This Prospectus constitutes a public offering of 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 **August 27, 2007**

BLANDINGS CAPITAL LIMITED

(a capital pool company)

$875,000

8,750,000 Common Shares

PRICE: $0.10 PER COMMON SHARE

The purpose of this offering (the **"Offering"**) is to provide Blandings Capital Limited (the **"Corporation"**) with a minimum amount of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the **"CPC Policy"**). The Corporation 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 a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".

The Corporation has entered into an agreement (the **"Agency Agreement"**) with Canaccord Capital Corporation (the **"Agent"**) to act as agent for the Corporation for the sale of the Common Shares under this Prospectus on a commercially reasonable best efforts basis. The Offering is subject to a minimum subscription of 8,750,000 common shares in the capital of the Corporation (**"Common Shares"**) for total gross proceeds to the Corporation of $875,000. The Common Shares sold pursuant to the Offering are qualified for distribution under this Prospectus. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the filing of the Prospectus or such other time as may be agreed to by the Agent and consented to by persons or companies who subscribed within that period, the Agent shall, promptly thereafter, return to each Subscriber by ordinary mail without interest or deduction, the subscription monies held by the Agent for such subscriber, unless the subscriber has otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will be granted a non-transferable option (the **"Agent's Option"**) to acquire 875,000 Common Shares at an exercise price of $0.10 per share. The Agent's Option will expire 24 months from the date that the outstanding Common Shares are listed for trading on the Exchange. The Agent's Option will be qualified for distribution under the Prospectus. See "Plan of Distribution". In addition, options to acquire up to a total of 812,500 Common Shares, at an exercise price of $0.10 per share, are expected to be granted to the directors, officers and consultants of the Corporation as deemed appropriate by the Board of Directors. See "Stock Options". The options to be granted to the directors, officers and consultants will also be qualified for distribution under the final Prospectus.

	Number of Shares	Price to the Public	Agent's Commission[(1)]	Proceeds to the Corporation[(2)]
Per Common Share	1	$0.10	$0.010	$0.09
Total Offering	8,750,000	$875,000	$87,500	$787,500

Notes:

(1) Upon closing of the Offering, the Corporation will pay a commission of $87,500 (10% of the gross proceeds of the Offering) to the Agent and will grant to the Agent the Agent's Option to purchase 875,000 Common Shares at a price of $0.10 per Common Share, which may be exercised, in whole or in part, for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. In addition, the Corporation will reimburse the Agent for all expenses incurred by the Agent pursuant to the Offering (including the legal fees of the Agent), which expenses are estimated at $25,000 (plus disbursements and GST). See "Plan of Distribution".

(2) Before deduction of the cost of this Offering estimated to be $72,625, which includes legal and audit fees and other expenses of the Corporation estimated at $35,000 (plus disbursements and GST), Agent's expenses and legal fees estimated at $25,000, and a listing fee and stock option plan review fee of $9,375 payable to the Exchange and filing fees of $5,750 payable to securities regulatory authorities in Alberta, British Columbia and Ontario. See "Use of Proceeds".

INVESTMENT IN THE COMMON SHARES OFFERED BY THIS PROSPECTUS IS HIGHLY SPECULATIVE due to the proposed nature of the Corporation's business and its present early stage of development. The Corporation was only recently incorporated, owns no assets (other than cash) and has not conducted active business operations. The Corporation has not entered into an Agreement in Principle, as that term is defined in the CPC Policy. The Corporation has no history of earnings and has not paid any dividends to the date hereof. It is unlikely that the Corporation will generate earnings or pay dividends in the immediate or foreseeable future. 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 the Common Shares. The proposed business of the Corporation involves a high degree of risk and there can be no assurance that the Corporation will identify assets or businesses that warrant acquisition, in whole or in part. Even if assets or businesses are identified and the acquisition of the same or an interest therein is determined to be in the best interests of the Corporation, the Corporation may not be able to finance the acquisition with its existing resources and additional funds may be required to complete the transaction, and the Corporation may not be able to obtain additional financing. If the Corporation issues shares from its treasury to finance an acquisition, control of the Corporation may change and purchasers of Common Shares hereunder may suffer further dilution of their investment. The net proceeds generated from the Offering, after deducting associated costs, will be sufficient to identify and evaluate a limited number of opportunities. The officers and directors of the Corporation are not expected to devote their full time and attention to the business and affairs of the Corporation. The Corporation may be required to compete with others in its efforts to identify suitable assets or businesses for acquisition. UPON COMPLETION OF THE OFFERING PURCHASERS OF THE COMMON SHARES OFFERED BY THIS PROSPECTUS WILL SUFFER AN IMMEDIATE DILUTION OF $0.0143 OR 14.3% PER COMMON SHARE, CALCULATED ON THE BASIS OF TOTAL GROSS PROCEEDS RAISED BY THE CORPORATION FROM THE OFFERING AND PRIOR SALES OF SECURITIES, WITHOUT DEDUCTION OF SELLING COMMISSIONS AND OTHER EXPENSES OF THE OFFERING. There are potential conflicts of interest to which the directors and officers of the Corporation may be subject in connection with the anticipated activities of the Corporation. The promoters, directors, officers and control persons of the Corporation as a group currently own 65.7% of the issued and outstanding Common Shares and will own 18.8% of the issued and outstanding Common Shares after the Offering, assuming that no Common Shares are bought by these persons under this Offering and before the exercise of any options. As a result of these factors, the Offering is suitable only to those investors who are willing to rely solely on the management of the Corporation, who are willing to risk the loss of their entire investment and who can afford to lose all of their investment. See "Risk Factors", "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Directors, Officers and Promoters - Conflicts of Interest" and "Dilution".

The Exchange may suspend from trading or delist the Common Shares if the Exchange has not issued a Final Exchange Bulletin in respect of the Corporation's Qualifying Transaction within 24 months of the date that the Common Shares are listed on the Exchange. Delisting of the Common Shares from the Exchange will, and suspension from trading of the Common Shares may, result in a cease trade order being issued against the Corporation by the Alberta Securities Commission, the British Columbia Securities Commission and the Ontario Securities Commission (the "Commissions"). Since the Corporation 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 impossible to effect service or notice to commence legal proceedings upon such business and any directors, officers or experts located outside of Canada. It may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. See "Risk Factors".

