of granting.

Dated: April 16, 2007

CERTIFICATE OF THE CORPORATION

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

(signed) Richard W. Sayler
Richard W. Sayler
President and Chief Executive Officer

(signed) Richard R. Grass
Richard R. Grass
Secretary-Treasurer and
Chief Financial Officer

ON BEHALF OF THE BOARD

(signed) Chung S. Yue
Chung S. Yue
Director

(signed) A. Neil Hutton
A. Neil Hutton
Director

CERTIFICATE OF THE PROMOTERS

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

(signed) Richard W. Sayler
Richard W. Sayler

(signed) Richard R. Grass
Richard R. Grass

Dated: April 16, 2007

CERTIFICATE OF THE AGENT

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

BLACKMONT CAPITAL INC.

Per: *(signed) Randy Bergh*
Senior Vice President and
Branch Manager