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.

PROSPECTUS

Initial Public Offering **September 19, 2007**

PULSE CAPITAL CORP.
(a capital pool company)

$500,000

2,500,000 common Shares

Price: $0.20 per Common Share

The purpose of this offering (the "Offering") is to provide Pulse Capital Corp. (the "Company") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. The Company offers through its agent, Bolder Investment Partners Ltd. (the "Agent"), 2,500,000 common shares of the Company (the "Common Shares") to the public at a price of $0.20 per Common Share. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the "Exchange") and in the case of a Non-Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the "CPC Policy"). The Company is a Capital Pool Company ("CPC"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Company" and "Use of Proceeds".

	Price to Public	**Agent's Commission(1)**	**Net Proceeds to the Company(2)**
Per Common Share	$0.20	$0.02	$0.18
Total Offering(3)	$500,000	$50,000	$450,000

Notes:

(1) A commission equal to 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent will be reimbursed for its reasonable legal fees plus disbursements and taxes estimated to be $10,000 and other expenses incurred pursuant to this Offering, of which a retainer of $5,000 has been paid by the Company to the Agent. The Company will also pay the Agent an administration fee of $10,000 on closing of the Offering. Further, the Company will grant to the Agent non-transferable warrants (the "Agent's Warrants") to acquire Common Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering at an exercise price of $0.20 per Common Share, exercisable for a period ending 24 months from the date of listing of the Common Shares on the Exchange. This prospectus qualifies the grant of all of the Agent's Warrants. See "Plan of Distribution".

(2) Before deducting the expenses of the Offering estimated at $65,000 which includes legal and audit fees and other expenses of the Company, Agent's expenses and legal fees, and the listing fee payable to the Exchange. See "Use of Proceeds".

(3) A total of 2,500,000 Common Shares are offered by this prospectus. In addition, this prospectus qualifies for distribution the grant of the Agent's Warrants.

This Offering is made on a “commercially reasonable efforts” basis by the Agent and is subject to a minimum subscription of 2,500,000 Common Shares for total gross proceeds to the Company of $500,000. The offering price of the Common Shares was determined by negotiation between the Company and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement (the “Agency Agreement”) to be entered into between the Company and the Agent and referred to under “Plan of Distribution”. This Offering is not underwritten and if the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the regulator, the Agent and the persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction unless the subscribers have otherwise instructed the Agent. See “Plan of Distribution”.

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

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent’s Warrants and the grant of options to the directors, officers and consultants of the Company, trading in all securities of the Company is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

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

There is no market through which the Common Shares offered by this prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of $0.05 or 25%.

The Company was only recently incorporated and does not currently own any assets other than cash. The business objective of the Company is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange and in the case of a Non-Arm’s Length Qualifying Transaction, as hereinafter defined, the Majority of the Minority Approval, as hereinafter defined; however, there can be no assurance that the Company will successfully complete a Qualifying Transaction. Although the Company has commenced the process of identifying potential acquisitions, the Company has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Company has not entered into an Agreement in Principle, as hereafter defined. The Company may find that even if the terms of a potential acquisition are economic, the Company may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the Company has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Company, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws of Canada. Where the investment or acquisition is financed by the issuance of shares from the Company’s treasury, control of the Company may change and shareholders may suffer further dilution of their investment.

The Company will be in competition with other Companies with greater resources. The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or delist the Common Shares where the Company has failed to complete a Qualifying Transaction within 24 months of the date of listing. The applicable securities regulatory authority may issue a cease trade order against the Company's securities if the Common Shares of the Company are suspended or delisted from trading on the Exchange. In addition, delisting of the Common Shares will result in the cancellation of all of the Common Shares of the Company owned by insiders issued prior to this Offering.

Investors must rely solely on the expertise of the Company's promoters, directors and officers for any possible return on their investment. The Company's promoters, directors, officers and control persons, and their associates and affiliates, as a group, beneficially own or control, directly or indirectly 1,000,000 Common Shares, which represents 46.5% of the issued and outstanding Common Shares before giving effect to this Offering and 21.5% (undiluted) of the issued and outstanding Common Shares after giving effect to this Offering, assuming that no Common Shares are purchased by these persons under this Offering. The directors and officers of the Company will only devote part of their time to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. See "Dilution", "Business of the Company", "Directors, Officers and Promoters", "Use of Proceeds" and "Risk Factors".

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 50,000 of the total Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 100,000 of the total number of Common Shares offered under this prospectus.

Upon completion of the Offering, the Company must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non-Arm's Length Parties to the Company.

The Agent conditionally offers the Common Shares on a "commercially reasonable efforts" basis, if, as and when subscriptions are accepted by the Company, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement and subject to the approval of certain legal matters by Boughton Law Corporation, 1000 – 595 Burrard Street, Vancouver, British Columbia, on behalf of the Company and by McCollough, O'Connor Irwin LLP, 1100 - 888 Dunsmuir Street, Vancouver, British Columbia, on behalf of the Agent.

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

BOLDER INVESTMENT PARTNERS LTD.
Suite 800 – 1450 Creekside Drive
Vancouver, BC
V6J 5B3

Telephone: (604) 714-2300
Facsimile: (604) 714-2301

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GLOSSARY

"**Affiliate**" means an issuer that is affiliated with another company as described below.

An issuer is an "**Affiliate**" of another issuer if:

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

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

An issuer is "**controlled**" by a Person if:

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

(b) the voting rights attached to those voting securities are entitled, if exercised, to elect a majority of the directors of the issuer.

A Person beneficially owns securities that are beneficially owned by:

(a) an issuer controlled by that Person, or

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

"**Agency Agreement**" means the agency agreement dated September 19, 2007 between the Company and the Agent.

"**Agent**" means Bolder Investment Partners, Ltd.

"**Agent's Warrants"** means the non-transferable warrants to be granted by the Company to the Agent and its sub-agents, if any, entitling the Agent to acquire up to 250,000 Common Shares at a price of $0.20 per share, for a period of 24 months from the date of listing of the Common Shares on the Exchange.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

(b) any partner of the Person;

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

(d) in the case of a Person who is an individual, a relative of that Person including:

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

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

but

where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member Company or holding company of a Member Company, then such determination shall be determinative of their relationships with respect to that Member firm, Member Company or holding company.

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

"**Common Shares**" means the common shares in the capital of the Company.

"**company**" unless specifically indicated otherwise, means a company, 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 that holds or is one of a combination of Persons or companies that holds a sufficient number of any of the voting 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.

"**Company**" means Pulse Capital Corp., a company incorporated under the laws of the Province of British Columbia.

"**CPC**" means a company:

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

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

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

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

"**Escrow Agreement**" means the escrow agreement to be entered into on Closing among the Company, the Trustee and the founding shareholders of the Company.