There is currently no market through which the Common Shares may be sold. The Exchange has conditionally accepted the listing of the Corporation's Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent's Option and the grant of options to the directors, officers and consultants of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date on which a receipt for the preliminary Prospectus is issued by the Commissions and the time the Common Shares are listed for trading on the Exchange, except subject to prior 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.

Pursuant to the CPC Policy, the maximum number of Common Shares that may be purchased, directly or indirectly, by any single subscriber under the Offering is limited to two percent (2%) of the total number of shares offered for sale hereunder (175,000 Common Shares) for a total purchase price of $17,500 and the maximum number of Common Shares that may be purchased, directly or indirectly, by a single subscriber, together with that subscriber's Associates or Affiliates four percent (4%) of the total number of shares offered for sale hereunder (350,000 Common Shares) for a total purchase price of $35,000.

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 the Offering.

The Common Shares are offered by Canaccord Capital Corporation., as agent of the Corporation, on a "commercially reasonable efforts" basis, subject to prior sale, if, as and when issued and delivered by the Corporation and accepted in accordance with the conditions referred to under the heading "Plan of Distribution" and subject to the approval of certain legal matters on behalf of the Corporation by ProVenture Law LLP, Calgary, Alberta, and on behalf of the Agent by Burstall Winger LLP, Calgary, Alberta.

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GLOSSARY

In this Prospectus, the following terms have the meanings set forth below unless otherwise indicated:

"ABCA" means the *Business Corporations Act* (Alberta), as amended from time to time;

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

A company is an "Affiliate" of another company if

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

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

A company is "controlled" by a Person if:

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

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person; or

(b) an Affiliate of that Person or an Affiliate of any company controlled by that Person;

"Agency Agreement" means the agency agreement dated August 21, 2007 between the Corporation and the Agent;

"Agent" means Canaccord Capital Corporation;

"Agent's Option" means the option to purchase Common Shares of the Corporation issued to the Agent as more fully described under "Plan of Distribution";

"Aggregate Pro Group" has the meaning as set forth in Exchange Policy 1.1;

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person or company;

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

(d) in the case of a Person who is an individual:

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

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

but

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

"CPC" means a corporation:

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

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

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

"CPC Policy" means Policy 2.4 of the Corporate Finance Manual of the Exchange;

"Commissions" means the Alberta Securities Commission, the British Columbia Securities Commission and the Ontario Securities Commission;

"Common Shares" means the common shares in the share capital of the Corporation;

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

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

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

"Corporation" means Blandings Capital Limited, a corporation incorporated under the laws of the Province of Alberta;

"Custodian" means Olympia Trust Company, a trust corporation having an office in Calgary, Alberta;

"Escrow Agreement" means the escrow agreement dated August 21, 2007 among the Corporation, the Custodian and certain security holders of the Corporation as more fully described under "Escrowed Securities";

"Exchange" means the TSX Venture Exchange Inc.;

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

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

(a) a director or senior officer of the Issuer;

(b) a director or senior officer of the company that is an Insider or subsidiary of the Issuer;

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

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

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

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

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

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

(c) in the case of a related party transaction:

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

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

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

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

"Non-Arm's Length 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;

"Offering" means the offering of Common Shares of the Corporation as more fully described under "Plan of Distribution";

"Option Plan" means the stock option plan of the Corporation approved by the directors and shareholders of the Corporation on June 1st, 2007;

"Person" means a company or individual;

"Principal" means:

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

(b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;

(c) a "20% holder"- a Person or company that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions;

(d) a "10% holder"- a Person or company that:

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

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

In calculating these percentages, securities that may be issued to the holder under outstanding convertible securities are to be included 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, securities of the entity that may be issued to the principals under outstanding convertible securities are to be included 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;

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

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

"SEDAR" means the 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; and

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

PROSPECTUS SUMMARY

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

Offering

8,750,000 Common Shares, at a price of $0.10 per Common Share. Pursuant to the Agency Agreement described in this Prospectus under the heading "Plan of Distribution", the Corporation will grant the Agent's Option to the Agent at the closing of the Offering. The Agent's Option will entitle the Agent to acquire 875,000 Common Shares at an exercise price of $0.10 per Common Share. The Agent's Option will expire 24 months from the date that the outstanding Common Shares are listed for trading on the Exchange. The Agent's Option will be qualified for distribution under the Prospectus. In addition, options to acquire an aggregate of 812,500 Common Shares, at an exercise price of $0.10 per Common Share, are expected to be granted to the directors, officers and consultants of the Corporation, which options will also be qualified for distribution under the Prospectus. See "Plan of Distribution" and "Stock Options".

The Corporation

The Corporation was incorporated under the ABCA on December 15, 2006. On March 12, 2007, the Corporation's Articles of Incorporation were amended by way of a Certificate of Amendment to change the name from "1288076 Alberta Ltd." to "Blandings Capital Limited". By Certificate of Amendment, issued on June 14th, 2007, the Articles of the Corporation were amended to remove the private company restrictions previously applicable to the Corporation. As a result of the removal of such restrictions, the Articles no longer impose restrictions on the transfer of shares of the Corporation.

Initially, the principal business of the Corporation will be to identify and evaluate specific assets or entire businesses with a view to completing a Qualifying Transaction approved by the Exchange in accordance with the CPC Policy. To the date hereof, the Corporation has not carried on any active business operations and has no assets other than a minimal amount of cash. See "Business of the Corporation".

Use of Proceeds

The net proceeds to the Corporation from this Offering will be approximately $714,875 (after deduction of the Agent's commission and anticipated issue costs). The net proceeds of the Offering, together with the $175,000 of cash proceeds raised from the sale of Common Shares prior to this Offering, will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets and businesses with a view to the acquisition of the same or an interest therein and to pay general and administrative expenses. However, even if assets or businesses are identified and the acquisition of the same or an interest therein is determined to be in the best interests of the Corporation, the Corporation may not have sufficient resources to fund such transaction and additional funds may be required to complete the acquisition. 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 Corporation – Method of Financing Acquisitions", "Prior Sales" and "Risk Factors".

Dilution

Purchasers of the Common Shares offered for sale hereunder will suffer an immediate dilution of approximately $0.0143 or 14.3% per Common Share, calculated on the basis of the total gross proceeds raised by the Corporation under the Offering and prior sales of securities, without deduction of selling commissions and other expenses of the Offering. See "Dilution".

