

*A copy of this preliminary prospectus has been filed with the securities commissions in each of the provinces of British Columbia and Alberta and with the TSX Venture Exchange Inc. (the “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 British Columbia Securities Commission and the Alberta Securities Commission.*

*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**

**May 25, 2007**

### ENVIRO ENERGY CAPITAL CORP. (a capital pool company)

**\$300,000**  
**3,000,000 COMMON SHARES**

**PRICE: \$0.10 per Common Share**

**Agent’s Warrants (as defined herein)**  
**Stock Options (as defined herein)**

The purpose of this offering is to provide Enviro Energy Capital Corp. (the “**Corporation**”) with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the 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 Exchange Policy 2.4 entitled “**Capital Pool Companies**” (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”) as such term is hereafter defined. It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until Completion of the Qualifying Transaction (as defined herein), 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**”. The Corporation hereby offers through its agent, Union Securities Ltd. (the “**Agent**”), 3,000,000 common shares (the “**Common Shares**”) at a price of \$0.10 per Common Share for gross proceeds of \$300,000 (the “**Offering**”). Stock Options to purchase Common Shares will be granted at the Closing of the Offering to directors and officers of the Corporation to purchase up to 475,000 Common Shares, at a price of \$0.11 per Common Share for a period of five years from the date of grant, subject to regulatory approval (the “**Stock Options**”).

### **Distribution**

	<b>Common Shares</b>	<b>Price to the Public</b>	<b>Agent’s Commission<sup>(1)</sup></b>	<b>Net Proceeds to the Corporation<sup>(2)</sup></b>
Per Common Share	1	\$0.10	\$0.008	\$0.092
Total Offering	3,000,000	\$300,000	\$24,000	\$276,000

### **Notes:**

- (1) The Agent will receive a cash commission of 8% of the gross proceeds of the Offering, payable at closing. The Agent will also be paid a corporate finance fee of \$10,000 plus applicable taxes, which has already been paid, and will be reimbursed by the Corporation for its expenses and legal fees, of which \$7,500 has already been paid as a deposit on such expenses and legal fees. In addition, the Agent will be granted non-

transferable share purchase warrants (the “**Agent’s Warrants**”) entitling the Agent to purchase that number of Common Shares that is equal to 8% of the total number of Common Shares sold in connection with this Offering. Each Agent’s Warrant is exercisable into one Common Share at a price of \$0.10 per share (the “**Agent’s Share**”) for a period of 24 months from the date of listing of the Common Shares on the Exchange. The Agent’s Warrants and Agent’s Shares are qualified for distribution under this prospectus. See “**Plan of Distribution**”.

- (2) Before deducting the costs and expenses of this Offering (and pre-offering costs related to the IPO) estimated in the aggregate amount of \$93,000, which includes legal and audit fees and other expenses of the Corporation, the Agent’s corporate finance fee, the Agent’s expenses and legal fees including the listing fee payable to the Exchange and filing fees payable to the Commissions. See “**Use of Proceeds**”.
- (3) 3,000,000 Common Shares are offered hereunder, not including the Agent’s Warrants and the stock options (the “**Stock Options**”) to be granted at the closing of the Offering to directors and officers of the Corporation to purchase up to 475,000 Common Shares at a price of \$0.11 per Common Share for a period of five years from the date of grant, which Stock Options are qualified for distribution under this prospectus. See “**Plan of Distribution**” and “**Options to Purchase Securities**”.

The Offering is made on a “commercially reasonable efforts” basis only by the Agent and is subject to the completion of a subscription of 3,000,000 Common Shares for gross proceeds to the Corporation of \$300,000 and subject to approval of certain legal matters by Fraser and Company LLP, Vancouver, British Columbia, on behalf of the Corporation, and by Thomas, Rondeau LLP, on behalf of the Agent. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the minimum subscription is not completed within 90 days of the issuance of a final receipt for this prospectus or such other time as may be consented to by the Agent and Persons or Companies (as defined herein) who subscribed within that period, all subscription proceeds will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See “**Plan of Distribution**”.

### **Market for Securities**

An application has been made to list the securities offered under this prospectus on the Exchange. The listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent’s Warrants and the grant of the Stock Options, trading in all securities of the Corporation is prohibited during the period between the date receipts for the preliminary prospectus are issued by the British Columbia Securities Commission and the Alberta Securities Commission (collectively, the “**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 Commissions grant a discretionary order.

**INVESTMENT IN THE COMMON SHARES OFFERED HEREUNDER IS HIGHLY SPECULATIVE DUE TO THE NATURE OF THE CORPORATION’S BUSINESS AND ITS PRESENT STAGE OF DEVELOPMENT. This Offering is suitable only to those investors who are prepared to risk the loss of their entire investment.**

**THERE IS CURRENTLY NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD AND PURCHASERS MAY NOT BE ABLE TO RESELL THE SECURITIES PURCHASED HEREUNDER. This Offering is subject to the CPC Policy and other applicable policies of the Exchange.**

**The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation was only recently incorporated and does not own any ongoing business operations, and has no assets other than cash.**

Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle. There is no assurance that the Corporation will identify and successfully negotiate the acquisition of any potential corporations, properties, assets or businesses, or any interests therein, nor that any such opportunities or businesses acquired will be profitable.

Moreover, additional funds may be required to successfully complete an acquisition, and the Corporation may not be able to obtain such financing or may not be able to raise sufficient funds to take a meaningful position in a position in a potential target. If the acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer additional dilution.

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 of the Corporation currently beneficially own, directly or indirectly, 100% of the issued and outstanding Common Shares and will own 40% of the issued and outstanding Common Shares after completion of the Offering. See "Business of the Corporation", "Management of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Conflicts of Interest" and "Risk Factors".

In the event that management, directors or experts of the Corporation resident outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer (as defined herein) and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities or other laws in Canada. See "Business of the Corporation", "Risk Factors" and "Conflicts of Interest".

Subscribers acquiring Common Shares under this Offering will suffer an immediate dilution of 20% or \$0.02 per Common Share assuming completion of the Offering, based on the gross proceeds of this issue, before the deduction of selling commissions or related expenses of the issue. See "Business of the Corporation", "Risk Factors" and "Conflicts of Interest".

**AS A RESULT OF THE AFOREMENTIONED RISK FACTORS WHICH ARE ONLY A SUMMARY THEREOF, 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 RISK A LOSS OF THEIR ENTIRE INVESTMENT. SEE "RISK FACTORS".**

Pursuant to the CPC Policy, the maximum number of Common Shares which may be directly or indirectly purchased by any one purchaser to this Offering is 2% of the Common Shares offered hereunder, or 60,000 of the total Common Shares offered. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 120,000 Common Shares.

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 for the Common Shares evidencing the Common Shares in definitive form will be available for delivery on the date of the closing of this Offering .