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

"**Final Exchange Bulletin**" means the Exchange bulletin that 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 a company that is itself an Insider or subsidiary of the issuer;

(c) a Person that has

(i) direct or indirect beneficial ownership of,

(ii) control or direction over, or

(iii) a combination of direct or indirect beneficial ownership of and of control or direction over securities of the issuer carrying more than 10% of the voting rights attached to all the issuer's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the Person as underwriter in the course of a distribution; or

(d) the issuer itself, if it has purchased, redeemed or otherwise acquired any securities of its own issue, for so long as it continues to hold those securities.

"**issuer**" means a company which

(a) has a security outstanding,

(b) is issuing a security, or

(c) proposes to issue a security.

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

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

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

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

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

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

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

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

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

"**Minimum Listing Requirements**" means the minimum financial, distribution and other standards that must be met by applicants seeking a listing on a particular tier of the Exchange.

"**NEX**" means the separate board of the Exchange that provides a new trading forum and simplified rules for listed companies that have fallen below the Exchange's ongoing listing standards and for CPCs that have not completed a Qualifying Transaction within the required time in accordance with the CPC Policy.

"**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 control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

"**Person**" means a company or individual.

"**Principal**" means:

(a) a Person 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 the 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 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; and

(d) a 10% holder - a Person that:

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

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

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

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

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

"**promoter**" has the meaning specified in section l(1) of the *Securities Act* (British Columbia).

"**Pro Group**" includes, either individually or as a group: (a) the Member; (b) employees of the Member; (c) partners, officers and directors of the Member; (d) Affiliates of the Member; and (e) Associates of any parties referred to in (a) through (d) of this definition. In addition, the Exchange may, in its discretion, exclude any Person from the Pro Group where it determines that the Person is acting at arm's length of the Member or include at its discretion any Person where it determines that the Person is not acting at arm's length of the Member. In certain circumstances, the Member may deem a Person who would otherwise be included in the Pro Group to be excluded from the Pro Group, as set out in the definition of the "Pro Group" in Exchange Policy 1.1 "*Interpretation*".

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

"**Related Party Transaction**" has the meaning ascribed to that term under Appendix 5B of the Exchange **-** Ontario Securities Commission Rule 61-501, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

"**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.*

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

"**Trustee**" means Pacific Corporate Trust Company.

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

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.

The Company:	Pulse Capital Corp.
Business of the Company:	The Company is a capital pool company pursuant to the policies of the Exchange. The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Company".
Offering:	The Company is offering to the public, through the Agent, 2,500,000 Common Shares at a price of $0.20 per Common Share for gross proceeds of $500,000. In addition, the Company has granted to the Agent warrants to purchase up to 250,000 Common Shares at a price of $0.20 per Common Share for a period of 24 months from the date of listing of the Common Shares on the Exchange, which option is qualified under this prospectus. See "Plan of Distribution".
Directors and Management:	**Grant Macdonald** — President, Chief Executive Officer, Chief Financial Officer, Secretary and Director **Shirley Kancs** — Director **Erich Sager** — Director
Use of Proceeds:	The total funds available to the Company, including the balance of cash proceeds raised prior to this Offering and the net proceeds of this Offering, will be approximately $600,000. The total available funds will provide the Company with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Company may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating business or assets. See "Use of Proceeds", "Business of the Company - Method of Financing" and "Risk Factors".
Escrowed Securities:	All Common Shares that were issued prior to this Offering at a price below $0.20 per Common Share, being 2,150,000 Common Shares, will be deposited in escrow pursuant to the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".
Risk Factors:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Company's business and its present stage of development. The Company was only recently incorporated and has no active business or assets other than cash. It

does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Company and can afford to risk the loss of their entire investment. The directors and officers of the Company will only devote part of their time and attention to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 25% or $0.05 per Common Share. There can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, if ever, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transactions. The Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.

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

THE COMPANY

The Company was incorporated under the *Business Corporations Act* (British Columbia) on October 26, 2006.

The head office of the Company is located at Suite 2250 – 1055 West Georgia Street, Vancouver, BC, V6E 3P3. The registered office of the Company is located at 1000 – 595 Burrard Street, Vancouver, British Columbia, V7X 1S8. The Company does not have any subsidiaries.

BUSINESS OF THE COMPANY

Preliminary Expenses

The Company has incurred actual expenses to June 30, 2007 in the aggregate amount of $67,009 in respect of its incorporation, office and bank charges, professional fees, rent, salaries and administrative expenses. From incorporation to June 30, 2007, the Company has incurred actual expenses totalling $5,000 in respect of fees of the Agent, fees of the Exchange related to the Company's listing application and fees of securities regulatory authorities related to filing of this prospectus. Part of the net proceeds of the Offering will be utilized to satisfy additional obligations of the Company related to this Offering, including the expenses of its auditor, legal fees, fees of the Agent and its legal counsel, and fees of the Exchange and securities regulatory authorities. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

To date, the Company has not conducted operations of any kind. The Company is a capital pool company pursuant to the policies of the Exchange. The Company 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.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

Process of Identification of a Qualifying Transaction

The Company proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Company's directors. Once a prospective acquisition target has been identified and evaluated, the Company will proceed to negotiate the terms upon which it may acquire an interest in the asset or business.

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

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

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

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

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

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

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

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

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

Minimum Listing Requirements

The Resulting Issuer must satisfy the Exchange's Minimum Listing Requirements (other than public distribution requirements) for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable policies of the Exchange.

Trading Halts, Suspension and Delisting

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

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

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

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

A trading halt may also be imposed by the Exchange where the Company fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the CPC fails to file post-meeting or final documents 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 Company where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months after the date of listing. In the event that the Common Shares of the Company are delisted by the Exchange, within 90 days from the date of such delisting, the Company must wind up and must make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Company, approve another use of the remaining assets. See "Filings and Shareholders Approval of a Non-Arm's Length Qualifying Transaction" above.

If the Company does not complete a Qualifying Transaction within 24 months after the date of listing, the Company may apply for listing on NEX rather than be delisted. In order to be eligible to list on NEX, the Company must:

(a) obtain majority shareholder approval for the transfer to NEX exclusive of the votes of Non-Arm's Length Parties to the Company; and

(b) either:

    (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Company at a discount to 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 the escrowed Common Shares purchased by Non-Arm's Length Parties to the Company so that the average cost of the remaining escrowed Common Shares is at least equal to the Offering price.

If the Company lists the Common Shares on NEX, it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

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

(a) the Resulting Issuer fails to satisfy the applicable Minimum Listing Requirements of the Exchange upon completion of the Qualifying Transaction;

(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 finance company, financial institution, finance issuer, or mutual fund, as defined in applicable securities legislation;

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Company from the sale of the Common Shares distributed under this prospectus will be $500,000. The gross proceeds received by the Company from the sale of 2,150,000 Common Shares prior to the date of the prospectus was $215,000. The Company incurred expenses and costs totalling $3,500 with respect to the organization of the Company and the issuance of

Common Shares. The expenses and costs of this Offering incurred to date and expected to be incurred total approximately $65,000. The Company estimates that $600,000 will be available to it upon completion of the Offering.