Directors and Officers	Greg Hansen, President, Chief Executive Officer, Chief Financial Officer and Director Brian McGill, Director Tim Hoar, Director See "Directors, Officers and Promoters - Management".
Risk Factors	**The Offering should be considered highly speculative due to the proposed nature of the Corporation's business and its present stage of development.** The Corporation was only recently incorporated, does not have any assets other than cash, has not conducted any active business operations and has no history of earnings. In addition, the Corporation has not entered into an Agreement in Principle. The Offering is suitable only to those investors who are willing to rely solely on the directors and management of the Corporation, who are willing to risk a loss of their entire investment and who can afford to lose all of their investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. 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 the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. See "Risk Factors", "Business of the Corporation", "Directors, Officers and Promoters - Management", "Use of Proceeds", "Directors, Officers and Promoters - Conflicts of Interest" and "Dilution". The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. Accordingly, in the event of a legal dispute, it may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon such business and 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.
Dividend Policy	It is not anticipated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See "Dividend Policy".
Escrowed Securities	All of the 3,500,000 Common Shares issued as at the date hereof have been deposited into escrow with the Custodian as escrow agent, pursuant to the Escrow Agreement described under the heading "Escrowed Securities". All of the securities of the Corporation issued prior to the Offering at a price per security less than the price at which Common Shares are offered for sale hereunder; Common Shares beneficially owned, directly or indirectly, at the date of this Prospectus or acquired under this Prospectus or pursuant to the exercise of options prior to Completion of a Qualifying Transaction by Non-Arm's Length Parties of the Corporation; and all Common Shares acquired in the secondary market prior to the Completion of a Qualifying Transaction by any Control Person are also subject to escrow requirements. Escrowed securities are to be released over a three-year period from the date of the Final Exchange Bulletin in accordance with the CPC Policy. In addition, all Common Shares issued contemporaneously or in conjunction with a Qualifying Transaction to a Principal of the Resulting Issuer shall be escrowed. See "Escrowed Securities".

THE CORPORATION

The Corporation was incorporated under the ABCA on December 15, 2006. On March 12, 2007, the Corporation's Articles of Incorporation were amended by way of a Certificate of Amendment to change the name from "1288076 Alberta Ltd." to "Blandings Capital Limited". By Certificate of Amendment, issued on June 14^{th}, 2007, the Articles of the Corporation were amended to remove the private company restrictions previously applicable to the Corporation. As a result of the removal of such restrictions, the Articles no longer impose restrictions on the transfer of shares of the Corporation.

The registered and records office of the Corporation is located at Suite 2, 880-16^{th} Avenue S.W., Calgary, Alberta, T2R 1J9. The head office of the Corporation is located at Suite 210, 815-10^{th} Avenue S.W., Calgary, Alberta, T2R 0B4.

BUSINESS OF THE CORPORATION

Preliminary Expenses

Other than $5,000 paid as a deposit to the Agent's legal counsel, the $9,375 paid to the Exchange, the $5,750 paid to the Commissions on filing of the prospectus and professional fees, the Corporation has not incurred additional expenses to date in proceeding with this Offering. Part of the net proceeds of the Offering may be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel and the Agent's legal counsel. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation does not own any assets other than cash and has not conducted active business operations. To date, the activities of the Corporation have been confined to the conduct of discussions for the purpose of identifying potential acquisitions of commercially viable businesses and assets. Initially, the Corporation proposes to identify businesses and assets that have the potential to generate profits and add shareholder value. 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 Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under "Use of Proceeds - Restrictions on Use of Proceeds" the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle. The Corporation currently intends to pursue a Qualifying Transaction in an undisclosed sector.

Method of Financing Acquisitions

If the Corporation is successful in its efforts to identify a potential Qualifying Transaction, it may use cash, bank debt, the issuance of shares from treasury, public debt or a combination of these alternatives, to finance the completion of same. **If the Qualifying Transaction is financed, in whole or in part, through the issuance of Common Shares from treasury,** a **change of control of the Corporation could occur and shareholders could suffer further dilution.**

Criteria for a Qualifying Transaction

The Corporation proposes to identify target businesses and assets through various means, including discussions with contacts of the officers and directors of the Corporation and other persons. If a prospective acquisition target is identified, the Corporation will proceed to evaluate the same as a potential Qualifying Transaction.

On completion of its analysis, management will proceed to negotiate the terms of acquisition of the target assets or business with the owner and will present the proposal to the board of directors of the Corporation for its consideration and approval. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The board of directors, in considering whether to approve the terms of a potential Qualifying Transaction, is expected to consider, among other criteria, the following:

(a) the projected rate of return on the proposed investment and the risk of loss;

(b) the prospects for growth, having regard to existing or potential market share;

(c) the skill of the existing management team, either as it exists or as it may be supplemented as a consequence of the acquisition; and

(d) basic financial considerations including the overall cost of the acquisition and the prospects of obtaining the equity or debt financing necessary to complete the acquisition.

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

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

(a) file the filing statement on SEDAR at least seven (7) business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR; or

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

Unless waived by the Exchange, the Corporation will also be required to retain a Sponsor, who must be a member of the Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the policies of the Exchange. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until 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 Corporation from completing a reverse take-over for a period of one year from the Completion of the Qualifying Transaction.

Minimum Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

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

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

Refusal of Qualifying Transaction

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

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

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

(i) a member firm of the Exchange;

(ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and

(iii) associates of any such person,

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds generated from the sale of the Common Shares offered by this Prospectus will be $875,000. The Corporation has received $175,000 from the sale of Common Shares prior to the date of this Prospectus. The expenses and costs associated with the Offering are expected to be in the order of $160,125. All such costs and expenses will be paid from the working capital of the Corporation, which will include the proceeds of the Offering. The Corporation estimates that net proceeds of $889,875 will be available to it from the sale of Common Shares distributed under this Prospectus and prior sales of Common Shares.