**Union Securities Ltd.  
P.O. Box 10341, Pacific Centre  
Suite 900 – 700 West Georgia Street  
Vancouver, B.C. V7Y 1H4  
Telephone: (604) 687-2201  
Facsimile: (604) 684-6307**

## TABLE OF CONTENTS

GLOSSARY .....	1
PROSPECTUS SUMMARY .....	6
THE CORPORATION .....	8
Name and Incorporation .....	8
BUSINESS OF THE CORPORATION .....	8
Preliminary Expenses .....	8
Proposed Operations until Completion of a Qualifying Transaction .....	8
Method of Financing .....	8
Criteria for a Qualifying Transaction .....	9
Filings and Shareholder Approval of a Non Arm’s Length Qualifying Transaction .....	9
Minimum Listing Requirements .....	9
Trading Halts, Suspension and Delisting .....	10
Refusal of a Qualifying Transaction .....	10
USE OF PROCEEDS .....	11
Proceeds and Principal Purposes .....	11
Permitted Use of Funds .....	12
Restrictions of Use of Proceeds .....	12
Private Placements for Cash .....	13
Prohibited Payments to Non Arm’s Length Parties .....	13
PLAN OF DISTRIBUTION .....	13
Name of Agent and Agent’s Compensation .....	13
Offering and Minimum Distribution .....	14
Other Securities Being Distributed .....	14
Determination Price .....	14
Listing Application .....	15
Subscriptions by and Restrictions on the Agent .....	15
Restriction on Trading .....	15
DESCRIPTION OF SECURITIES DISTRIBUTED .....	15
Common Shares .....	15
CAPITALIZATION .....	15
OPTIONS TO PURCHASE SECURITIES .....	16
Stock Option Terms .....	16
Stock Options .....	17
PRIOR SALES .....	17
ESCROWED SECURITIES .....	17
Securities Escrowed Prior to the Completion of the Qualifying Transaction .....	17
Escrowed Securities on Qualifying Transaction .....	19
PRINCIPAL SHAREHOLDERS .....	20
DIRECTORS, OFFICERS AND PROMOTERS .....	21
Other Reporting Issuer Experience .....	23
Corporate Cease Trade Orders or Bankruptcies .....	23
Penalties or Sanctions .....	24
Individual Bankruptcies .....	24
Indebtedness of Directors, Officers and Promoters .....	24
EXECUTIVE COMPENSATION .....	24
DIVIDEND POLICY .....	25
PROMOTER .....	25
CONFLICTS OF INTEREST .....	25
RELATED PARTY TRANSACTIONS .....	25
DILUTION .....	25
RISK FACTORS .....	25
LEGAL PROCEEDINGS .....	27
RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS .....	27
AUDITORS, TRANSFER AGENT AND REGISTRAR .....	27

MATERIAL CONTRACTS .....	27
OTHER MATERIAL FACTS .....	28
PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION .....	28
AUDITORS' CONSENT	
FINANCIAL STATEMENTS	
CERTIFICATE OF THE CORPORATION	
CERTIFICATE OF THE PROMOTER	
CERTIFICATE OF THE AGENT	

## GLOSSARY

“**Affiliate**” means a Company that is affiliated with another Company as described below.

A Company is an “**Affiliate**” of another Company if:

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

A Company is “**controlled**” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

“**Agency Agreement**” means the agency agreement dated \_\_\_\_\_, 2007 between the Corporation and the Agent.

“**Agent**” means Union Securities Ltd.

“**Agent’s Warrants**” means the non-transferable share purchase warrants to be granted by the Corporation to the agent to purchase that number of Common Shares that is equal to 8% of the Common Shares sold in connection with this Offering at a price of \$0.10 per Common Share, exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange.

“**Aggregate Pro Group**” means all Persons who are members of any “**Pro Group**”, whether or not the Member (as defined in Exchange rules) is involved in a contractual relationship with the Corporation to provide financing, sponsorship and other advisory services, and “**Pro-Group**” has the following meaning:

- (a) Subject to subparagraphs (b), (c), (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 to 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.

**“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 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 relationship in the application of Rule D of the Exchange with respect to that Member firm, Member corporation or holding Company.

**“CPC”** means a corporation:

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

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

**“CPC Escrow Agreement”** means the Exchange Form 2F escrow agreement dated April 27, 2007 among the Corporation, the Escrow Agent and the initial shareholders of the Corporation.

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

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

**“Commissions”** mean the British Columbia Securities Commission and the Alberta Securities Commission.

**“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.

**“Escrow Agent”** means Pacific Corporate Trust Company.

**“Exchange”** 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.

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

- (a) Non Arm’s Length Parties to the CPC;
- (b) Non Arm’s Length Parties to the Qualifying Transaction; and
- (c) In the case of a Related Party Transaction:
  - (i) If the CPC or

- (ii) holds its known shares, the CPC, and
- (iii) 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.

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

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

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

**“Person”** means a Company or individual.

**“Principal”** means:

- (a) a Person or Company who acted as a promoter of the issuer within two years or their respective Associates or Affiliates before the initial public offering (“**IPO**”) prospectus or Exchange Bulletin confirming final acceptance of a transaction (“**Final Exchange Bulletin**”);
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder – a Person or Company that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions;
- (d) a 10% holder – a Person or Company that:
  - (i) holds securities carrying more than 10% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
  - (ii) has elected or appointed, or has the right to elect or appoint, one or more director 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 Principal’s 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.

**“Professional Person”** means a Person whose profession gives authority to a statement made by the Person in the Person’s professional capacity and includes a barrister and solicitor, a public accountant, an appraiser, an auditor, an engineer and a geologist.

**“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.

**“Responsible Solicitor”** means the solicitor who is primarily responsible for the preparation of or advice to the Corporation or Agent with respect to the contents of the prospectus.

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

**“SEDAR”** means System for Electronic Document Analysis and Retrieval.

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

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

**“Stock Options”** mean options to purchase Common Shares and are to be granted at the closing of the Offering to directors and officers of the Corporation to purchase up to 475,000 Common Shares, at a price of \$0.11 per Common Share for a period of five years from the date of grant.

**“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.*

- ISSUER:** Enviro Energy Capital Corp.
- OFFERING:** 3,000,000 Common Shares in the capital of the Corporation are being offered under this prospectus at a price of \$0.10 per Common Share for gross proceeds of \$300,000 (the “**Offering**”). This Offering is being made on a commercially reasonable efforts basis by the Agent. In addition, the Corporation will grant to the Agent non-transferable share purchase warrants to purchase that number of Common Shares that is equal to 8% of the Common Shares sold in connection with this Offering at a price of \$0.10 per Common Share, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which warrants are qualified for distribution under this prospectus (the “**Agent’s Warrants**”). This prospectus also qualifies for distribution the Stock Options to be granted at the closing of the Offering to directors and officers of the Corporation which entitle the holders to purchase up to 475,000 Common Shares, at a price of \$0.11 per Common Share for a period of five years from the date of grant, which Stock Options are qualified for distribution under this prospectus. See “**Plan of Distribution**”.
- PRICE:** \$0.10 per Common Share.
- BUSINESS OF THE CORPORATION:** The Corporation is a capital pool company created pursuant to the CPC Policy. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any potential Qualifying Transaction must be approved by the Exchange, and in the case of a Non Arm’s Length Qualifying Transaction, must also receive Majority of the Minority Approval, in accordance with the CPC Policy. The 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 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. See “**Business of the Corporation**” and “**Use of Proceeds**”.
- USE OF PROCEEDS:** The net proceeds to the Corporation from the Offering and cash proceeds raised from the sale of Common Shares prior to this Offering will be approximately \$300,820 (after deduction of the Agent’s Commission and the issue expenses and costs). The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction, and except as otherwise provided in the CPC Policy, a maximum of the lesser of \$210,000 or up to 30% of the gross proceeds realized from the sale of all securities (\$120,000) may be used for purposes other than evaluating businesses or assets, subject to obtaining a waiver from the Exchange. See “**Use of Proceeds**”, “**Business of the Corporation**” and “**Risk Factors**”.