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

Cash proceeds raised prior to this Offering [(1)]	$215,000
Expenses and costs relating to raising the cash proceeds	(3,500)
Cash proceeds to be raised pursuant to this Offering [(2)]	$500,000
Expenses and costs relating to the Offering (including listing fees, Agent's commission and expenses, legal fees, audit fees and expenses)	(115,000)
Estimated funds available (on completion of the Offering)	$596,500
Funds available for identifying and evaluating assets or business prospects [(3)]	210,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction [(4)]	120,000
Total Net Proceeds	$596,500

Notes:

(1) See "Prior Sales".

(2) If the Agent exercises the Agent's Warrants or the directors, officers or consultants exercise their options there will be available to the Company a maximum of an additional $50,000, which will be added to the working capital of the Company. There is no assurance that the Agent's Warrants or options will be exercised.

(3) If the Company enters into an Agreement in Principle prior to spending the entire $210,000 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.

(4) See "Restrictions on Use of Proceeds".

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

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

Permitted Use of Funds

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

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

(a) valuations or appraisals;

(b) business plans;

(c) feasibility studies and technical assessments;

(d) sponsorship reports;

(e) engineering or geological reports;

(f) financial statements, including audited financial statements;

(g) fees for legal and accounting services; and

(h) Agent's fees, costs and commissions,

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

In addition, with the prior acceptance of the Exchange, up to an aggregate of $225,000 may be advanced as a refundable deposit or secured loan by the Company to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction, provided that:

(a) the Qualifying Transaction has been publicly announced;

(b) due diligence with respect to the Qualifying Transaction is well underway;

(c) either a Sponsor has been engaged or sponsorship has been waived; and

(d) the advance has been announced in a news release at least 15 days prior to the date of any such advance.

A maximum aggregate amount of $25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

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

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

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

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

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

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

(iii) equipment leases; and

(iv) fees for legal advice and audit expenses relating to matters other than those described above under “Permitted Use of Funds”.

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

Private Placements for Cash

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

Prohibited Payments to Non-Arm’s Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Company has appointed the Agent as its agent to offer for sale on a "commercially reasonable efforts" basis to the public, 2,500,000 Common Shares as provided in this prospectus, at a price of $0.20 per Common Share, for gross proceeds of $500,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. The Agent will also receive Agent's Warrants to purchase that number of common shares as is equal to 10% of the total number of common shares issued under this prospectus for a period of 24 months from the date of listing of the common shares on the Exchange at a price of $0.20 per common share. Further, the Company will pay the Agent an administration fee of $10,000 plus GST on closing of the Offering and the Agent's reasonable legal fees plus disbursements and taxes estimated to be $10,000, and other expenses incurred pursuant to the Offering estimated at $13,000, of which a $5,000 retainer has been paid by the Company to the Agent. All of the Agent's Warrants are qualified under this prospectus. The Agent intends to sell to the public any Common Shares received by it upon the exercise of the Agent's Warrants. Not more than 50% of the 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.

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

Right of First Refusal

The Company has granted the Agent a right of first refusal to act as lead selling agent in connection with any further brokered equity financing that it requires or proposes to obtain during the 24 months following the date the Common Shares are listed on the Exchange. The right of first refusal must be exercised by the Agent within 15 days following the receipt of notice from the Company of such financing. If the Agent declines to exercise its right of first refusal, it will retain the right to sell up to 15% of the total number of securities to be offered pursuant to such financing, at its sole discretion.

In addition to the right of first refusal above, during the 24 months following the date the Common Shares are listed on the Exchange, the Agent will have the right of first refusal to act as sponsor to the Company in connection with the Qualifying Transaction provided such sponsorship is required by the Exchange or the policies of the Exchange. This right of first refusal must be exercised in writing by the Agent within 15 days of notice by the Company, failing which the Company will be free to make other arrangements to obtain sponsorship.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for 2,500,000 Common Shares at a price of $0.20 per Common Share for total gross proceeds of $500,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 50,000 of the total Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4% or 100,000 of the total number of Common Shares under the Offering. The funds received from this Offering will be deposited with the Agent, and will not be released until a minimum of $500,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the regulator 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.

Upon completion of the Offering, the Company must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non-Arm's Length Parties to the Company.

Determination of Price

The price of the Common Shares has been determined through negotiation between the Company and the Agent.

Listing Application

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

Restrictions on the Agent

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

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

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

Restrictions 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 options to the directors, officers and consultants of the Company, no securities of the Company will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES

Common Shares

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 2,150,000 Common Shares issued and outstanding as fully paid and non-assessable. In addition, 465,000 Common Shares are reserved for issuance pursuant to the exercise of options to be granted to directors and officers of the Company, 2,500,000 Common Shares are reserved for issuance under this prospectus, and 250,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Warrants. See "Plan of Distribution" and "Options to Purchase Securities - Options Granted".

The holders of Common Shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per Common Share at meetings of the shareholders of the Company and, upon liquidation, to share equally in such assets of the Company as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as at June 30, 2007 (1)	Amount to be Outstanding after giving effect to the Offering (2) (3)
Common Shares	unlimited	$215,000 (2,150,000shares) (4)	$715,000 (4,650,000 shares) (4)

Notes:

(1) As at June 30, 2007, 2007, the Company had not commenced commercial operations.

(2) The Company has reserved a total of 465,000 Common Shares pursuant to its stock option plan for options to be granted to directors, officers and technical consultants of the Company at a price of $0.20 per share. The options to be granted to directors, officers and consultants will have a five year term. See "Options to Purchase Securities". The Company has also reserved an aggregate of 250,000 Common Shares at an exercise price of $0.20 per Common Share that expire 24 months from the date of listing of the Common Shares on the Exchange, pursuant to the Agent's Warrants. See "Plan of Distribution".

(3) Based on gross proceeds of the Offering of $500,000 and before deducting the Agent's commission, fees and expenses and other expenses and costs of the Offering, estimated at $60,000. See "Use of Proceeds – Proceeds and Principal Purposes".

(4) 2,150,000 of these Common Shares are subject to escrow restrictions. See "Escrowed Securities"

If the Company issues treasury shares to finance an acquisition or participation, control of the Company may change and subscribers may suffer additional dilution of their investment.

OPTIONS TO PURCHASE SECURITIES

The Company has adopted an incentive stock option plan (the "Option Plan"), which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the Common Shares to be outstanding at Closing. Such options will be exercisable for a period of up to five years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all consultants will not exceed 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. See "Escrow Securities".