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

Proceeds to the Corporation	
Cash proceeds raised prior to this Offering[(1)]	$175,000
Expenses and costs relating to raising the seed share proceeds[(2)]	Nil
Cash proceeds to be raised pursuant to this Offering[(3)]	$875,000
Expenses and costs relating to the Offering (including listing fees, Agent's commission, Agent's fee, legal fees, audit fees and expenses)	($160,125)
Total estimated funds available (on completion of the Offering)	$889,875
Funds available for identifying and evaluating assets or business prospects[(4)]	$864,875
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$25,000
Total estimated funds available	$889,875

Notes:

(1) See "Prior Sales".
(2) No costs have been allocated towards the issuance of these shares. See the Corporation's balance sheet as at May 31, 2007.

(3) In the event the Agent exercises the Agent's Option, and the directors, officers and consultants exercise all of their options, up to an additional $168,750 will be available to the Corporation, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised. See "Plan of Distribution" and "Stock Options".

(4) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire amount allocated on identifying and evaluating assets or businesses, the Corporation may use the balance of the funds to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Proceeds

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

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

(a) valuations or appraisals;

(b) business plans;

(c) feasibility studies and technical assessments;

(d) sponsorship reports;

(e) engineering or geological reports;

(f) financial statements, including audited financial statements;

(g) fees for legal and accounting services, and

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

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

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

Restrictions on Use of Proceeds

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

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

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

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

  (i) printing costs (including the printing of this Prospectus and share certificates);

  (ii) equipment leases; and

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

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

Private Placements for Cash

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

Prohibited Payments to Non-Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

Non-Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "Permitted Use of Proceeds".

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a best efforts basis to the public in the provinces of Alberta, British Columbia and Ontario 8,750,000 Common Shares as provided in this Prospectus, at a price of $0.10 per Common Share, for gross proceeds of $875,000, 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 and a corporate finance fee of $7,500. In addition, the Corporation will pay the Agent's legal fees and other expenses, estimated at $10,000 (plus disbursements and GST) of which a deposit of $5,000 has already been paid.

The Corporation has also agreed to grant to the Agent the Agent's Option to purchase 875,000 Common Shares at a price of $0.10 per Common Share, which may be exercised, in whole or in part, for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is non-transferable. The Agent's Option is qualified under this Prospectus. The Agent intends to sell to the public any Common Shares received by it upon the exercise of its option. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

Best Efforts Offering and Minimum Distribution

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

The Offering is for 8,750,000 Common Shares for total gross proceeds of $875,000. Under the CPC Policy, no purchaser of Common Shares is permitted to purchase more than 2% (175,000 Common Shares) of the total Common Shares under 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% (350,000 Common Shares) of the total number of Common Shares under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of $875,000 has been deposited. This amount must be raised within 90 days of the date a receipt for the Prospectus is issued, or such other time as may be agreed to by the Agent and consented to by the persons or companies who subscribed within that period, failing which the Agent shall, promptly thereafter, return to each subscriber by ordinary mail without interest or deduction, the subscription monies held by the Agent for such subscriber, unless the subscriber has otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant options to purchase 812,500 Common Shares to directors, officers and consultants in accordance with the policies of the Exchange, which options are qualified for distribution under this Prospectus.

Determination of Price

The price of the Common Shares has been determined by negotiation between the Corporation and the Agent.

Listing Application and Conditional Listing Approval

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

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, neither it, nor any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing has subscribed for Common Shares of the Corporation prior to this Offering.

The aggregate number of Common Shares permitted to be owned directly or indirectly by the participants referred to above, is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

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

DESCRIPTION OF SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares issuable in series, of which 3,500,000 Common Shares are issued and outstanding as fully paid and non-assessable as at the date of this Prospectus. In addition, 875,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Option and up to 10% of the issued and outstanding common shares are reserved for issuance under stock options to be granted to directors, officers and consultants of the Corporation. See "Plan of Distribution" and "Stock Options".

Common Shares

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

Preferred Shares

The Preferred Shares may be issued from time to time in one or more series, each series consisting of the number of shares and having the designation, rights, privileges, restrictions and conditions which the board of directors of the Corporation determines prior to the issue thereof. The Preferred Shares rank prior to the Common Shares with respect to the payment of dividends and distribution in the event of liquidation, dissolution or winding-up of the Corporation.

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Corporation as at the date of the balance sheet contained herein and as at the date hereof, both before and after giving effect to the Offering.

Capital	Authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus(1)(4)	Amount outstanding as at the date hereof, before giving effect to the Offering(1)(4)	Amount outstanding as at the date hereof, after giving effect to the Offering(1)
Common Shares	Unlimited	$175,000 (3,500,000 shares)	$175,000 (3,500,000 shares)	$1,050,000(2)(3) (12,250,000 shares)
Preferred Shares	Unlimited	Nil	Nil	Nil

Notes:

(1) The Corporation has reserved up to 10% of the issued and outstanding common shares for issuance pursuant to the Corporation's stock option plan of which 812,500 are to be issued at closing of the Offering (see "Stock Options") and up to 875,000 Common Shares for issuance upon the exercise of the Agent's Option (see "Plan of Distribution").

(2) Before deducting any of the expenses of the Offering, including the Agent's commission and the Agent's fee. The expenses and costs associated with the Offering are expected to be in the order of $160,125.

(3) Funds estimated available on completion of the Offering amount to $889,875. See "Use of Proceeds".

(4) These Common Shares are subject to escrow restrictions. See "Escrow Securities".

(5) At the date of the balance sheet the Corporation had not commenced commercial operations. As at the date thereof, the retained earnings (deficit) of the Corporation was nil. The Corporation has no long-term debt.

STOCK OPTIONS

The following options to purchase 812,500 Common Shares to be granted to directors, officers and consultants on closing of the Offering (subject to regulatory approval) are qualified for distribution pursuant to this Prospectus:

Name	Number of Common Shares Under Option(1)	Exercise Price Per Common Shares
Greg Hansen	612,500	$0.10
Brian McGill	100,000	$0.10
Tim Hoar	100,000	$0.10
Total	812,500	

Note:

(1) These options will all vest immediately on the date of grant, namely the date on which a receipt is issued for the (final) Prospectus, and will expire five years from the date of grant.

On June 1, 2007, the shareholders of the Corporation approved the Option Plan. Pursuant to the Option Plan, the board of directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants of the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to five (5) years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options granted by a CPC may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised 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 the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities". No additional options are proposed to be granted until the Corporation completes its Qualifying Transaction.