**DIRECTORS AND OFFICERS:**

The following persons are the directors and officers of the Corporation:

David W. Smalley:	Director and Chairman of the Board
Mark A. McLeary:	Director, President and Chief Executive Officer
Thomas A. Kordyback:	Director and Chief Financial Officer
Brian Lock:	Director and Promoter

**DIVIDEND POLICY:**

It is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See **“Dividend Policy”**.

**ESCROWED SHARES:**

All of the currently issued and outstanding Common Shares of the Corporation, being 2,000,000 Common Shares issued at \$0.05 per Common Share, will be deposited in escrow pursuant to the terms of the CPC Escrow Agreement, as defined herein, and will be released in stages over a period of up to three years after the date of the Final Exchange Bulletin. See **“Escrowed Securities”**.

**RISK FACTORS:**

**There is no established market for the Common Shares. Investment in the Common Shares is highly speculative due to the nature of the Corporation’s business and its present stage of development.**

An application has been made to conditionally list the securities offered under this prospectus on the Exchange. The listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 20% or \$0.02 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.

In the event that management, directors or experts of the Corporation reside outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities or other laws in Canada. See **“Business of the Corporation”**, **“Risk Factors”** and **“Conflicts of Interest”**.

## THE CORPORATION

### Name and Incorporation

Enviro Energy Capital Corp. (the “**Corporation**”) was incorporated on March 14, 2007, pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name “Enviro Energy Capital Corp.”. The registered and records office of the Corporation is located at Suite 1200, 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2. The head office of the Corporation is located at Suite 2200, 1177 West Hastings Street, Vancouver, British Columbia, V6E 2K3.

The share capital of the Corporation consists of an unlimited number of Common Shares. As of the date hereof, 2,000,000 Common Shares are issued and outstanding.

The Corporation has no subsidiaries.

## BUSINESS OF THE CORPORATION

### Preliminary Expenses

As at the date hereof, the Corporation has incurred preliminary expenses with respect to auditing costs and filing fees, as well as advances to the Agent for fees and expenses related to this Offering, of approximately \$35,528 in the aggregate. Certain of the proceeds of the Offering may be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel and the Agent’s legal counsel, the listing fee payable to the Exchange and filing fees payable to the Commissions. See “**Use of Proceeds**”.

### Proposed Operations until Completion of a Qualifying Transaction

The Corporation is a CPC created pursuant to the CPC Policy. The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm’s Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. To date, the Corporation has not conducted commercial operations of any kind other than to enter into discussions for the purpose of identifying potential acquisitions or interests in commercially viable businesses or assets. The Corporation does not own any assets, other than cash. The Corporation is not considering pursuing a specific company, asset or business but intends to review companies and assets involved in the alternative energy industry but there is no assurance that this sector will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following the Completion of the Qualifying Transaction. See “**Risk Factors**”.

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 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**”, “**Use of Proceeds – Permitted Use of Funds**” 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 the Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

### Method of Financing

The Corporation may use cash, bank financing, proceeds received from the issuance of treasury shares, either by way of private placement or public offering, or some combination thereof for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issuance of treasury shares could result in a change in control of the Corporation and may cause the shareholders’ interest in the Corporation to be further diluted.**

## **Criteria for a Qualifying Transaction**

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors. 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.

## **Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction**

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

- (i) file the CPC 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 CPC Filing Statement is available on SEDAR; or
- (ii) mail the CPC Information Circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval at a meeting of the shareholders.

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

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

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

## **Minimum Listing Requirements**

The Resulting Issuer must satisfy the Exchange's minimum listing requirements for its 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 Acknowledgement Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or, if applicable, declarations, for all individuals who may be directors, senior officers, promoters, or Insiders of the Resulting Issuer must be filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable, must also be completed, before the trading halt will be lifted by the Exchange. Even if all filing requirements have been satisfied and preliminary background checks completed, the Exchange may continue or reinstate a halt in trading of the Common Shares for public policy reasons including:

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

A trading halt may also be imposed by the Exchange where the Corporation fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the CPC fails to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if 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. If the Common Shares of the Corporation are delisted by the Exchange, then within 90 days from the date of such delisting, the Corporation shall wind up and liquidate its assets pursuant to the *Business Corporations Act* (British Columbia) and shall make a pro rata distribution of its remaining assets to its shareholders, unless, within that 90 day period and pursuant to a majority vote of shareholders, exclusive of the votes of Non Arm's Length Parties to the Corporation, the shareholders determine to deal with the Corporation or its remaining assets in some other manner. See "**Filings and Shareholder Approval of Non Arm's Length Qualifying Transaction**".

## Refusal of a Qualifying Transaction

The Exchange, in its sole discretion, may not approve a Qualifying Transaction if:

- (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 final institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange;

- (e) in the case of a Resulting Issuer, other than an oil and gas or mining issuer, the Qualifying Transaction involves the acquisition of Significant Assets, outside of Canada or the United States and is not undertaken using a prospectus as a disclosure document; or
- (f) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

## USE OF PROCEEDS

### Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus (previously defined as the “Offering”) will be \$300,000. The expenses and costs of the Offering incurred to date and expected to be incurred (in total) are \$93,000 (including \$24,000 in commissions). The gross proceeds received by the Corporation from the sale of 2,000,000 Common Shares prior to the date of this prospectus total \$100,000, the expenses and costs for the issue of which were \$zero. The following table indicates the principal uses to which the Corporation proposes to use the total funds available to it upon the completion of this Offering:

Proceeds to the Corporation	Offering
Cash proceeds raised from the sale of Common Shares prior to this Offering <sup>(1)</sup>	\$ 100,000
Expenses and costs related to raising of cash proceeds	\$ (0)
General expenses of the Corporation included in the financial statements attached	\$ (6,180)
Cash proceeds to be raised pursuant to this Offering <sup>(2)</sup>	\$ 300,000
Expenses and costs relating to the Offering (including Exchange listing fee; prospectus filing fees of the Commissions; Agent’s commission, corporate finance fee and legal fees and expenses; legal and audit fees; and other expenses of the Corporation)	\$ (93,000)
Estimated funds available (on completion of the Offering)	\$ 300,820
Funds available for identifying and evaluating assets or business prospects <sup>(2)(3)</sup>	\$ 280,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	\$ 20,820
Total Net Proceeds	\$ 300,820

#### Notes:

- (1) See “Prior Sales”.
- (2) In the event the Agent exercises the Agent’s Warrants, or the Stock Options are exercised, there will be available to the Corporation a maximum of an additional \$76,250, which will be added to the working capital of the Corporation. There is no assurance that any of these Warrants or Stock Options will be exercised.
- (3) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$300,820 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

The proceeds from this Offering and any prior 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.

### **Permitted Use of Funds**

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in “**Use of Proceeds – Restrictions on Use of Proceeds**”, “**Use of Proceeds – Private Placements for Cash**” and “**Use of Proceeds – Prohibited Payments to Related Parties**”, the gross proceeds realized from the sale of all securities issued by the Corporation will only be used by the Corporation to identify and evaluate assets or businesses and, in the case of a Non Arm’s Length Transaction, obtain shareholder approval for a Non Arm’s Length 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 and 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, subject to 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 provided that the Qualifying Transaction 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 prior acceptance of the Exchange.

### **Restrictions of Use of Proceeds**

Until Completion of a Qualifying Transaction, no more than the lesser of (i) 30% of the gross proceeds from the sale of all securities issued by the Corporation (\$120,000, based on gross proceeds of \$400,000 after giving effect to this Offering) and (ii) \$210,000, may be used for purposes other than those described above. For greater certainty, expenditures which are not included as “**Permitted Uses of Funds**”, listed above, include:

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

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

No proceeds from the sale of securities of the Corporation may be used to acquire or lease a vehicle.

