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

FINAL PROSPECTUS

Initial Public Offering October 2, 2007

DECOURCY CAPITAL CORP.
(a Capital Pool Company)

$400,000
2,666,667 Common Shares
Price: $0.15 per Common Share

Decourcy Capital Corp. (the "**Corporation**") hereby offers (the "**Offering**") through its agent, Blackmont Capital Inc. (the "**Agent**"), 2,666,667 common shares (the "**Common Shares**") in the capital of the Corporation for sale to the public at a price of $0.15 per Common Share. The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as hereinafter defined). Any proposed Qualifying Transaction must be approved by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction (as hereinafter defined), 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 the Qualifying Transaction (as hereinafter defined), 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".

	Common Shares	**Price to the Public**	**Agent's Commission(1)**	**Proceeds to the Corporation(2)**
Per Common Share	1	$0.15	$0.015	$0.135
Total Offering	2,666,667	$400,000	$40,000	$360,000

Notes:

(1) The Agent will be paid a cash commission of 10% of the total gross proceeds of the Offering (the "**Agent's Commission**"). The Agent will also be paid a corporate finance fee of $10,000 (plus GST). In addition, the Agent will be reimbursed by the Corporation for its reasonable expenses, including legal fees and disbursements estimated at $10,000 for which a deposit of $5,000 has been made. The Agent will also be granted the Agent's Option (as hereinafter defined) exercisable for a period of 24 months from the Listing Date which is qualified by this prospectus. See "Plan of Distribution".

(2) Before deducting the costs of this Offering estimated at $58,000, exclusive of the Agent's Commission, including Agent's corporate finance fee, legal fees and disbursements and other reasonable expenses estimated at $10,000 (plus GST) and the Corporation's audit and legal fees estimated at $28,000 (plus GST) and listing fees estimated at $10,000 (plus GST). See "Use of Proceeds".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to a minimum subscription of 2,666,667 Common Shares for total gross proceeds to the Corporation of $400,000. 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 (as hereinafter defined). If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by Persons (as hereinafter defined) who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will be granted the Agent's Option to purchase 266,667 Common Shares at a price of $0.15 per Common Share. The Agent's Option will be exercisable for a period of 24 months from the date the Corporation's Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. In addition, subject to Exchange approval, the Corporation intends to grant incentive stock options (the "**Options**") to its directors and officers to purchase an aggregate of 473,333 Common Shares under the Corporation's incentive stock option plan (the "**Plan**") at a price of $0.15 per Common share, which Options may be exercised for a period of 5 years from the date of grant. The Options to be granted to the directors and officers of the Corporation are qualified for distribution under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Options to the directors and officers of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 43-201 and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable security regulatory authority grants a discretionary order.

The Exchange has conditionally approved 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.

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

There is currently no market through which the Common Shares offered by this prospectus may be sold and there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop. As such, purchasers of the Common Shares may find it difficult to resell the Common Shares. Assuming completion of the Offering, purchasers of the Common Shares will suffer an immediate dilution on investment of $0.033 or 22% per Common share, calculated on the basis of total gross proceeds raised by the Corporation from this Offering and prior sales, without deduction of the Agent's Commission and other expenses related to this Offering.

The Corporation was only recently incorporated and has no active business or assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, is also subject to Majority of the Minority Approval in accordance with the CPC Policy; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. The Corporation has commenced the process of identifying potential acquisitions, but to date, the Corporation has not yet identified any potential acquisitions. The Corporation may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation has not entered into an Agreement in Principle (as hereinafter defined). The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and that additional funds may be required; however, the Corporation may not be able to obtain additional financing. 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 may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such Persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and its shareholders may suffer further dilution of their investment. The Corporation will be in competition with

other entities with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or delist the Common Shares where the Exchange has not issued a Final Exchange Bulletin (as hereinafter defined) to the Corporation within 24 months after the date the Corporation's Common Shares are listed on the Exchange. Investors must rely solely on the expertise of the Corporation's promoters, directors and officers for any possible return on their investment. The Corporation's promoters, directors, officers and Control Persons (as hereinafter defined), and their Associates (as hereinafter defined) and Affiliates (as hereinafter defined), as a group, currently own 100% of the issued and outstanding Common Shares before giving effect to this Offering and will own 50% of the issued and outstanding Common Shares after giving effect to this Offering, assuming that no Common Shares are bought by the foregoing Persons under this prospectus and before the exercise of any Options. The directors and officers of the Corporation will only devote part of their time 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. See "Business of the Corporation", "Use of Proceeds", "Capitalization", "Directors, Officers and Promoters – Conflicts of Interest", "Dilution" and "Risk Factors".