PRIOR SALES

Since incorporation and prior to the date of this Prospectus, the Corporation has issued 3,500,000 Common Shares as follows:

Date	Number of Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
December 15, 2006	3,300,000	$0.05	$165,000	Cash
May 1, 2007	200,000	$0.05	$10,000	Cash

All of the 3,500,000 Common Shares issued at $0.05 per share will be held in escrow in accordance with the CPC Policy. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 3,500,000 Common Shares issued prior to this Offering at a price below $0.10 per Common Share and all Common Shares that may be acquired from treasury of the Corporation by Non-Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Custodian 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 acquired in the secondary market prior to the Completion of a Qualifying Transaction by any person or company who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer, will also be escrowed.

Notwithstanding the foregoing, Common Shares acquired by Principals of the Corporation 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.

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

Name and Municipality of Residence of Shareholder	Number of Common Shares	Number of Shares held in Escrow	Percentage of Shares prior to giving effect to the Offering	Percentage of Shares after giving effect to the Offering
Greg Hansen Calgary, Alberta	1,700,000	1,700,000	48.6 %	13.9 %
Brian McGill Calgary, Alberta	200,000	200,000	5.7 %	1.6 %
Tim Hoar Calgary, Alberta	400,000	400,000	11.4 %	3.3 %
Chee Khian Lee Singapore	1,200,000	1,200,000	34.3 %	9.8 %
Total	3,500,000	3,500,000	100 %	28.6%

Where the Common Shares of the Corporation which are required to be held in escrow are held by a non-individual (a "holding company"), each holding company pursuant to the 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 which could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

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

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non-Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the Offering price (**"Discount Escrowed Common Shares"**) under this Prospectus has irrevocably authorized and directed the escrow agent to immediately:

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

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

  (i) cancel all of the Discount Escrowed Common Shares purchased by Non-Arm's Length Parties to the CPC at a discount from the Offering price in accordance with Section 11.2(a) of the CPC Policy; or

  (ii) subject to majority shareholder approval, cancel an amount of Discount Escrowed Common Shares purchased by Non-Arm's Length Parties to the CPC so that the average cost of the remaining Discount 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 month anniversaries after the Final Exchange Bulletin.

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

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

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

Escrowed Securities on Private Placements

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Before Offering(1)	Percentage of Common Shares Owned After Offering	Percentage of Common Shares Owned After Offering, assuming the Exercise of all Stock Options and the Agent's Option
Greg Hansen Calgary, Alberta	of record	1,700,000	48.6 %	13.9 %	16.6 %
Brian McGill, Calgary, Alberta	of record	200,000	5.7 %	1.6 %	2.2%
Tim Hoar Calgary, Alberta	of record	400,000	11.4 %	3.3 %	3.6 %
Chee Khian Lee Singapore	of record	1,200,000	34.3 %	9.8 %	8.6 %

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation, Security Holdings

Name, Municipality of Residence and Office	Present Occupation and Positions Held During the Last Five Years	Common Shares Held (3)	Percentage before completion of the Offering	Percentage on completion of the Offering(4)
Greg Hansen (1) (2) Calgary, Alberta President, Chief Executive Officer, Chief Financial Officer, Promoter and Director	Self-employed consultant advising companies on mergers, acquisitions and corporate structures and an investor.	1,700,000	48.6 %	13.9 %
Brian McGill (1) Calgary, Alberta Director	Partner in the accounting firm of Stawowski McGill & Partners LLP	200,000	5.7 %	1.6 %
Tim Hoar (1) (2) Calgary, Alberta Director	Partner in the law firm ProVenture Law LLP.	400,000	11.4 %	3.3 %

Notes:
(1) Members of the Audit Committee.
(2) Member of the Compensation and Corporate Governance Committee.
(3) These shares are subject to escrow and do not include stock options on a total of 812,500 Common Shares to be granted to the Corporation's directors, officers and consultants. See "Escrowed Securities" and "Stock Options".
(4) Assuming that no Common Shares are purchased by any of the above shareholders under the Offering and assuming no exercise of the Agent's Option or the stock options granted to the Corporation's directors, officers and consultants.

As at the date hereof, the 2,300,000 Common Shares beneficially owned, directly or indirectly or over which control or direction is exercised by the directors and officers as a group, represent 65.7% of the issued and outstanding shares of the Corporation and will represent approximately 18.8% of the issued and outstanding shares of the Corporation after giving effect to the distribution of 8,750,000 Common Shares pursuant to the Offering. All of the

3,500,000 Common Shares held by the principal shareholders, officers and directors as a group are subject to an escrow agreement. See "Escrowed Securities".

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

The Corporation does not have any officers or directors who will be devoting their full time to the business of the Corporation. Initially, Mr. Hansen will devote his time and expertise as required by the Corporation. Upon Completion of the Qualifying Transaction, the amount of time spent on the affairs of the Corporation will depend upon the business or asset acquired and includes the possibility of one or more of the officers devoting their full time to the Corporation.

Management

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

Greg Hansen, President, Chief Executive Officer, Chief Financial Officer and Director

Greg is a self employed businessman and investor. Greg is a graduate of the University of Alberta. In 1999 he partnered with Paul Sribibadh, the former President of Microsoft Asia, to found the FXA Group of Companies in Hong Kong. FXA Group of Companies is a global provider of food traceability software solutions. Prior to his involvement with the FXA Group, Mr. Hansen formed and was a principal of Tivoli Agents Limited, a company active in the acquisition of licensing rights for products and services from North America to Asia. He was also the Chief of Staff to the Deputy Premier, Ministers of Justice, Solicitor General, Government Reorganization and Intergovernmental Affairs of Alberta from January, 1992 until August, 1995. Greg is a director of Kam Media Group (KMG.V) and Sun Red Capital (SSQ.P).

Brian McGill, Director

Brian started his career at Deloitte (audit) in 1981 and worked in the M&A area until 1992. Since then he has helped a number of significant companies including Ducharme Oilfield as Controller and CFO. These companies employed Brian in their efforts in Canada and around the world. At Stawowski McGill, Brian has excelled at helping management add value to a company for further acquisitions and sale preparation.