As at the date hereof, the Company has reserved 465,000 Common Shares pursuant to the stock options. The following options were granted to the Company's directors, officers and consultants on January 31, 2007 pursuant to exemptions from the prospectus and registration requirements under securities legislation:

Optionee	Number of Common Shares Reserved Under Option	Exercise Price Per Common Share	Expiry Date
Grant Macdonald	175,000	$0.20	5 years from the Date of Grant
Shirley Kancs	175,000	$0.20	5 years from the Date of Grant
Erich Sager	115,000	$0.20	5 years from the Date of Grant
TOTAL	**465,000**		

Note:

(1) For the purpose of the number of Common Shares reserved under the Option Plan and the number of options granted, the Company has taken into account the 2,500,000 Common Shares offered under this prospectus.

PRIOR SALES

Since the date of incorporation, the Company has issued 2,150,000 Common Shares as follows:

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Nature of Consideration Received
December 13, 2006	1,450,000 (1) (2)	$0.10	$145,000	Cash
December 29, 2006	700,000(1) (2)	$0.10	$70,000	Cash
TOTAL	**2,150,000(1) (2)**		**$215,000**	

Note:

(1) These Common Shares are subject to escrow restrictions. See "Escrowed Securities".
(2) No Common Shares were sold to members of the Aggregate Pro Group.

ESCROWED SECURITIES

Escrowed Securities Prior to the Completion of the Qualifying Transaction

All of the 2,150,000 Common Shares issued prior to this Offering at a price below $0.20 per Common Share and all Common Shares that may be acquired by Non-Arm's Length Parties to the Company either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common

Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Trustee under the Escrow Agreement.

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

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

Notwithstanding the foregoing, Common Shares acquired by Principals of the Company or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met. See “Escrowed Securities on Private Placement”.

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

Name and Municipality of Residence of Shareholder	**Number of Common Shares held in Escrow**	**Percentage of Shares Prior to Giving Effect to the Offering [(1)]**	**Percentage of Class after giving effect to this Offering [(1)]**
Grant Macdonald West Vancouver, British Columbia	450,000	20.9%	9.7%
Shirley Kancs North Vancouver, British Columbia	100,000	4.7%	2.2%
Erich Sager Zurich, Switzerland	450,000	20.9%	9.7%
Brook Riggins Vancouver, British Columbia	450,000	20.9%	9.7%
Murray Oliver Vancouver, British Columbia	100,000	4.7%	2.2%
Chadwick Wasilenkoff Vancouver, British Columbia	100,000	4.7%	2.2%
Frank Ramsperger Vancouver, British Columbia	200,000	9.3%	4.3%
388469 B.C Ltd. Vancouver, British Columbia	100,000	4.7%	2.2%
Robert Lim Vancouver, British Columbia	100,000	4.7%	2.2%
Rolf Tevely Vancouver, British Columbia	100,000	4.7%	2.2%
TOTAL	**2,150,000**	**100%**	**46.2%**

Note:

(1) Assuming the shareholders who are a party to the Escrow Agreement do not purchase any Common Shares under the Offering. The percentages have been calculated without including any Common Shares that may be issued upon the exercise of the Agent's Warrants and the stock options granted to directors and officers.

The Escrow Agreement provides that the Common Shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without prior consent of the Exchange. The Escrow Agreement provides that if the holder of the escrowed shares becomes bankrupt, the Common Shares may be transferred within escrow to the trustee in bankruptcy or to such other person as is legally entitled to the Common Shares. The Escrow Agreement further provides that upon the death of the holder of the escrowed shares, the Common Shares will be released from escrow and certificates for the Common Shares will be delivered to the legal representative of the deceased shareholder.

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

Under the Escrow Agreement, 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on the dates that 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 application to the Exchange for listing as a Tier 1 Issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non-Arm's Length Party to the Company who holds escrowed Common Shares acquired at a price below the Offering price under this prospectus has irrevocably authorized and directed the Trustee to immediately cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Company. If however the Company applies for listing on NEX rather than be delisted, each Non-Arm's Length Party to the Company must either:

(a) cancel all escrowed Common Shares purchased at a discount to the Offering price in accordance with section 11.2(a) of the CPC Policy; or

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

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

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

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

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

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

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

Escrowed Securities On Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

The following table lists those persons who beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the issued Common Shares as of the date of hereof.

Name and Municipality of Residence of Shareholder	**Type of Ownership**	**Number of Common Shares held in Escrow**	**Percentage of Shares Prior to Giving Effect to the Offering (1)**	**Percentage of Class after giving effect to the Offering (1)**
Grant Macdonald West Vancouver, British Columbia	Direct	450,000	20.9%	9.7%
Brook Riggins Vancouver, British Columbia	Direct	450,000	20.9%	9.7%
Erich Sager Zurich, Switzerland	Direct	450,000	20.9%	9.7%

Note:

(1) Assuming all options are exercised by Mr. Macdonald and Mr. Sager and assuming the remaining options and Agents' Options are not exercised, Mr. Macdonald will own 25.61% and Mr. Sager will own 23.15% prior to giving effect to the Offering and Mr. Macdonald will own 12.65% and Mr. Sager will own 11.44% after giving effect to the Offering.

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors, senior officers, Insiders and Control Persons of the Company, collectively, is 46.5% prior to giving effect to this Offering and approximately 21.5% (undiluted) after giving effect to this Offering, assuming that no Common Shares are purchased by these persons under this Offering.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation, Security Holding and Involvement with other Reporting Issuers

The following table sets out the names of the current directors, officers and promoters of the Company, their municipalities of residence, their current positions with the Company, their principal occupations during the past five years and the number of shares of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held (2)	Percentage before Completion of Offering	Percentage on Completion of Offering (3)
Grant Macdonald[(1)] West Vancouver, BC President, Chief Executive Officer, Chief Financial Officer, Secretary and Director	President and CEO - D. Grant Macdonald Capital Corp. (September 1989 to Present); President – Zecotek Medical Systems Inc. (September 2001 – January 2006); Chief Financial Officer – Zecotek Medical Systems Inc. (April 2005 – June 2006) ; Senior VP and Director - Canaccord Capital Corp. (November 1998 to March 2005); Chairman - Hybridge Investment Management Inc. (June 1997 – November 2006)	450,000[(2)]	20.9%	9.7%
Shirley Kancs[(1)] North Vancouver, BC Director	Secretary (Accountant) - Zecotek Medical Systems Inc (June 1998 – December 2006); Accountant - Hybridge Investment Management Inc. (June 1997 – Present); Accountant – D. Grant Macdonald Capital Corp. (April 1994 – Present)	100,000[(2)]	4.6%	2.1%
Erich Sager[(1)] Zurich, Switzerland Director	Partner – Lamont/Belmont AG (May 1996 – September 2006); Chairman & President - Calltrade Carrier Services AG (2000 – Present); Partner - Limetree Capital AG (September 2006 – Present)	450,000[(2)]	20.9%	9.7%

Notes:

(1) Member of the Company's audit committee. The Company does not have any other board committees. Each director holds office until the next annual meeting of shareholders.