No proceeds from the sale of securities of the Corporation have been used to pay any fees or salaries to or to acquire a vehicle for any director, officer or shareholder of the Corporation.

### **Private Placements for Cash**

After the closing of this 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. Units and/or share purchase warrants may not be issued pursuant to a private placement undertaken prior to closing of the Qualifying Transaction. Subject to certain limited exceptions in the CPC Policy, 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 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, directors’ fees, finders’ fees, loans, advances and bonuses; and
- (b) deposits and similar payments.

Further, no such payments will be made on or after the Completion of a Qualifying Transaction if such payments relate 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 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 the Agency Agreement dated \_\_\_\_\_, 2007, the Corporation has appointed Union Securities Ltd. (the **“Agent”**) as its agent to offer for distribution to the public, on a commercially reasonable efforts basis,

3,000,000 Common Shares in the share capital of the Corporation at a price of \$0.10 per Common Share for gross proceeds of \$300,000, subject to the terms and conditions of the Agency Agreement.

The Agent will receive a commission equal to 8% of the aggregate gross proceeds from the sale of the Common Shares. The Agent will be paid a corporate finance fee of \$10,000 plus applicable taxes and will be reimbursed by the Corporation for its expenses related to the Offering, including its legal fees and disbursements. In addition, the Agent will be granted non-transferable share purchase warrants to purchase that number of Common Shares that is equal to 8% of the Common Shares sold in connection with this Offering at a price of \$0.10 per Common Share (the “**Agent’s Warrants**”) exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange, which Agent’s Warrants are qualified for distribution under this prospectus.

The Agent intends to sell to the public any Common Shares to be received by it upon the exercise of its warrants. The warrants may be exercised in whole or in part by the Agent before the Completion of the Qualifying Transaction, provided that no more than 50% of the aggregate number of Common Shares received on the exercise of the Agent’s Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

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

The Offering will be made in accordance with the rules and policies of the Exchange and with the consent of the Exchange. The closing of the Offering will take place at such time as the Corporation and the Agent may agree, provided that subscriptions for the full amount of the Offering have been received.

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

### **Offering and Minimum Distribution**

The Offering is for 3,000,000 Common Shares for total gross proceeds of \$300,000. Under the CPC Policy, the maximum number of Common Shares which may be directly or indirectly purchased by any one purchaser to this Offering is 2% of the Common Shares offered hereunder or 60,000 Common Shares (\$6,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 120,000 (\$12,000). The funds received from the Offering will be deposited with the Agent, and will not be released until all proceeds from the Offering have been deposited and the Agent consents to the release thereof. Subscriptions of 3,000,000 Common Shares for total gross proceeds of \$300,000 must be raised within 90 days of the issuance of a receipt for the prospectus, or such other time as may be consented to by the Agent and Persons or Companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

### **Other Securities Being Distributed**

The Corporation also proposes to grant the Stock Options at the closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this prospectus. The Stock Options entitle the holders to purchase up to 475,000 Common Shares at a price of \$0.11 per Common Share and such options may be exercised for a period of five years from the date of grant. See “**Plan of Distribution**” and “**Options to Purchase Securities**”.

### **Determination Price**

The price of this Offering has been determined by negotiation between the Corporation and the Agent in accordance with the CPC Policy.

## Listing Application

An application has been made to list the securities offered under this prospectus on the Exchange. The listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

## Subscriptions by and Restrictions on the Agent

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the Aggregate Pro Group, including participants referred to above, is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved of issuance at a future date. Such participants are permitted to subscribe for Common Shares of the Corporation pursuant to this Offering, subject to (i) compliance with any applicable client priority rule, and (ii) the restrictions applicable to all purchasers under the Offering described under “**Plan of Distribution – Offering and Minimum Distribution**”.

## Restriction on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent’s Warrants and the grant of the Stock Options, 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 Commissions and the time the Common Shares are listed for trading on the Exchange, except, subject to prior Exchange acceptance, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

## DESCRIPTION OF SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares of which 2,000,000 Common Shares are issued and outstanding as fully paid and non-assessable as at the date hereof. In addition, a maximum of 3,000,000 Common Shares are reserved for issuance pursuant to this Offering and a maximum of 240,000 Common Shares are reserved for issuance upon exercise of the Agent’s Warrants. A maximum of 475,000 Common Shares are reserved for issuance upon exercise of the Stock Options. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See “**Prior Sales**”, “**Options to Purchase Securities**” and “**Plan of Distribution**”.

## Common Shares

The holders of the Common Shares are entitled to dividends, if, as and when declared by the board of directors of the Corporation, to one vote per share at meetings of the shareholders of the Corporation and, upon liquidation, to receive such assets of the Corporation as are distributable to the holders of the Common Shares.

## CAPITALIZATION

Designation of Security	Amount authorized	Amount outstanding as at April 30, 2007 <sup>(1)(2)</sup>	Amount outstanding as at the date hereof <sup>(1)(2)</sup>	Amount to be outstanding after the Offering is sold <sup>(2)(3)(4)(5)</sup>
Common Shares	Unlimited	\$100,000 (2,000,000 Common Shares)	\$100,000 (2,000,000 Common Shares)	\$400,000 (5,000,000 Common Shares)
Long Term Debt	Nil	Nil	Nil	Nil

### Notes:

- (1) The Corporation had not commenced commercial operations as at April 30, 2007 or as at the date hereof.

- (2) The Common Shares issued at \$0.05 per share will be held in escrow in accordance with the CPC Policy. See **“Escrowed Securities”**.
- (3) The Corporation has reserved an aggregate of up to 240,000 Common Shares pursuant to the Agent’s Warrants. The Agent’s Warrants will have an exercise price of \$0.10 per Common Share and may be exercised for a period of 24 months from the date of listing the Common Shares on the Exchange. See **“Plan of Distribution”**.
- (4) Before deducting the Agent’s commission and the costs and expenses of this issue (and certain pre-offering costs) estimated in the aggregate amount of \$99,180 assuming completion of the Offering, including the listing fee payable to the Exchange.
- (5) The Corporation has reserved an aggregate of up to 475,000 Common Shares pursuant to Stock Options to be granted to directors and officers of the Corporation. All of the Stock Options will have an exercise price of \$0.11 per Common Share and may be exercised for a period of five years from the date of grant. See **“Options to Purchase Securities”**.