Tim Hoar, Director

Tim has extensive hands-on experience both internationally and domestically in the oil and gas and mining industries as well as in securities and corporate law. Tim's experience includes all aspects of exploration, development and operations in the oil and gas industry and mining exploration and development. His extensive corporate experience commenced with his tenure at Chevron Standard and Home Oil, was expanded at Geocrude Energy and continues with his current representation of public and private corporations in Alberta. Tim's practice includes most aspects of securities law, having advised underwriters and small to intermediate publicly listed companies on the TSX Venture Exchange and the Toronto Stock Exchange.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	From	To
Greg Hansen	Kam and Ronson Media Group Inc. (formerly "C88 Capital Corporation")	TSXV	Director	March 2003	Present
	Sun Red Capital Limited	TSXV	Director	February 2007	Present
Brian McGill	TCE Net Inc.	TSX	CFO	October 2001	April 2003
	Patch Safety Ltd.	TSX	CFO	March 2001	July 2002
Tim Hoar	Colonia Energy Corp.	TSXV	Director	November 2005	Present
	Apex Capital Corp.	TSXV	Director	July 2005	Present
	International Sovereign Energy Corp.	TSX	Corporate Secretary	January 1998	June 2004
	Trivalence Mining Corporation	TSXV	Director	December 1997	Present
	Global Energy Services Ltd.	TSXV	Corporate Secretary Director	December 1999 May 2006	Present Present
	Marlboro Petroleum Inc.	TSXV	Director	June 1999	Present
	Escape Group Inc.	Unlisted	Director, Corporate Secretary	March 2000	August 2002

Corporate Cease Trade Orders or Bankruptcies

Except as set out below, no director, officer, Insider or promoter of the Corporation, or any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation 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 such issuer 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 insolvency or been subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of that issuer.

> Tim Hoar became a director of Western Logic Resources Inc. ("Western Logic"), an Alberta corporation trading on the CDNX, on September 9th, 1999. Trading of Western Logic was halted in the spring of 2000 because Western Logic failed to distribute financial statements to its shareholders due to a payment dispute with its auditor. Tim Hoar resigned as a director on April 24th, 2000. Western Logic filed for bankruptcy on August 31st, 2000.
>
> Greg Hansen was a director of C88 Capital Corporation ("C88"), a CPC, on April 1, 2005 when the Exchange suspended that corporation's shares from trading for failure to complete a Qualifying Transaction within 18 months of listing in accordance with Exchange Policy 2.4. C88 applied to the Exchange for an extension of time to allow it to complete a Qualifying Transaction, and successfully completed same in due course. On March 29, 2006 the shares of C88 were reinstated for trading on the Exchange as Kam and Ronson Media Group Inc., which continues to be listed and trade on the Exchange as a Tier 1 Issuer under the trading symbol "KMG".

Penalties or Sanctions

No director, officer, Insider or promoter of the Corporation, or any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Lawsuits

No director, officer, Insider or promoter of the Corporation, or shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or personal holding company of any such Persons, has within the last 5 years been the subject of, or a director, officer, promoter or Control Person of an entity that has been the subject of a lawsuit with respect to securities related matters.

Personal Bankruptcies

No director, officer, Insider or promoter of the Corporation, or any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such Persons, has, within the 10 years preceding the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflicts of Interest

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

Promoter

Mr. Greg Hansen may be considered to be the promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. Mr. Hansen holds or controls an aggregate of 1,700,000 Common Shares and will be issued 612,500 stock options on closing of the Offering. See "Principal Shareholders" and "Stock Options".

EXECUTIVE COMPENSATION

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

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

   (i) salaries;

   (ii) consulting fees;

   (iii) management contract fees or directors' fees;

(iv) finders fees;

(v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Corporation may reimburse Non-Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursement"). The Corporation has made no such reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle. The directors and officers of the Corporation may also be granted stock options.

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

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of 14.3% or $0.0143 per Common Share on the basis of there being 12,250,000 Common Shares of the Corporation issued and outstanding after completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Corporation. The following table illustrates this dilution.

	Per Common Share
Offering price	$0.10
Net tangible book value as at the date hereof	$0.05
Net tangible book value after the distribution	$0.0857
Dilution to subscribers	$0.0143
Percentage of dilution in relation to Offering price	14.3%

RISK FACTORS

No Market for Common Shares, Early Stage of Development, No History of Revenue or Earnings, No Dividends

There is no established market for the Common Shares of the Corporation. 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. An investment in the Common Shares offered for sale hereunder should be considered highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation does not own any assets (other than cash) and has not conducted active business operations. The Corporation has no history of revenue or earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation has not entered into an Agreement in Principle, as that term is defined in the CPC Policy.

Business Risks, Control of the Corporation

The proposed business of the Corporation involves a high degree of risk and there can be no assurance that the Corporation will identify potential businesses or other assets that warrant acquisition, in whole or in part. Even if assets or businesses are identified and the acquisition of the same or an interest therein is determined to be in the best interests of the Corporation, the Corporation may not be able to finance the acquisition with its existing resources and additional funds may be required to complete the acquisition transaction. If the Corporation issues shares from treasury to finance an acquisition, control of the Corporation may change and purchasers of Common

Shares hereunder may suffer further dilution of their investment. The net proceeds generated from the Offering, after deducting associated costs, will be sufficient to identify and evaluate only a limited number of opportunities. As a result of these factors, the Offering is suitable only to those investors who are willing to rely solely on the management of the Corporation, who are willing to risk the loss of their entire investment and who can afford to lose all of their investment. In addition, in cases where the Corporation does not acquire control of a corporation or business, it will have to rely on existing management and on the minority shareholder remedies contained in applicable corporate legislation. See "Business of the Corporation", "Use of Proceeds" and "Directors, Officers and Promoters - Conflicts of Interest".

Suspension from Trading and Delisting

The Exchange may suspend from trading or delist the Common Shares of the Corporation if a Final Exchange Bulletin for the Corporation's Qualifying Transaction is not issued within 24 months following the date that the outstanding Common Shares are listed on the Exchange. Delisting of the Common Shares from the Exchange will, and suspension from trading of the Common Shares may, result in a cease trade order being issued by the Commissions in respect of the Common Shares of the Corporation. Trading in the Common Shares of the Corporation may be halted at other times for other reasons including for failure by the Corporation to submit documents to the Exchange in the time periods required.

Risks relating to the Qualifying Transaction

Until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business, other than the identification and evaluation of potential Qualifying Transactions.