Blackmont Capital Inc., as agent of the Corporation, offers these Common Shares on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under the heading "Plan of Distribution" and subject to the approval of certain legal matters by Thomas, Rondeau LLP, Vancouver, B.C. on behalf of the Corporation and by Anfield Sujir Kennedy & Durno, Vancouver, B.C. on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 53,334 ($8,000) of the total Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates (as hereinafter defined) or Affiliates (as hereinafter defined) of that purchaser, is 4% or 106,667 ($16,000) of the total number of Common Shares offered under this prospectus.

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 date the Offering is closed.

Blackmont Capital Inc.
550 Burrard Street, Suite 500
Vancouver, BC V6C 2B5

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GLOSSARY

Except as otherwise defined, the following terms, when used herein, shall have the following meanings:

"Affiliate" means a company (as hereinafter defined) 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 an agency agreement dated August 16, 2007 entered into between the Corporation and the Agent.

"Agent" means Blackmont Capital Inc.

"Agent's Commission" means a cash commission of 10% of the total gross proceeds of the Offering.

"Agent's Option" means an option to purchase Common Shares granted to the Agent pursuant to this Offering, entitling the Agent to acquire that number of Common Shares equal to 10% of the number of Common Shares sold pursuant to the Offering exercisable at a price of $0.15 per Common Share for a period of 24 months from the date of listing of the Common Shares on the Exchange.

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

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

(a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets (as hereinafter defined) 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 Party(ies) (as hereinafter defined) to the CPC or the Non Arm's Length Party(ies) to the Qualifying Transaction (as hereinafter defined).

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

(a) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the Issuer,
(b) any partner of the Person,
(c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity,
(d) in the case of an individual, a relative of that individual, including
  (i) that individual's spouse or child, or
  (ii) any relative of the individual or of his spouse who has the same residence as that individual;

but

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

"Board" means the board of directors of the Corporation.

"Common Shares" means single voting common shares in the 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 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 the Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

“Corporation” means Decourcy Capital Corp.

“CPC” means a corporation:

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

“CPC Policy” means Policy 2.4 of the Corporate Finance Manual of the Exchange.

“Escrow Agent” means Pacific Corporate Trust Company

“Escrow Agreement” means the escrow agreement dated May 8, 2007 among the Corporation, the Escrow Agent and the holders of Seed Shares.

“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.

“Initial Public Offering” or “IPO” means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

“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.
"Member"	has the meaning in Rule A 1.00 of the Exchange Rule Book.
"Minimum Listing Requirements"	means the minimum financial, distribution and other standards that must be met by applicants seeking a listing on a particular tier of the Exchange.
"NEX"	means the market on which the former Exchange and TSX Issuers that do not meet Exchange tier maintenance requirements for tier 2 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 Party(ies) to the Qualifying Transaction"	means the Vendor(s) (as hereinafter defined), any Target Company(ies) (as hereinafter defined) and includes, in relation to Significant Assets or Target Company(ies), the Non Arm's Length Parties of the Vendor(s), the Non Arm's Length Parties of any Target Company(ies) and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.
"Non Arm's Length Qualifying Transaction"	means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are the subject of the proposed Qualifying Transaction.
"Offering"	means the offering of Common Shares in accordance with the terms of this prospectus.
"Options"	means the non-transferable incentive stock options to be granted by the Corporation to the directors and officers of the Corporation to purchase an aggregate of 473,333 Common Shares under the Plan at a price of $0.15 per Common Share, which Options may be exercised for a period of 5 years from the date of grant.
"Person"	means a company or individual.

"Principal" means

(a) a Person who acted as a promoter of an Issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or the Final Exchange Bulletin;

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

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

(d) a 10% holder – a Person that

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

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

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

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

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

“Pro Group” means:

(a) subject to subparagraph (b), (c) and (d) Pro Group shall include, either individually or as a group:

- (i) the Member;
- (ii) the employees of the Member;
- (iii) partners, officers and directors of the Member;
- (iv) Affiliates of the Member; and
- (v) Associates of any parties referred to in subparagraph (I) through (iv) above;

(b) the Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determined that the Person is not acting at arm’s length to the Member;

(c) the Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm’s length of the Member; and

(d) the Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:

- (i) the Person is an Affiliate or Associate of the Member acting at arm’s length of the Member;
- (ii) the Associate or Affiliate has a separate corporate and reporting structure;
- (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
- (iv) the Member maintains a list of such excluded Persons.

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

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

“SEDAR” means the “System for Electronic Document Analysis and Retrieval” the Canadian Securities Administrators web site to make securities filings accessible to the public (www.sedar.com).