## **OPTIONS TO PURCHASE SECURITIES**

### **Stock Option Terms**

Subject to the restrictions below which are in effect while the Corporation is a CPC, the policies of the Exchange provide that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and employees of the Corporation and its Affiliates and to consultants and management company employees, non-transferable options to purchase Common Shares for a period of up to five years from the date of the grant, provided that the number of Common Shares reserved for issuance may not exceed 10% of the total issued and outstanding Common Shares of the Corporation at the date of the grant. The Corporation is prohibited from granting options to individuals other than directors and officers, or where permitted by applicable securities laws, a technical consultant whose particular expertise is required in connection with a proposed Qualifying Transaction, while the Corporation is listed as a CPC

The Corporation has adopted a stock option plan (the **“Stock Option Plan”**). The purpose of the Stock Option Plan, pursuant to which it may grant stock options, is to promote the profitability and growth of the Corporation by facilitating the efforts of the Corporation to obtain and retain key individuals. The Stock Option Plan provides an incentive for and encourages ownership of the Corporation’s Common Shares by its key individuals so that they may increase their stake in the Corporation and benefit from increases in the value of the Corporation’s Common Shares. Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance in any 12 month period to any one optionee other than a consultant or persons engaged in investor relations activities may not exceed 5% of the issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any 12 month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant while the maximum number of Common Shares reserved for issuance in any 12 month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant. Stock options may be exercised until the greater of 12 months after the completion of the Qualifying Transaction and 90 days following the date the optionee ceases to be a director, officer or employee of the Corporation or its Affiliates or a consultant or a management company employee, provided that if the cessation of such position or arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

Notwithstanding the terms of the Stock Option Plan described above, the CPC Policy imposes certain restrictions on stock options during the period that the Corporation remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final Exchange Bulletin (such bulletin indicating that the Resulting Issuer will not be considered a CPC). Under the CPC Policy, the Corporation, while it remains a CPC, is limited to granting stock options to only directors, officers and technical consultants of the Corporation. In addition, the total number of Common Shares reserved under option for issuance pursuant to the Stock Option Plan may not exceed 10% of the Common Shares to be outstanding at the closing of the Offering. The maximum number of Common Shares reserved under option for issuance to any individual officer or director may not exceed 5% of the issued and outstanding Common Shares to be outstanding at the closing of the Offering. The maximum number of Common Shares reserved under option for issuance to all technical consultants may not exceed 2% of the issued and outstanding Common Shares to be outstanding after the closing of the Offering. In addition, while the Corporation is a CPC, it is prohibited from granting stock options to any person providing investor relations activities,

promotional or market making services. The exercise price per Common Share under any stock option granted by the Corporation while it is a CPC may not be less than the greater of \$0.10 and the Discounted Market Price (as defined under Exchange policies). Any Common Shares acquired pursuant to the exercise of stock options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See **“Escrowed Securities”**.

### Stock Options

Stock Options to purchase up to 475,000 Common Shares are to be granted after closing of this Offering to directors and officers of the Corporation, subject to regulatory approval. The Stock Options will be granted after the closing of the Offering under the Corporation’s Stock Option Plan and will be qualified for distribution and are expected to be allocated on the following basis:

Name of Optionee	Number of Common Shares Reserved Under Option Under the Offering <sup>(1)</sup>	Exercise Price per Common Share	Expiry Date
Mark A. McLeary	150,000	\$0.11	5 Years from the Date of Grant
David W. Smalley	150,000	\$0.11	5 Years from the Date of Grant
Thomas A. Kordyback	100,000	\$0.11	5 Years from the Date of Grant
Brian Lock	75,000	\$0.11	5 Years from the Date of Grant
Total	475,000		

**Note:**

- (1) The Stock Options to purchase up to 475,000 Common Shares, to be granted to directors and officers of the Corporation after the closing of this Offering (subject to regulatory approval) are qualified for distribution pursuant to this prospectus. Such Stock Options shall be exercisable for a period of five years from the date of grant. The Stock Options vest on the day they are granted.

### PRIOR SALES

Since the date of incorporation of the Corporation, 2,000,000 Common Shares have been issued as follows:

Date Issued	Number of Shares	Issue Price Per Share	Aggregate Issue Price	Nature of Consideration
March 14, 2007	2,000,000 <sup>(1)</sup>	\$0.05	\$100,000	Cash

**Note:**

- (1) All of these 2,000,000 Common Shares will be held in escrow. See **“Escrowed Securities”**.

### ESCROWED SECURITIES

#### Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 2,000,000 Common Shares issued prior to this Offering at a price below \$0.10 per Common Share, all Common Shares that may be acquired by Non-Arm’s Length Parties of the Corporation either under this 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 the Escrow Agent under the CPC Escrow Agreement.

All Common Shares acquired on exercise of stock options prior to Completion of the 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 Completion of the Qualifying Transaction by any Person or Company who becomes a Control Person of the Corporation 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 of the date of this prospectus and immediately after completion of this Offering, the number of Common Shares of the Corporation held in escrow:

Name and Municipality of Residence of Shareholder	Number of Common Shares Held	Escrowed Shares		
		Number of Common Shares Escrowed	Percentage of Common Shares Issued Before Completion of the Offering	Percentage of Common Shares Issued Upon Completion of Offering <sup>(1)</sup>
Mark A. McLeary North Vancouver, B.C.	1,100,000	1,100,000	55%	22%
Thomas A. Kordyback Vancouver, B.C.	500,000	500,000	25%	10%
Brian Lock Maple Ridge, B.C.	200,000	200,000	10%	4%
David W. Smalley Delta, B.C.	200,000	200,000	10%	4%
Total	2,000,000	2,000,000	100%	40%

**Note:**

- (1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent’s Option and the Stock Options. See **“Plan of Distribution”** and **“Options to Purchase Securities”**.

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

Under the CPC 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 which are 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 an application to the Exchange for listing as a Tier 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 the Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the CPC Escrow Agreement each Non Arm's Length Party to the Corporation which holds escrowed Common Shares acquired at a price that is less than the Offering price under this prospectus has irrevocably authorized and directed the Escrow Agent to immediately:

- (a) cancel all those escrowed Common Shares upon issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or
- (b) if the Corporation lists on NEX, either:
  - (i) cancel all escrowed Common 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 the CPC Policy, or
  - (ii) subject to majority shareholder approval, cancel an amount of escrowed Common Shares purchased by Non-Arm's Length Parties to the CPC at a discount to the Offering price so that the average cost of the remaining escrowed Common 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 a Qualifying Transaction are **"Value Securities"**, then all of the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security escrow 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 assets, 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 the 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 6 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 10% or more of the issued and outstanding Common Shares of the Corporation as at the date hereof:

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares Owned Before and Upon Completion of Offering	Percentage of Common Shares Owned Before Completion of Offering <sup>(2)</sup>	Percentage of Common Shares Owned Upon Completion of Offering <sup>(2)(3)</sup>
Mark A. McLeary North Vancouver, B.C.	Direct	1,100,000 <sup>(1)(2)</sup>	55%	22%
Thomas A. Kordyback Vancouver, B.C.	Direct	500,000 <sup>(1)(2)</sup>	25%	10%
Brian Lock Maple Ridge, B.C.	Direct	200,000 <sup>(1)(2)</sup>	10%	4%
David W. Smalley Delta, B.C.	Direct	200,000 <sup>(1)(2)</sup>	10%	4%
Total		2,000,000 <sup>(1)(2)</sup>	100%	40%

**Notes:**

- (1) Subject to the CPC Escrow Agreement. See **“Escrowed Securities”**.
- (2) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent’s Option and the Stock Options. See **“Plan of Distribution”**.
- (3) On a fully diluted basis, assuming the exercise of the Agent’s Option and the Stock Options, the above holders of Common Shares, after giving effect to the Offering, would own approximately the following percentage of the outstanding Common Shares:
  - (i) Mark A. McLeary 21.9%
  - (ii) Thomas A. Kordyback 10.5%
  - (iii) Brian Lock 4.8%

(iv)	David W. Smalley	6.1%
	Total	43.3%

### DIRECTORS, OFFICERS AND PROMOTERS

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, their present and prior principal occupations during the past five years, the number of Common Shares beneficially owned or over which they directly or indirectly exercise control or direction, and the percentage of Common Shares to be held by each of them prior to and on completion of the Offering:

Name and Municipality of Residence	Position and Office	Principal Occupation for the Five Years Preceding the Date Hereof	Percentage and Number of Common Shares Held Prior to the Offering <sup>c</sup>	Percentage and Number of Common Shares Upon Completion of Offering <sup>(1)</sup>
Thomas A. Kordyback Vancouver, B.C.	Director and CFO	C.A., Retired Financial Manager.	500,000 (25%)	500,000 (10%)
Brian Lock Vancouver, B.C.	Director	President and Chief Executive Officer of Proton International Engineering Corp.	200,000 (10%)	200,000 (4%)
Mark A. McLeary North Vancouver, B.C.	Director, President and Chief Executive Officer	Certified Financial Planner. Principal of McLeary Capital.	1,100,000 (55%)	1,100,000 (22%)
David W. Smalley Delta, B.C.	Director and Chairman of the Board	Solicitor. Partner, Fraser and Company LLP, 1990 to date.	200,000 (10%)	200,000 (4%)

**Notes:**

- (1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Warrants and Stock Options. See **"Plan of Distribution"**.