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

Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction.

The Exchange in its discretion may refuse approval of a transaction proposed by the Corporation as a Qualifying Transaction where:

(a) the Corporation will fail to satisfy the minimum listing requirements of the Exchange upon Completion of the Qualifying Transaction;

(b) at any time from the time of listing to Completion of the Qualifying Transaction, the aggregate number of securities owned, directly or indirectly, by:

   (i) a member firm of the Exchange;

   (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of the member firm; and

   (iii) associates of any such persons,

   exceeds 20% of the total number of outstanding listed Common Shares;

(c) upon Completion of the Qualifying Transaction, the Corporation will be a finance company, financial institution, finance issuer or a mutual fund as defined under securities legislation; or

(d) in the sole discretion of the Exchange, there is any other valid reason to refuse approval.

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.

Unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares. Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction.

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

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

Management

The directors and officers of the Corporation will not be devoting their full time and efforts to the business and affairs of the Corporation, but are expected to devote such time as may be required to effectively manage the Corporation. Some of the directors are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. Some of the directors are engaged in and will continue to be engaged in searches for businesses or assets on their own behalf or on behalf of other persons. As a result, those directors and other organizations may be in competition with the Corporation in its search for businesses and assets that might constitute a Qualifying Transaction. See "Directors, Officers and Promoters" and "Business of the Corporation".

Dilution Effects

Purchasers of the Common Shares offered for sale under this Prospectus will suffer an immediate dilution of $0.0143 or 14.3% per Common Share. See "Dilution".

Jurisdictional Issues

Since the Corporation 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 impossible to effect service or notice to commence legal proceedings upon any directors, officers or experts located outside Canada. Accordingly, in the event of a legal dispute, it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

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

INVESTOR RELATIONS AGREEMENTS

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

DIVIDEND POLICY

The Corporation has not paid any dividends on its outstanding Common Shares to date. The current directors of the Corporation do not presently intend to implement a policy of paying regular cash dividends on the Common Shares. The board of directors will review this policy from time to time, having regard to the needs of the Corporation to finance future growth, the financial condition of the Corporation and other factors that the board of directors may consider appropriate in the circumstances.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by ProVenture Law LLP, on behalf of the Corporation, and Burstall Winger 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 shall receive a direct or indirect interest in the securities or property of the Corporation or any Associate or Affiliate of the Corporation. As at the date hereof and except as disclosed herein, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates, but such Persons may subscribe for Common Shares pursuant to this Offering. In addition, except as disclosed herein, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Deloitte & Touche LLP, Chartered Accountants, Calgary, Alberta.

Olympia Trust Company, Calgary, Alberta, is the transfer agent and registrar for the Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth below, no director, officer or principal shareholder of the Corporation, or any Associate or Affiliate of any such person, has any material interest, direct or indirect, in any transactions, or any proposed transactions that have materially affected or will materially affect the Corporation.

Certain directors and officers of the Corporation have acquired Common Shares. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares pursuant to the Option Plan. See "Principal Shareholders" and "Stock Options".

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to subscribers for Common Shares, except:

1. the Agency Agreement dated as of August 21, 2007 between the Corporation and Canaccord Capital Corporation. See "Plan of Distribution";

2. the Escrow Agreement dated as of August 21, 2007 among the Corporation, Olympia Trust Company and certain security holders of the Corporation. See "Escrowed Securities";

3. the Transfer Agent and Registrar Agreement dated as of August 21, 2007 between the Corporation and Olympia Trust Company; and

4. the Option Plan dated June 1st, 2007. See "Stock Options".

Copies of the foregoing agreements will be available for inspection during the period of distribution under the Offering at the registered office of the Corporation, Suite 2, 880-16th Avenue S.W., Calgary, Alberta, during ordinary business hours.

ELIGIBILITY FOR INVESTMENT

In the opinion of ProVenture Law LLP, counsel to the Corporation, the Common Shares, if, as and when listed on a prescribed stock exchange (which includes the Exchange), will be qualified investments for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan or a deferred profit sharing plan under the *Income Tax Act* (Canada) and the regulations made under that Act.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to 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.

PURCHASER'S STATUTORY RIGHTS

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

AUDITORS' CONSENT

We have read the prospectus of Blandings Capital Limited (the "Company") dated August 27, 2007 qualifying for distribution 8,750,000 common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Company on the balance sheet of the Company as at May 31, 2007 and the statement of cash flows for the period from incorporation on December 15, 2006 to May 31, 2007. Our report is dated June 14, 2007 (except for note 5 which is dated as of August 27, 2007).

(Signed) *"Deloitte& Touche LLP"*
Chartered Accountants
Calgary, Alberta
August 27, 2007

AUDITORS' REPORT

To the Directors of
Blandings Capital Limited:

We have audited the balance sheet of **Blandings Capital Limited** as at May 31, 2007 and the statement of cash flows from the date of incorporation on December 15, 2006 to May 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 position of the Company as at May 31, 2007 and its cash flows from the date of incorporation on December 15, 2006 to May 31, 2007 in accordance with Canadian generally accepted accounting principles.

(Signed) *"Deloitte& Touche LLP"*
Chartered Accountants
Calgary, Alberta
June 14, 2007 (except for Note 5 which is dated as of August 27, 2007)

BLANDINGS CAPITAL LIMITED

BALANCE SHEET

AS AT MAY 31, 2007

ASSETS	
CURRENT	
Cash	$ 214,940
Deferred finance charges	35,060
	$ 250,000
LIABILITIES	
CURRENT	
Accounts payable and accrued liabilities	$ 35,000
Due to director (note 4)	40,000
	75,000
SHAREHOLDERS' EQUITY	
Share capital (notes 3 and 5)	175,000
	$ 250,000

(signed) "*Greg Hansen*"

Greg Hansen
President, Chief Executive Officer and Director

(signed) "*Tim Hoar*"

Tim Hoar
Director

See accompanying notes.