“Seed Shares” means securities issued before an Issuer’s IPO, regardless of whether the securities are subject to resale restrictions or are free trading.

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

“SSRRs” means the Seed Share Resale Restrictions, Exchange imposed hold periods of various lengths which apply where Seed Shares are issued to non-Principals by private companies in connection with an initial public offering.

"Sponsor"	has the meaning specified in Exchange *Policy 2.2 – Sponsorship and Sponsorship Requirements*.
"Sponsorship Acknowledgment Form"	means the form prepared in accordance with Form 2G of the Exchange.
"Target Company"	means a company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.
"TSX"	means the Toronto Stock Exchange.
"Value Securities"	means 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 which are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement (as hereinafter defined).
"Value Security Escrow Agreement"	means an escrow agreement in Form 5D to which Value Securities will be subject and which will include Schedule B(1) of Form 5D if an Issuer is a Tier 1 Issuer or Schedule B(2) of Form 5D if an Issuer is a Tier 2 Issuer.
"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.

Business of the Corporation:	The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions, but to date, the Corporation has not yet identified any assets or businesses for a potential Qualifying Transaction and has not entered into an Agreement in Principal. See "Business of the Corporation".
Offering:	A total of 2,666,667 Common Shares are being offered under this prospectus at a price of $0.15 per Common Share. In addition, the Corporation will grant the Agent's Option to the Agent to purchase 266,667 Common Shares at a price of $0.15 per Common Share. The Agent's Option will be exercisable for a period of 24 months from the date the Corporation's Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. The Corporation also intends to grant the Options to its directors and officers to purchase an aggregate of 473,333 Common Shares under the Plan at a price of $0.15 per Common Share, which Options may be exercised for a period of 5 years from the date of grant. The Options to be granted to the directors and officers of the Corporation are qualified for distribution under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".
Use of Proceeds:	The net proceeds to the Corporation from the Offering will be $360,000. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such assets or businesses once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Corporation" and "Risk Factors".
Directors and Officers:	Michael Evans, President, Chief Executive Officer ("CEO") and Director Li (Polo) Wu, Director Malik Talib, Director Darcy Kindred, Secretary, Chief Financial Officer ("CFO") and Director See "Directors, Officers, and Promoters".
Escrowed Securities:	All of the currently issued and outstanding Common Shares of the Corporation, being 2,066,666 Common Shares, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".
Risk Factors:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has

it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and officers of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 22% or $0.033 per Common Share. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

Decourcy Capital Corp. was incorporated on March 7, 2007 under the British Columbia *Business Corporation Act*. (the "***BCBCA***") by the registration of its Notice of Articles and Articles.

The head office of the Corporation is located at 1610 - 400 Burrard Street, Vancouver, B.C. V6C 3A6. The registered office of the Corporation is located at Suite 1925 – 700 West Georgia Street, PO Box 10037, Pacific Centre, Vancouver, B.C. V7Y 1A1

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at July 15, 2007, the Corporation has paid to the Agent, $5,000 as a retainer for the Agent's reasonable expenses including the Agent's legal fees and disbursements. The Corporation has also paid a retainer of $3,000 to the Auditor with respect to work completed. However, certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditor, legal counsel and the Agent's legal counsel. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in a resource sector but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following the Completion of the Qualifying Transaction.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the Board. The Board will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of its directors. The Board must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

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

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

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

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

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

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

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

A trading halt may also be imposed by the Exchange where the 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 Corporation within 24 months of the date of listing of the Corporation's Common Shares of the Exchange. In the event that the Common Shares of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non Arm's Length Parties to the Corporation, determine to deal with the Corporation or its remaining assets in some other manner. See "Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction."

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

(a) either:

    (i) cancel all escrowed Common Shares purchased by Non Arm's Length Parties to the Corporation at a discount to the Offering price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange or

    (ii) subject to majority shareholder approval, cancel the escrowed Common Shares purchased by Non Arm's Length Parties to the Corporation so that the average costs of the remaining seed shares is at least equal to the Offering price; and

(b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non Arms Length Parties of the Corporation.

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

Refusal of Qualifying Transaction

The Exchange, in its sole discretion, may not 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 received by the Corporation from the sale of Common Shares prior to the date of this prospectus were $155,000. The Corporation has not incurred any expenses with respect to the issuance of Common Shares to date. The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be $400,000. The expenses and costs associated with the Offering are estimated at $98,000, of which $5,000 has been incurred to date as a deposit to the Agent with respect to the Agent's corporate finance fee and other reasonable expenses including the Agent's legal fees and disbursements. The Corporation estimates that $449,500 will be available to the Corporation from the sale of Common Shares distributed under this prospectus and prior sales of Common Shares.