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.

The directors will devote this time and expertise as required by the Corporation, however, it is not anticipated that any director will devote 100% of his time. See also **"Management of the Corporation"**.

The directors and officers, as a group, beneficially own and control 2,000,000 Common Shares, which represents 100% of the issued and outstanding Common Shares of the Corporation before giving effect to this Offering. Such Common Shares will represent 40% of the issued and outstanding Common Shares of the Corporation upon completion of the Offering, assuming no Common Shares are purchased by directors and officers under this Offering, and before the exercise of the Agent's Option and the Stock Options. See **"Plan of Distribution"** and **"Options to Purchase Securities"**.

The following is a brief description of the principal occupations of the above named individuals during the last five years, along with other biographical information:

**Thomas A. Kordyback – Vancouver, British Columbia, 55 years of age – Director, Chief Financial Officer**

Mr. Kordyback is a director of Extreme CCTV Inc., listed on the TSX, and a member of its Audit, Compensation and Merger and Acquisitions Committees. Mr. Kordyback is a retired financial manager. He was the Chief Financial Officer of Creo Products Inc., a TSX and Nasdaq listed company from 1995 to 2000. From 1984 to 1994, he held senior financial positions with Glenayre Electronics Inc., Telelink Communications Inc. and worked as a consultant to other Vancouver area companies.

Mr. Kordyback holds a Bachelor of Arts in Economics from the University of Victoria and is a member of the British Columbia Institute of Chartered Accountants.

Mr. Kordyback expects to devote 10% of his time, on average, to the affairs of the Corporation. His responsibilities with the Corporation will be to actively search for assets and businesses for potential acquisition and advising the board.

**Brian Lock – Maple Ridge, British Columbia, 59 years of age – Director**

Mr. Lock received his Higher National Certificate in Electrical Engineering from Durham College in England in 1971. Mr. Lock has over 30 years experience in the operations, feasibility, design engineering and construction of numerous precious metals and base metal mining projects around the world.

Initially, Mr. Lock held senior positions with a major international mining consortium and two major engineering companies before, in 1985, forming and becoming President and Chief Executive Officer of Proton Management Corporation, a Canadian engineering and construction company devoted to the development of small and medium sized projects. Mr. Lock has managed and/or served as a director of several Canadian public and private companies.

Mr. Lock expects to devote 10% of his time, on average, to the affairs of the Corporation. His responsibilities with the Corporation will be to actively search for assets and businesses for potential acquisition and advising the board on corporate governance issues.

**Mark A. McLeary – Vancouver, British Columbia - 42 years of age – Director, President and Chief Executive Officer**

Mr. McLeary has been a certified financial planner and a chartered financial planner since 1996. He has worked in the financial planning industry for over 13 years with an emphasis on investment and tax planning. Mr. McLeary is a member of the Financial Planners Standards Council of Canada and founded McLeary Capital Management, Inc. in 1995.

McLeary Capital provides retirement, tax and estate planning advice to individuals and corporations in British Columbia. Since 1995 Mr. McLeary, as the principal of McLeary Capital, has been responsible for managing approximately \$40 million of clients' investments.

Mr. McLeary is also President and Chief Executive Officer and a director of Candev Resource Exploration, Inc. and President and Chief Executive Officer and founder of Med-Tech Solutions Inc., a company listed on the NASD.

Mr. McLeary expects to devote 15% of his time, on average, on the affairs of the Corporation. His responsibilities with the Corporation will be to actively search for assets and businesses for potential acquisition and advising the board on corporate governance issues.

**David W. Smalley – Delta, British Columbia - 46 years of age – Director, Chairman of the Board**

Mr. Smalley is a director of Extreme CCTV Inc., listed on the TSX, and a member of its Compensation, Corporate Governance and Merger and Acquisitions Committees. He is also a director with Most Home Corp., a company listed on the NASD OTC Bulletin Board. Mr. Smalley is also Secretary of Canaco Resources Inc. and is Secretary of Cincoro Resources Inc., both listed on the Exchange.

Mr. Smalley is a partner at Fraser and Company LLP in Vancouver, where he has practiced commercial, corporate and securities law since August 1990.

He was called to the bar of the Law Society of British Columbia in 1989. Mr. Smalley earned a Bachelor of Laws degree from the University of British Columbia in 1988 and a Bachelor of Arts degree from the University of Victoria in 1985.

Mr. Smalley expects to devote approximately 5% of his time, on average, to the affairs of the Corporation. His responsibilities with the Corporation will be to actively search for assets and businesses for potential acquisition and advising the board on corporate governance issues.

### Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Thomas A Korodyback	Extreme CCTV Inc.	TSX	Director	Jan. 2005	Present
Brian Lock	Canaco Resources Inc.	Exchange	Director	Dec. 2006	Present
	Frontier Pacific Mining Corp.	Exchange	Executive Vice President	Mar. 2006	Present
	Brainium Technologies Inc.	Exchange	Director & President	Oct. 2000	Present
	Biomax Technologies Inc.	Exchange	Director & President	May 2000	Present
	Lakota Resources Inc.	Exchange	Director	Jan. 2006	Jun. 2006
David W. Smalley	Canaco Resources Inc.	Exchange	Secretary	Sep. 2006	Present
	Cincoro Resources Ltd.	Exchange	Secretary	May 2006	Present
	Extreme CCTV Inc.	TSX	Director	May 2002	Present
	Lakota Resources Inc.	Exchange	Director	Jan. 2006	Jun. 2006
	Canaco Resources Inc.	Exchange	Director & Secretary	Aug. 2002	Jan. 2003

### Corporate Cease Trade Orders or Bankruptcies

During the past 10 years and except as disclosed below, 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, was a director, officer, insider or promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied that issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Mr. Brian Lock is a director and president of Biomax Technologies Inc. (TSX.V – BIX), which had a cease trade order issued in May of 2002 for failure to file financial statements and pay required fees and Biomax Technologies

Inc. has not been reinstated for trading. Mr. Lock is also a director and president of Brainium Technologies Inc. (TSX.V – BNU), which had a cease trade order issued in May of 2002 for failure to file financial statements and pay required fees and Brainium Technologies Inc. has not been reinstated for trading.

### **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 a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

### **Individual Bankruptcies**

None of the directors, officers, insiders or promoters of the Corporation nor a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, nor a personal holding company of any such persons has, within the past 10 years before the date of this prospectus, become bankrupt, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

### **Indebtedness of Directors, Officers and Promoters**

None of the directors, officers and promoters of the Corporation nor any of their respective Associates or Affiliates has been indebted to the Corporation since the date of the Corporation's incorporation.