(2) These Common Shares are subject to escrow restrictions. See "Escrow Provisions".

(3) Assuming that no Common Shares are purchased by any of the above directors and officers of the Company under this Offering. The percentages have been calculated without including any Common Shares that may be issued upon the exercise of the Agent's Warrants and the stock options granted to directors and officers.

It is expected that initially, Grant Macdonald will devote approximately 25% of his time to the affairs of the Company. The remaining directors will devote such time and expertise as is required by the Company. Time actually spent may vary according to the needs of the Company.

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

Grant Macdonald (Age 70)

Mr. D. Grant Macdonald is a graduate of the University of British Columbia Law School and from 1959 to 1982 practiced law in the Province of British Columbia, engaged principally in the fields of criminal and civil litigation. After leaving the practice of law, Mr. Macdonald entered the sphere of private business, acquiring and operating several retail operations and acquiring and redeveloping historic real estate properties. In 1983 Mr. Macdonald entered the investment business by joining Continental Carlisle

Douglas (later Continental Securities) where he served in various executive capacities until 1989 when the firm merged with Yorkton Securities. Subsequently Mr. Macdonald was employed by and served in various executive positions with Yorkton Securities Ltd., Brink Hudson & Lefever Ltd and Canaccord Capital Corporation. He was Senior Vice President of Canaccord Capital from November 1998 until March 2005. In 1993 Mr. Macdonald created a venture capital firm, D. Grant Macdonald Capital Corp., of which he has been President and Chief Executive Officer until the present time. Mr. Macdonald was a member of and the Chairman of Hybridge Investment Management Inc., a Portfolio Management firm, from June 1997 until November 2006. In the area of public markets, Mr. Macdonald was a Director of TSX-V listed Zecotek Medical Systems Inc. and its predecessor companies from 1998 until May 2006, President from September 2001 until January 2006 and Chief Financial Officer from January 2006 until June 2006. Presently Mr. Macdonald manages his venture capital firm.

Shirley Kancs (Age: 54)

Ms. Shirley Kancs was a director of Zecotek Medical Systems Inc. from October 2000 to December 2006 and Corporate Secretary and accountant for Zecotek Medical Systems Inc. from June 1998 to December 2006. In addition, Ms. Kancs has been the accountant for Hybridge Investment Management since June 1997 and Corporate Secretary since July 1999. She has been the accountant for Macdonald Capital since 1994 and Corporate Secretary since January 1998.

Erich Sager (Age: 49)

Mr. Erich Sager has held the position of Chairman and President of Caltrade Carrier Service AG since 2004, the leading wholesale phone operator in Europe**.** He currently serves as a director of Scandinavian Mineral Ltd. and Raptor Pharmaceuticals Inc. He is a partner of Limetree Capital AG, an investment advisor firm. Mr. Sager is a Swiss citizen and holds a business degree from the School of Economics and Business Administration in Zurich, Switzerland. He has held a number of senior banking appointments in Switzerland, including Senior Vice-President, Private Banking, for Dresdner Bank (Switzerland) and Vice-President, Head of German Desk for Deutsche Bank (Switzerland) Ltd.

Aggregate Ownership of Securities

Upon the completion of the Offering, the directors, officers, promoters and other members of management of the Company, as a group, will own, directly or indirectly, 1,000,000 Common Shares of the Company representing approximately 46.5% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Warrants and options and that no Common Shares are purchased by these persons under this Offering).

Audit Committee

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Company is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Company's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Company's auditor. The audit committee of the Company currently consists of Grant Macdonald, Shirley Kancs and Erich Sager. Once the Company has obtained a receipt for its CPC prospectus from the securities regulatory authorities, the Company will also be subject to the requirements of Multilateral Instrument 52-110 *Audit Committees.*

Other Reporting Issuers Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Period
Grant Macdonald	Zecotek Medical Systems Inc.	TSX-V	President	September 2001 - January 2006
			CFO	January 2006 – June 2006
			Director	August 1998 – May 2006
Shirley Kancs	Zecotek Medical Systems Inc.	TSX-V	Secretary Director	October 2000 – Present October 2000 – December 2006
Erich Sager	Zecotek Medical Systems Inc.	TSX-V	Director	January 2005 – Present
	Scandinavian Mineral Ltd.	TSE	Director	November 2005 - Present

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, Control Person or promoter of the Company has, within the last 10 years, been a director, officer or promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person

Penalties or Sanctions

Other than disclosed below, no director, officer, Insider, Control Person or Promoter of the Company 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-regulating authority that would be likely to be considered important to a reasonable investor making an investment decision. On November 23, 2006 a hearing panel of the Investment Dealers Association of Canada ("IDA"), pursuant to an approved Settlement Agreement, imposed discipline penalties on Canaccord Capital Corporation (Canaccord) and on D. Grant Macdonald and Paul Peter DiPasquali as Branch Managers at Canaccord for failing to properly supervise the activities of John Federick Pryde, a former Registered Representative at Canaccord. Mr. Macdonald's penalty was a fine of $125,000 and, being retired and unlicenced, agreeing never to apply for registration with any IDA members firm.

Personal Bankruptcies

No director, officer, Insider, Control Person or Promoter of the Company, or a personal holding company of any such persons has, within the 10 years before the date of the prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflicts of Interest

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

Executive Compensation

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

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

(i) salaries;

(ii) consulting fees;

(iii) management contract fees or directors' fees;

(iv) finder's fees;

(v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Company have also be granted stock options. See "Options to Purchase Securities".

After Completion of the Qualifying Transaction, the Company may pay remuneration to its officers if the directors feel the Company is able to do so. Except for stock options, no remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future. No payment other than the Permitted Reimbursements, will be made by the Company or by any party on behalf of the Company, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

PROMOTERS

Grant Macdonald may be considered to be the promoter of the Company, in that he took the initiative in founding and organizing the Company. See "Prior Sales" and "Principal Shareholders".

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 25% or $0.05 per Common Share on the basis of there being 4,650,000 Common Shares issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Company, and is set forth below:

Item	**Total Offering**
Gross proceeds of prior share issues	$ 215,000
Gross proceeds of this Offering	$ 500,000
Total gross proceeds after this Offering	$ 715,000
Offering price per share	$ 0.20
Gross proceeds per share after this Offering	$ 0.20
Dilution per share to subscriber	$ 0.05
Percentage of dilution in relation to offering price	25%

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Company's business and its present stage of development. The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares:

(a) the Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and will 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 Company's business and its present stage of development;

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 25% or $0.05 per Common Share calculated as set forth under "Dilution" above;

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

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

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

(h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company 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 Company of fair value for the Common Shares;

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Company will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Company will not be reinstated to trading until the Exchange has reviewed the transaction and until 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 Company completing the proposed Qualifying Transaction;

(l) trading in the Common Shares of the Company may be halted at other times for other reasons, including without limitation, for failure by the Company to submit documents to the Exchange in the time periods required;

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

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

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

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

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

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

DIVIDEND RECORD AND POLICY

The Company has not paid any dividends since incorporation and it has no plans to pay dividends. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time. All of the Common Shares are entitled to an equal share in any dividends declared and paid.