BLANDINGS CAPITAL LIMITED

STATEMENT OF CASH FLOWS

From the date of incorporation on December 15, 2006 to May 31, 2007

Cash flows from operating activities	
Net change to (used in) non-cash working capital balances	
Accounts payable and accrued liabilities	$ 35,000
Deferred finance charges	(35,060)
	(60)
Cash flows from financing activities	
Issue of common shares	175,000
Due to director	40,000
	215,000
Increase in cash, representing cash, end of period	$ 214,940

See accompanying notes

BLANDINGS CAPITAL LIMITED
NOTES TO FINANCIAL STATEMENTS

MAY 31, 2007

1. INCORPORATION

Blandings Capital Limited (the "Company") was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) on December 15, 2006 and is a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange. The Company proposes to identify and evaluate potential acquisitions or businesses in Canada, and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval.

The proposed business of the Company involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment and even if so identified and warranted, it may not be able to finance such acquisition or investment. Additional funds may be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Further, there is no assurance that businesses acquired will be profitable.

The Company has not commenced operations at the balance sheet date. Accordingly, statements of comprehensive income and retained earnings have not been prepared.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Cash and cash equivalents

Cash and cash equivalents consist of an amount on deposit with a bank and investments in cashable guaranteed investment certificates with original maturity terms of less than three months. A portion of the balance is held in trust by the Company's solicitors as of the balance sheet date.

(b) Deferred Finance Charges

Costs incurred relating to the proposed issuance of shares are deferred finance charges (note 5). Costs will be charged to share capital upon the issuance of shares. In the event that the share issuance does not occur, costs will be charged to income in that period.

(c) 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 the disclosure of contingent assets and liabilities at the date of the balance sheet. Actual amounts could differ from these estimates.

(d) Financial Instruments

The financial instruments standard establishes the recognition and measurements criteria for financial assets, financial liabilities and derivatives. All financial instruments are required to be measured at fair value on initial recognition of the instrument, except for certain related party transactions. Measurements in subsequent periods depends on whether the financial instrument has been classified as “held-for-trading”, “available-for-sale”, “held-to-maturity”, “loans and receivables”, or “other financial liabilities” as defined by the standard.

Financial assets and financial liabilities “held-for-trading” will be measured at fair value with changes in those fair values recognized in net earnings. Financial assets “available-for-sale” will be measured at fair value, with changes in those fair values recognized in other comprehensive income. Financial assets “held-to-maturity”, “loans and receivables” and “other financial liabilities” will be measured at amortized cost using the effective interest method of amortization.

The Company has made the following classifications:

Cash and cash equivalents are designated as "held-for-trading" and are measured at carrying value, which approximates fair value due to the short-term nature of these instruments. Accounts payable and accrued liabilities are designated as "other financial liabilities".

(e) Section 1506 “Accounting Changes”

Section 1506 “Accounting Changes” requires companies to provide disclosure of when an entity has not applied a new source of GAAP that has been issued but is not yet effective. This is the case with Section 3862 “Financial Instruments Disclosures” and Section 3863 “Financial Instruments Presentation” which are required to be adopted for fiscal years beginning on or after October 1, 2007. The Company will adopt these standards on January 1, 2008 and it is expected the only effect on the Company will be incremental disclosures regarding the significance of financial instruments for the entity’s financial position and performance and the nature, extent and management of risks arising from financial instruments to which the entity is exposed.

(f) Per share amounts

Basic earnings per share will be computed by dividing earnings by the weighted average number of common shares outstanding during the period. Diluted per share amounts reflect the potential dilution that could occur if instruments such as, stock options or warrants to purchase common shares, were exercised and converted to common shares. The treasury stock method of calculating diluted per share amounts will be used whereby any proceeds from the exercise of dilutive stock options or warrants are assumed to be used to purchase common shares of the Company at the average market price during the period.

(g) Future Income Taxes

The Company will use the liability method of tax allocation in accounting for income taxes. Under this method, future tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and measured using substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse.

3. SHARE CAPITAL

Authorized:

The authorized share capital of the Company consists of an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares, issuable in series. There are no preferred shares issued or outstanding as of May 31, 2007.

Issued Common Shares

	Number	$
Issued for cash	3,500,000	175,000
Common shares, end of period	3,500,000	175,000

The common shares of the Company are deposited in escrow pursuant to the terms of an Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the filing of the final prospectus (note 5).

4. DUE TO DIRECTOR

The amount due to director is non-interest bearing, unsecured with no fixed terms of repayment.

5. SUBSEQUENT EVENTS

(a) Pursuant to a prospectus filed with the Alberta, British Columbia and Ontario Securities Commissions dated August 21, 2007 and an Agency Agreement dated August 21, 2007, the Company is offering 8,750,000 common shares at $0.10 per share to the public. The cost of the issue, including the agent's commission of $87,500, the listing fee and other expenses of the offering, are estimated to be approximately $160,125.

The agent will be granted a non-transferable option to purchase up to 875,000 common shares at a price of $0.10 per share. The option will be exercisable at any time from issuance to 24 months from the date of listing of the Company's shares on the TSX Venture Exchange.

(b) On June 1, 2007, the Company established a stock option plan whereby the Company may grant options to purchase common shares to directors, officers, employees and consultants. The Plan has reserved for issuance a number of Common Shares equal to a maximum of 10% of the Common Shares issued and outstanding from time to time. Options granted under the Plan will have an exercise price which is not less than the price allowed by regulatory authorities, will be non-transferable and will be exercisable for a period not to exceed five years. On closing, the Company intends to grant 812,500 options at $0.10 per option with an expiry of 5 years to directors and officers.

CERTIFICATE OF THE CORPORATION

Dated: August 27, 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* (Alberta), Part 9 of the *Securities Act* (British Columbia) and Part XV of the *Securities Act* (Ontario) and the respective regulations thereunder.

(Signed) *"Greg Hansen"*
President, Chief Executive Officer
and Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) *"Brian McGill"* Director	(Signed) *"Tim Hoar"* Director

CERTIFICATE OF THE PROMOTER

Dated: August 27, 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* (Alberta), Part 9 of the *Securities Act* (British Columbia) and Part XV of the *Securities Act* (Ontario) and the respective regulations thereunder.

(Signed) *"Greg Hansen"*

CERTIFICATE OF THE AGENT

Dated: August 27, 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* (Alberta), Part 9 of the *Securities Act* (British Columbia) and Part XV of the *Securities Act* (Ontario) and the respective regulations thereunder.

CANACCORD CAPITAL CORPORATION.

(Signed) *"Jean-Yves Bourgeois"*