## **EXECUTIVE COMPENSATION**

Except as set out below or otherwise permitted by the CPC Policy and 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 remuneration, which includes but is not limited to:

- (a) Salaries;
- (b) Consulting fees;
- (c) Management contract fees or directors' fees;
- (d) Finders fees; and
- (e) Loans, advances, bonuses; and
- (f) Deposits and similar payments.

David W. Smalley, the Chairman of the Board of the Corporation, is a partner in the law firm of Fraser and Company LLP, which firm has been reimbursed for legal fees and disbursements in connection with the incorporation of the Corporation. Legal expenses related to the Offering will also be paid to the firm from the proceeds of the Offering (See "**Use of Proceeds**").

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 (see "**Permitted Reimbursements**"). 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 as set out under **“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 the Permitted Reimbursements, will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

#### **DIVIDEND POLICY**

No dividends have been paid on any shares of the Corporation since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

If the Corporation generates earnings in the foreseeable future, it expects that they will be retained to finance growth, if any, and, when appropriate, retire debt. The directors of the Corporation will determine if and when dividends should be declared and paid in the future based on the Corporation’s financial position at the relevant time. All of the Common Shares are entitled to an equal share in any dividends declared and paid.

#### **PROMOTER**

Brian Lock may be considered to be the promoter of the Corporation in that he took the initiative in organizing the business of the Corporation. As of the date hereof, Mr. Lock directly owns 200,000 Common Shares. Mr. Lock will be granted a stock option after closing of the Offering, subject to regulatory approval. See **“Options to Purchase Securities”**, **“Principal Shareholders”**, **“Prior Sales”** and **“Directors, Officers and Promoters”**.

#### **CONFLICTS OF INTEREST**

There are potential conflicts of interest to which the directors, officers, insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers, insiders and promoters have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in business and corporations on their own behalf and on behalf of other corporations. Accordingly, situations may arise where some or 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 prescribed by the *Business Corporations Act* (British Columbia), the Exchange and applicable securities law, regulations and policies.

#### **RELATED PARTY TRANSACTIONS**

Other than as disclosed, there are no material transactions with the directors, officers, promoters or principal holders of the Corporation’s securities that have occurred since the date of incorporation of the Corporation.

#### **DILUTION**

Purchasers of the Common Shares offered hereunder will suffer an immediate dilution of 20% or \$0.02 per Common Share, on the basis of there being 5,000,000 Common Shares of the Corporation issued and outstanding assuming completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised under 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**

The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares, which list is not exhaustive:

- (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. See **"Directors, Officers and Promoters"** and **"Conflicts of Interest"**;
- (d) Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 20% or \$0.02 per Common Share. See **"Dilution"**;
- (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 the fair value for the shareholder's 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 will pass upon the merits of the proposed Qualifying Transaction;

- (o) In the event that management, directors or experts of the Corporation reside outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada;
- (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 which are not all-inclusive, 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.**

#### **LEGAL PROCEEDINGS**

The Corporation is currently not a party to any legal proceedings, nor to its knowledge are any such proceedings contemplated.

#### **RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS**

Certain legal matters relating to the Offering will be passed upon by Fraser and Company LLP on behalf of the Corporation, and by Thomas, Rondeau LLP, on behalf of the Agent. As at the date hereof, the partners and associates of Fraser and Company LLP, as a group, own 10% of Common Shares of the Corporation. None of the partners and associates of Thomas, Rondeau LLP, own, directly or indirectly, any Common Shares. Further, as of the date hereof, none of the partners of the Corporation's auditors, Dale Matheson Carr-Hilton LaBonte, own, directly or indirectly, any Common Shares. However, partners, associates or employees of such firms may subscribe for Common Shares pursuant to this Offering. Other than David W. Smalley, who is a director of the Corporation and a partner with the firm of Fraser and Company LLP, no Professional Person, Responsible Solicitor or any partner of a Responsible Solicitor's firm is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a promoter of the Corporation or an Associate or Affiliate of the Corporation. The Responsible Solicitor for the Corporation is David W. Smalley of Fraser and Company LLP, Suite 1200, 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2. Mr. Smalley is also a director of the Corporation.

#### **AUDITORS, TRANSFER AGENT AND REGISTRAR**

The auditors of the Corporation are Dale Matheson Carr-Hilton Labonte, Chartered Accountants, Suite 1700, 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1.

The transfer agent and registrar of the Corporation is Pacific Corporate Trust Company, 2<sup>nd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

#### **MATERIAL CONTRACTS**

The Corporation has not entered into any material contracts and will not enter into any material contracts prior to the closing of this Offering, other than:

- (a) Stock Option Plan dated April 26, 2007. See "**Options to Purchase Securities**".

- (b) Registrar and Transfer Agent Agreement dated May 9, 2007, between the Corporation and the Escrow Agent.
- (c) CPC Escrow Agreement dated April 27, 2007, among the Corporation, the Escrow Agent and those shareholders of the Corporation that executed such agreement. See **“Escrowed Securities”**.
- (d) Agency Agreement dated \_\_\_\_\_, 2007, between the Corporation and the Agent. See **“Plan of Distribution”**.

Copies of these agreements will be available for inspection at the registered office of the Corporation, at Suite 1200, 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2 during ordinary business hours which the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

#### **OTHER MATERIAL FACTS**

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

#### **PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

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

## AUDITORS' CONSENT

We have read the prospectus of Enviro Energy Capital Corp. ("the Company") dated \_\_\_\_\_, 2007 relating to the offering of up to 3,000,000 Common Shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Company on the balance sheets of the Company as at April 30, 2007 and the statements of operations and retained earnings (deficit) and cash flows for the period ended April 30, 2007. Our report is dated XXXXXXXXXX.

Vancouver, B.C.  
\_\_\_\_\_, 2007

*"Draft"*  
\_\_\_\_\_  
DALE MATHESON CARR HILTON LABONTE LLP  
CHARTERED ACCOUNTANTS

**ENVIRO ENERGY CAPITAL CORP.**

**Financial Statements**

**APRIL 30, 2007**

---

## **AUDITORS' REPORT**

To the Directors of  
Enviro Energy Capital Corp.

We have audited the balance sheet of Enviro Energy Capital Corp. as at April 30, 2007 and the statements of loss and deficit and cash flows for the period from the date of incorporation on March 14, 2007 to April 30, 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 an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2007 and the results of its operations and its cash flows for the period from the date of incorporation on March 14, 2007 to April 30, 2007 in accordance with Canadian generally accepted accounting principles.

Vancouver, Canada  
May 16, 2007

Chartered Accountants

# ENVIRO ENERGY CAPITAL CORP.

Balance Sheet

April 30, 2007

---

## Assets

### Current assets:

Cash	\$	81,876
GST receivable		644
Deferred costs (note 3)		28,500

---

\$ 111,020

## Liabilities and Shareholders' Equity

### Current liabilities:

Accounts payable and accrued liabilities	\$	17,200
--	----	--------

### Shareholders' equity:

Share capital (note 4)	100,000
Deficit	(6,180)

---

93,820

---

\$ 111,020

Nature of operations (note 1)

Prospectus (note 5)

See accompanying notes to financial statements.