INVESTOR RELATIONS AGREEMENTS

The Company has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Company or its securities or to engage in activities for the purposes of stabilizing the market.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

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

RELATIONSHIP BETWEEN COMPANY AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Boughton Law Corporation, on behalf of the Company, and by McCullough O'Connor Irwin LLP, on behalf of the Agent. No Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or will receive a direct or indirect interest in the property of the Company or any Associate or Affiliate of the Company. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Company or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company, or a Promoter of the Company or of an Associate or Affiliate of the Company.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers of the Company have acquired Common Shares. See “Principal Shareholders”.

OTHER MATERIAL FACTS

To management’s knowledge, there are no other material facts about the Common Shares 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 Common Shares being distributed.

AUDITORS

The auditors of the Company are Berris Mangan, Chartered Accountants, at 1827 West 5th Avenue, Vancouver, British Columbia, V6J 1P5.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Common Shares is Pacific Corporate Trust Company, at 2nd Floor-510 Burrard Street, Vancouver, BC, V6C 3B9.

MATERIAL CONTRACTS

The following are the material contracts of the Company entered into since the date of its incorporation:

(a) Subscription agreement dated various dates between the Company and each holder of Common Shares issued prior to the date of this prospectus. See "Prior Sales".

(b) Registrar and Transfer Agent Agreement dated January 31, 2007 between the Company and the Trustee.

(c) Escrow Agreement dated for reference as of January 31, 2007 among the Company, the Trustee and certain shareholders of the Company. See "Escrowed Securities".

(d) Agency Agreement dated as of September 19, 2007 between the Company and the Agent. See "Plan of Distribution".

Copies of the material contracts described above may be inspected at the registered office of the Company located at the offices of Boughton Law Corporation, solicitors of the Company, located at Suite 1000, 595 Burrard Street, Vancouver, British Columbia, during normal business hours during the period of the distribution of the Common Shares under this prospectus and for a period of 30 days thereafter.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia and Alberta provide purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or 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 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 Pulse Capital Corp. (the "Company") dated September 19, 2007 related to the Company's proposed sale and issuance of common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with such 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 June 30, 2007 and March 31, 2007, and the statements of operations, comprehensive loss and deficit and cash flows for the interim period from April 1, 2007 to June 30, 2007 and for the period from incorporation on October 26, 2006 to March 31, 2007. Our report is dated August 17, 2007 (except as to Note 7 which is as of September 19, 2007).

Berris Mangan

Vancouver, B.C.
September 19, 2007

Chartered Accountants

PULSE CAPITAL CORP.

FINANCIAL STATEMENTS

JUNE 30, 2007

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CHARTERED ACCOUNTANTS

AUDITORS' REPORT

To the Directors of
Pulse Capital Corp.

We have audited the balance sheets of **Pulse Capital Corp.** as at June 30, 2007 and March 31, 2007 and the statements of operations, comprehensive loss and deficit, and cash flows for the interim period from April 1, 2007 to June 30, 2007 and for the period from incorporation on October 26, 2006 to March 31, 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 positions of the Company as at June 30, 2007 and March 31, 2007 and the results of its operations and its cash flows for the interim period from April 1, 2007 to June 30, 2007 and for the period from incorporation on October 26, 2006 to March 31, 2007, in accordance with Canadian generally accepted accounting principles.

Berris Mangan

CHARTERED ACCOUNTANTS

Vancouver, B.C.
August 17, 2007 (except as to Note 7 which is as of September 19, 2007)

1827 West 5th Avenue
Vancouver, BC V6J 1P5
604 682 8492 tel
604 683 4782 fax

PULSE CAPITAL CORP.
BALANCE SHEETS

	June 30, 2007	March 31, 2007
ASSETS		
CURRENT		
Cash	**$ 158,872**	**$ 184,073**
Interest receivable	**326**	-
Goods and services tax recoverable	**1,527**	**1,401**
	160,725	**185,474**
EQUIPMENT (Note 3)	**882**	**993**
	$ 161,607	**$ 186,467**
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	**$ 19,211**	**$ 15,987**
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 4(b))	**215,000**	**215,000**
CONTRIBUTED SURPLUS (Note 4(c))	**18,600**	**18,600**
DEFICIT	**(91,204)**	**(63,120)**
	142,396	**170,480**
	$ 161,607	**$ 186,467**

NATURE OF OPERATIONS AND GOING CONCERN ASSUMPTION (Note 1)

Approved on behalf of the Board:

"Grant Macdonald"
Director

"Shirley Kancs"
Director

See accompanying Notes to Financial Statements

PULSE CAPITAL CORP.
STATEMENTS OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT

	For the period April 1, 2007 to June 30, 2007	For the period October 26, 2006 to March 31, 2007
EXPENSES		
Amortization	$ 112	$ 812
Financing fees (Note 7)	-	5,000
Incorporation costs	-	3,500
Office and bank charges	1,209	1,160
Professional fees	10,724	17,794
Rent	9,963	9,849
Salaries and benefits	6,405	6,405
Stock-based compensation (Note 4(d))	-	18,600
	28,413	63,120
LOSS FROM OPERATIONS	(28,413)	(63,120)
INTEREST INCOME	329	-
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	(28,084)	(63,120)
DEFICIT, BEGINNING OF PERIOD	(63,120)	-
DEFICIT, END OF PERIOD	$ (91,204)	$ (63,120)
LOSS PER SHARE, BASIC AND DILUTED	$ (0.02)	$ (0.04)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	1,416,667	1,416,667

See accompanying Notes to Financial Statements

PULSE CAPITAL CORP.
STATEMENTS OF CASH FLOWS

	For the period April 1, 2007 to June 30, 2007	For the period October 26, 2006 to March 31, 2007
OPERATING ACTIVITIES		
Net loss for the period	$ (28,084)	$ (63,120)
Items not involving cash:		
Amortization	112	812
Stock-based compensation	-	18,600
	(27,972)	(43,708)
Changes in non-cash working capital:		
Increase in interest receivable	(326)	-
Increase in goods and services tax recoverable	(126)	(1,401)
Increase in accounts payable and accrued liabilities	3,223	15,987
	(25,201)	(29,122)
INVESTING ACTIVITIES		
Purchase of equipment	-	(1,805)
FINANCING ACTIVITIES		
Proceeds from shares issued	-	215,000
Advances from related party	-	1,000
Repayments to related party	-	(1,000)
	-	215,000
INCREASE (DECREASE) IN CASH FOR THE PERIOD	(25,201)	184,073
CASH AND EQUIVALENTS, BEGINNING OF PERIOD	184,073	-
CASH AND EQUIVALENTS, END OF PERIOD	$ 158,872	$ 184,073