Approved on behalf of the Board:

(signed) "Mark A. McLeary"

Mark A. McLeary, CEO, President, and Director

(signed) "Tom A. Kordyback"

Tom A. Kordyback, CFO and Director

# ENVIRO ENERGY CAPITAL CORP.

Statement of Loss and Deficit

For the period March 14, 2007 (Date of Incorporation) to April 30, 2007

---

Expenses:

Bank charges and interest	\$	24
Professional fees		6,156

---

Loss, being deficit end of the period	\$	(6,180)
---------------------------------------	----	---------

---

Weighted average number of common shares outstanding		257,534
--	--	---------

---

Basic and diluted loss per common share	\$	(0.02)
---	----	--------

---

See accompanying notes to financial statements.

# ENVIRO ENERGY CAPITAL CORP.

Statement of Cash Flows

For the period March 14, 2007 (Date of Incorporation) to April 30, 2007

---

Cash provided by (used in):

Operating Activities:

Loss for the period	\$	(6,180)
---------------------	----	---------

Changes in non-cash working capital:

GST receivables		(644)
-----------------	--	-------

Accounts payable and accrued liabilities		6,200
--	--	-------

---

Net cash used in operating activities		(624)
---------------------------------------	--	-------

---

Financing Activities:

Deferred costs		(17,500)
----------------	--	----------

Proceeds on share issuance		100,000
----------------------------	--	---------

---

Net cash provided by financing activities		82,500
---	--	--------

---

Cash, end of period	\$	81,876
---------------------	----	--------

---

Supplementary cash flow information:

---

Significant non-cash transactions for the period ended April 30, 2007 include the Company accruing professional fees of \$11,000 as deferred costs.

---

Cash paid for interest	\$	-
------------------------	----	---

---

Cash paid for income taxes	\$	-
----------------------------	----	---

---

See accompanying notes to financial statements.

# ENVIRO ENERGY CAPITAL CORP.

Notes to Financial Statements, page 1  
April 30, 2007

---

## 1. Nature of operations

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) on March 14, 2007.

The Company has applied to become a Capital Pool Company as its principal business is the identification and evaluation of companies, assets or a business with a view to completing a Qualifying Transaction in accordance with Policy 2.4 of the TSX Venture Exchange ("Exchange"). Such a transaction will be subject to shareholder and regulatory approval.

The Company's continuing operations are dependent upon its ability to identify, evaluate and negotiate a Qualifying Transaction.

## 2. Significant account policies

### a. Measurement uncertainty

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates used in the financial statements.

### b. Financial instruments

The carrying amounts of cash, and accounts payable and accrued liabilities approximate fair value because of the short-term maturity of these items.

### c. Stock-based compensation

The Company has adopted the accounting recommendations of the CICA Handbook, *Stock-based compensation and other stock-based payments*, whereby it will be expensing all stock-based compensation awards at fair value commencing with its initial fiscal period ending April 30, 2007.

### d. Loss per share

The Company uses the treasury stock method for the computation and disclosure of loss per share. The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments which assumes that proceeds received from in-the-money stock options are used to repurchase common shares at the prevailing market rate.

Basic loss per share figure has been calculated using the weighted monthly average number of shares outstanding during the period. Diluted loss per share figure is equal to that of basic loss per share for the period since the effects of the stock options and other dilutive instruments have been excluded as they are anti-dilutive.

# ENVIRO ENERGY CAPITAL CORP.

Notes to Financial Statements, page 2

April 30, 2007

---

## 2. Significant account policies (continued)

### e. Future income taxes

Future income taxes are recognized for the future income tax consequences attributable to differences between financial statement carrying values and their corresponding tax values (temporary differences). Future income tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in years in which temporary differences are expected to be recovered, or settled. The effect on futures income tax assets and liabilities of a change in tax rates is included in income in the period in which the change occurs. The amount of future income tax assets that would be recognized is limited to the amount that, in the opinion of management, is more likely than not to be realized.

### f. Risk management

The Company has not yet generated any revenue and as a result is not exposed to significant credit concentration risk. The Company is not exposed to significant interest rate risk.

The Company's functional currency is the Canadian dollar. All current operations occur within Canada. There is currently no significant foreign exchange risk to the Company.

## 3. Deferred costs

Deferred costs are recorded at cost and include costs relating to the listing of the Company on the Exchange and undertaking an initial public offering ("IPO"). Upon successful completion of the IPO, these costs will be recorded as a reduction of share capital. If the IPO is not successfully completed, these costs will be charged to the statement of loss and deficit.

See note 5.

# ENVIRO ENERGY CAPITAL CORP.

Notes to Financial Statements, page 3

April 30, 2007

## 4. Share capital

### (a) Authorized

Unlimited number of common shares without par value.

### (b) Issued and fully paid

	Number of Shares	Amount
Common shares issued for cash	2,000,000	\$100,000

During the current period ended April 30, 2007, 2,000,000 common shares at \$0.05 per share were issued to directors and associates of directors and officers of the Company for gross proceeds of \$100,000. All shares will be held in escrow and will be deposited with a trustee 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 approving a Qualifying Transaction and an additional 15% will be released every six months following the initial release over a period of thirty six months.

### (c) Stock Options

On April 27, 2007, the Company adopted an incentive stock option plan, which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares to be outstanding at Closing. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any common shares acquired pursuant to the exercise of options prior to completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the final Exchange bulletin is issued.

On April 27, 2007 the Company approved the grant of 475,000 incentive stock options pursuant to the Stock Option Plan to its directors and officers immediately upon approval of the Company's IPO by the securities regulatory authorities. The options are exercisable for a period

# ENVIRO ENERGY CAPITAL CORP.

Notes to Financial Statements, page 4

April 30, 2007

---

## 4. Share capital (continued)

of up to five years at a price of \$0.11 per share. The Company will record a fair value for the stock options on the date the IPO is approved.

## 5. Prospectus

On April 10, 2007, the Company entered into an engagement letter and appointed Union Securities Ltd. (the "Agent") as lead agent of a proposed IPO of 3,000,000 common shares of the Company at \$0.10 per share for gross proceeds of \$300,000. The Agent will receive a commission of 8% of the gross proceeds of the offering and a corporate finance fee of \$10,000 on closing the offering. The Company will also grant the Agent a non-transferable option ("agent's option") to acquire up to 8% of all common shares issued in the offering at an exercise price of \$0.10 per common share exercisable for a period of 24 months from the date the Company's common shares are listed for trading on the Exchange.

On April 13, 2007, the Company paid \$10,000 in respect of the corporate finance fee and \$7,500 in respect of offering expenses was paid to the Agent. These costs will be recorded as deferred costs until the completion of the IPO.

See note 3.

## 6. Related Party Transaction

During the period ended April 30, 2007, the Company accrued professional fees of \$12,200 to a law firm of which a director of the Company is a partner. The amount is included in accounts payable and accrued liabilities as at April 30, 2007.

**CERTIFICATE OF THE CORPORATION**

Dated: May 25, 2007

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

(signed) "*Mark A. McLeary*"

\_\_\_\_\_  
Mark A. McLeary,  
President and Chief Executive Officer

(signed) "*Thomas A. Kordyback*"

\_\_\_\_\_  
Thomas A. Kordyback,  
Chief Financial Officer

**ON BEHALF OF THE BOARD**

(signed) "*Brian Lock*"

\_\_\_\_\_  
Brian Lock,  
Director

(signed) "*David W. Smalley*"

\_\_\_\_\_  
David W. Smalley,  
Director

## CERTIFICATE OF THE PROMOTER

Dated: May 25, 2007

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

(signed) "*Brian Lock*"

---

Brian Lock

**CERTIFICATE OF THE AGENT**

Dated: May 25, 2007

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

**UNION SECURITIES LTD.**

per: (signed) "Rex Thompson"  
Rex Thompson  
Executive Vice President and Director