See accompanying Notes to Financial Statements

1. NATURE OF OPERATIONS AND GOING CONCERN ASSUMPTION

Pulse Capital Corp. ("the Company") was incorporated on October 26, 2006 under the Business Corporations Act of British Columbia. As described in Note 7, the Company is seeking to complete a public offering of its shares as a Capital Pool Company for regulatory purposes as defined by TSX Venture Exchange Policy 2.4. The activities of the Company will initially be limited to efforts to identify and evaluate potential acquisitions of assets and businesses, which will represent a "Qualifying Transaction" for regulatory purposes. To date, the Company has not completed the planned share offering or a Qualifying Transaction, has not commenced commercial operations and is considered to be in the development stage. Since inception, the Company has incurred cumulative losses of $91,204. These factors create substantial doubt as to the ability of the Company to continue as a going concern.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the realization of assets and satisfaction of liabilities in the normal course of business.

The Company's continuing ability to meet its obligations as they come due is dependent upon its ability to raise additional funds through the planned public offering, or by other means, the completion of a Qualifying Transaction, and the support of creditors. Management of the Company is of the view that these objectives can be met, and that the going concern assumption is appropriate.

These financial statements do not give effect to adjustments that would be necessary to the carrying amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

The Company has adopted a fiscal year end of March 31.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles and reflect the following significant accounting policies:

(a) Measurement uncertainty

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results may differ from those estimates.

(b) Equipment

Equipment is recorded at cost less accumulated amortization. Amortization of equipment is provided on a declining-balance basis over expected useful lives of the assets at rate of 45% per annum.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Impairment of long-lived assets

The Company reviews for the impairment of long-lived assets, including equipment, held for use, whenever changes in circumstances indicate that the carrying amount of an asset may not be recoverable from expected future cash flows. The assessment of recoverability is made based on projected undiscounted future net cash flows that are directly associated with the asset's use and eventual disposition. The amount of the impairment, if any, is measured as the difference between the carrying amount and the fair value of the impaired assets, and is presented as an impairment loss in the current period.

(d) Financial instruments – recognition and measurement

The Company classifies financial assets and liabilities as held-for-trading, available-for-sale, held-to-maturity or loans and receivables. Financial assets and financial liabilities are recognized at fair value on their initial recognition, except for those arising from certain related party transactions, and loans and receivables which are accounted for at amortized cost.

Subsequent to initial recognition, financial assets and liabilities classified as held-for-trading are to be measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are to be measured at amortized cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are to be measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income.

Held-for-trading financial assets are financial assets that are purchased and incurred with the intention of generating profits in the short term. Cash is classified as held-for-trading.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale, or financial assets that are not classified as held-for-trading, as loans and receivables, or as held-to-maturity assets.

Held-to-maturity financial assets are financial assets that have a fixed maturity date and for which the Company has the intention and ability to hold to maturity.

(e) Comprehensive income

Comprehensive income reflects net income and other comprehensive income for the period. Other comprehensive income includes changes in unrealized foreign currency translation amounts arising from self-sustaining foreign operations, unrealized gains and losses on available-for-sale assets and changes in the fair value of derivatives designated as cash flow hedges to the extent that they are effective.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Stock-based compensation

The Company grants stock options to employees, directors, officers and consultants pursuant to the stock option plan described in Note 4(d). The Company complies with the recommendations of The Canadian Institute of Chartered Accountants Handbook Section 3870 (Stock-Based Compensation and Other Stock-Based Payments) requiring the use of the fair value method of accounting for stock-based compensation transactions. The fair value of stock options is estimated at the date of grant using the Black-Scholes Option Pricing Model and is amortized on a systematic basis over the vesting periods of the options.

(g) Share issue costs

Professional, consulting and regulatory fees as well as other costs directly attributable to financing transactions are reported as deferred financing costs until the transactions are completed, if the completion of the transaction is considered to be more likely than not. Share issue costs are charged to share capital when the related shares are issued. Costs relating to financing transactions that are not completed, or for which successful completion is considered unlikely, are charged to operations.

(h) Income taxes

The Company accounts for income taxes using the liability method of tax allocation. Future income taxes are recognized for future income tax consequences attributable to differences between the carrying amounts of assets and liabilities and their respective income tax bases. Future income tax assets and liabilities are measured using substantively enacted income tax rates expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in rates is included in earnings in the period that includes the enactment date. Future income tax assets are recorded in the financial statements if realization is considered more likely than not.

(i) Loss per share

Basic loss per share is calculated using the weighted average number of shares outstanding during the year. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is measured based on the use of proceeds that could be obtained upon exercise of the option or warrant. It assumes that the proceeds would be used to purchase common shares of the Company at the average market price during the period. This calculation generally produces an anti-dilutive effect for loss years.

(j) Cash and equivalents

Cash and cash equivalents include cash on hand, demand deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash within ninety days of deposit without penalty, and intended for short term use in operations.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from management's estimates.

3. EQUIPMENT

Details of equipment held are as follows:

	June 30, 2007	
Cost	Accumulated Amortization	Net Amortized Cost
$ 1,805	$ 923	$ 882

	March 31, 2007	
Cost	Accumulated Amortization	Net Amortized Cost
$ 1,805	$ 812	$ 993

4. SHARE CAPITAL

(a) Authorized share capital:

Unlimited number of common shares with no par value

4. SHARE CAPITAL (continued)

(b) Changes in issued share capital for the periods ended June 30, 2007 and March 31, 2007 were as follow:

	June 30, 2007		March 31, 2007	
	Number Of Shares	Amount	Number Of Shares	Amount
Opening balance	2,150,000	$ 215,000	-	$ -
Shares issued - private placement[1]	-	-	2,150,000	215,000
Ending balance	2,150,000	$ 215,000	2,150,000	$ 215,000

[1] Pursuant to a private placement, the Company issued 1,450,000 and 700,000 common shares on December 13, 2006 and December 29, 2006 respectively at a price of $0.10 per share, totalling 2,150,000 common shares for gross proceeds of $215,000. The director, President and Secretary was issued 450,000 common shares. Two other directors were issued 450,000 and 100,000 common shares respectively.

(c) Contributed surplus

Changes in the balance of contributed surplus for the periods ended June 30, 2007 and March 31, 2007 were as follows:

	June 30, 2007	March 31, 2007
Opening balance	$18,600	$ -
Fair value of options issued to directors (Note 4(d))	-	18,600
Ending balance	$18,600	$18,600

(d) Stock options

Effective January 31, 2007, the Board of Directors approved a stock option plan ("the Plan") whereby the Company may grant options to purchase common shares of the Company to employees, directors, officers, and consultants of the Company. The aggregate number of common shares that may be issued under the Plan is limited to 465,000. The exercise price of the options is to be determined by the Board but generally will be at least equal to the market price of the shares at the grant date. The vesting period for options is at the discretion of the directors. The Plan and the terms of options granted will require regulatory approval in conjunction with the planned share offering described in Note 7.

4. SHARE CAPITAL (continued)

(d) Stock options (continued)

Stock option transactions during the periods ended June 30, 2007 and March 31, 2007 as well as the number of options outstanding at June 30, 2007 and March 31, 2007 are summarized below:

	June 30, 2007		March 31, 2007	
	Number Of Options	Weighted Average Exercise Price	Number Of Options	Weighted Average Exercise Price
Opening balance	465,000	$ 0.20	-	$ -
Options granted to directors	-	-	465,000	0.20
Ending balance	465,000	$ 0.20	465,000	$ 0.20

Effective January 31, 2007, the Company granted options to acquire 175,000 shares to the director, President and Secretary, and options to acquire 115,000 and 175,000 shares respectively to two other directors of the Company, at a price of $0.20 per share, exercisable until January 31, 2012. These options vested immediately. Common shares issued on exercise of these options are subject to a holding period of four months from the date that the shares of the Company are listed on a Canadian stock exchange and will be subject to an escrow agreement.

The weighted average fair value of these options was determined to be $0.04 per share, totalling $18,600, using the Black-Scholes option pricing model. This amount was recorded as stock-based compensation in the statement of operations for the March 31, 2007 period and as contributed surplus at March 31, 2007.

The following assumptions were made for the purpose of calculating stock option values using the Black-Scholes model:

Annualized stock volatility	70.0%
Risk-free interest rate	4.08%
Expected option life	5 years
Dividend payments	0.0%

The Black-Scholes model, used by the Company to calculate option values, was developed to estimate fair value of freely tradable, fully transferable options without vesting restrictions, which significantly differs from the Company's stock option awards. This model also requires highly subjective assumptions, including future stock price, volatility, and expected time until exercise, which greatly affect the calculated values.

4. SHARE CAPITAL (continued)

(d) Stock options (continued)

Information on options outstanding at June 30, 2007 and March 31, 2007 is as follow:

Exercise price	Number Outstanding and Exercisable	Expiry Date
$ 0.20	465,000	January 31, 2012

(e) Escrowed shares

The 2,150,000 common shares issued at June 30, 2007 are held in escrow, and are to be released on a staged basis, with 10% to be released on the issuance of the Final Exchange Bulletin, as that term is defined in the TSX Venture Exchange Policy 2.4, and 15% to be released every six months thereafter.

5. FINANCIAL INSTRUMENTS

The fair values of financial instruments are estimated at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying amounts of cash, interest receivable, and accounts payable and accrued liabilities approximate their fair value due to their short-term nature. Management is of the opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments, except where otherwise noted.

The Company places its cash with high credit quality financial institutions. At June 30, 2007, the Company had deposits in a bank in the amount of $158,872, which is beyond the insured limit of $100,000.

6. INCOME TAXES

The provision for income taxes reported differs from the amount computed by applying the applicable Canadian federal and provincial income tax rates to the loss before tax provision are as follows:

	June 30, 2007	March 31, 2007
Combined statutory income tax rate	34.12%	34.12%
Recovery of income taxes computed at statutory rates	$ (9,582)	$(21,537)
Non-deductible expenses	-	6,346
Tax benefit of losses not recognized	9,582	15,191
Income tax provision	$ -	$ -

The approximate tax effects of each type of temporary difference at June 30, 2007 and March 31, 2007 that give rise to significant future income tax assets are as follows:

	June 30, 2007	March 31, 2007
Non-capital losses carried forward	$ 22,000	$ 12,100
Financing costs	1,500	1,700
Equipment	300	300
Other	900	900
Less: valuation allowance	(24,700)	(15,000)
	$ -	$ -

At June 30, 2007, the Company had estimated non-capital losses carried forward of approximately $63,900, unamortized financing costs of approximately $4,300 and cumulative eligible capital expenditures of approximately $2,600, for tax purposes, which may be applied against future taxable income, subject to certain time restrictions.

The Company has not recognized the potential tax benefit of these tax losses and deductions, as the ability of the Company to realize the benefit is uncertain.

7. PROPOSED SHARE OFFERING

On December 20, 2006, the Company agreed to a Term Sheet with an agent in respect to a planned initial public offering (the "Offering") of the Company's shares on the TSX Venture Exchange. The proposed Offering is planned to consist of 2,500,000 common shares of the Company at a price of $0.20 per share for a gross proceeds of $500,000. The Company would grant to the agent a commission of 10% of the gross proceeds received from shares issued in the Offering, a non-refundable fee of $10,000 to be withheld from the gross proceeds of the Offering, agent's warrants to purchase that number of common shares representing up to 10% of the total number of common share issued in the Offering at a price of $0.20 per share for a period of twenty-four months from the date that the Company's shares are listed on the TSX Venture Exchange, a retainer fee of $5,000, and rights of first refusal to act as the agent of the Company in connection with any future equity financing for a period of twenty-four months from the date that the Company's shares are listed on the TSX Venture Exchange and with respect to any Qualifying Transaction. The Company and the agent subsequently completed an Agency Offering Agreement dated September 19, 2007 having terms consistent with those described for the Term Sheet.

As at March 31, 2007, the $5,000 retainer fee had been paid to the agent and was charged to operations as a financing fee expense.

The Company filed a Preliminary Prospectus dated June 29, 2007 and is filing a final Prospectus dated September 19, 2007 with the securities regulatory authorities in respect to the proposed offering of shares described above.

8. RELATED PARTY TRANSACTIONS

In November of 2006, the Company was advanced an amount of $1,000 by a company controlled by the director, President and Secretary of the Company. The advance was non-interest bearing, unsecured and had no specific term of repayment. The amount was repaid in January of 2007.

9. STATEMENT OF CASH FLOWS – SUPPLEMENTAL INFORMATION

The Company issued options to directors to acquire 465,000 common shares of the Company, as described in Note 4 (d). The estimated fair value of the options, totalling $18,600, was charged to operations for the period ended March 31, 2007.

There were no other significant non-cash transactions occurring during the periods ended March 31 and June 30, 2007.

CERTIFICATE OF THE COMPANY

Date: September 19, 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.

"Grant Macdonald"
Grant Macdonald
Chief Executive Officer and Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Shirley Kancs"	*"Erich Sager"*
Shirley Kancs	Erich Sager
Director	Director

CERTIFICATE OF THE PROMOTER

Date: September 19, 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.

"Grant Macdonald"
Grant Macdonald
Promoter

CERTIFICATE OF THE AGENT

Date: September 19, 2007

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

BOLDER INVESTMENT PARTNERS LTD.

"Paul Woodward"
Paul Woodward
Vice -President, Corporate Finance