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

Gross cash proceeds raised prior to this Offering(1)	$155,000
Expenses and costs relating to prior issuance of Common Shares(2)	nil
Gross cash proceeds to be raised pursuant to this Offering(3)	$400,000
Estimated expenses and costs relating to this Offering(4)	$ 98,000
Estimated funds available on completion of the Offering	$457,000
Funds available for identifying and evaluating assets or business prospects(5)(6)	$388,500
Estimated general and administrative expenses until Completion of a Qualifying Transaction(6)(7)	$ 68,500

Notes:

(1) See "Prior Sales".

(2) See “Business of the Corporation - Preliminary Expenses”. No expenses and costs have been allocated towards the prior issuance of the Common Shares. See the Corporation’s audited balance sheet as at July 15, 2007.

(3) In the event the Agent exercises the Agent’s Option or the directors or officers of the Corporation exercise their Options to be granted, there will be available to the Corporation a maximum of an additional $110,000 which will be added to the working capital of the Corporation. There is no assurance that any of the foregoing options will be exercised.

(4) This figure includes the Agent’s Commission of $40,000, the Agent’s corporate finance fee of $10,000 (plus GST) and other reasonable expenses including legal fees and disbursements estimated at $10,000 (plus GST) and the Corporation’s audit and legal fees estimated at $28,000 (plus GST) and listing fees estimated at $10,000 (plus GST).

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $388,500 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

(6) The maximum amount that may be used for purposes other than those described under the subheading “Permitted Use of Funds” below is the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or $210,000. See “Use of Proceeds - Restrictions on Use of Proceeds”.

(7) The estimated general and administrative expenses are less the amount estimated for expenses and costs of the Offering.

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

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

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described under the subheadings “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) agents’ fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

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

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

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

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

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

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

    (iii) equipment leases; and

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

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of a 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 the heading "Options to Purchase Securities" and under the above subheading "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, to 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). 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 under the above subheading "Permitted Use of Funds".

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 2,666,667 Common Shares as provided in this prospectus, at a price of $0.15 per Common Share, for total gross proceeds of $400,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive the Agent's Commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Agent will receive a corporate finance fee of $10,000 (plus GST). The Corporation will also pay the Agent's legal fees and disbursements and other reasonable expenses estimated at $10,000 (plus GST), of which $5,000 has already been paid.

The Corporation has also agreed to grant to the Agent the Agent's Option to purchase 266,667 Common Shares at a price of $0.15 per Common Share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. All of the Agent's Option is qualified for distribution under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable 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.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is 2,666,667 Common Shares at a price of $0.15 per Common Share for total gross proceeds of $400,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 53,334 of the total number of Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 106,667 of the total number of Common Shares in the Offering. The funds received from the Offering will be deposited with the Agent and will not be released until a minimum of $400,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant the Options to purchase 473,333 Common Shares to its directors and officers in accordance with the policies of the Exchange, which Options are qualified for distribution under this prospectus.

Determination of Price

The offering price of the 2,666,667 Common Shares offered hereunder was determined by negotiation between the Corporation and the Agent.

Listing Application

The Exchange has conditionally approved 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.

Subscriptions by and Restrictions on the Agent

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

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

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

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Options to the directors and officers of the Corporation, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 43-201 and the time the Common Shares of the Corporation are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares, of which 2,066,666 are issued and outstanding as fully paid and non-assessable. In addition, 2,666,667 Common Shares are reserved for issuance pursuant to this Offering, 266,667 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Option and 473,333 Common Shares are reserved for issuance pursuant to the exercise of the Options to be granted to directors and officers of the Corporation. See "Plan of Distribution" and "Options to Purchase Securities".

The holders of Common Shares are entitled to dividends, as and when declared by the Board, to one vote per Common 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 Common Shares. All Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable.

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.

	Amount authorized	**Amount outstanding as of the date of the most recent balance sheet contained in the prospectus[(1)]**	**Amount outstanding as at the date hereof, before giving effect to the Offering**	**Amount to be outstanding as at the date hereof, after giving effect to the Offering[(2)(3)]**
Common Shares	**Unlimited**	**2,066,666 [(4)]**	**2,066,666 [(4)]**	**4,733,333**

Notes:

(1) As of ◆, the Corporation had not commenced commercial operations.

(2) This figure excludes the issuance of 266,667 Common Shares pursuant to the exercise of the Agent's Option at a price of \$0.15, which Agent's Option is exercisable for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. The figure also excludes the issuance of 473,333 Common Shares pursuant to the exercise of the Options to be granted to the directors and officers of the Corporation after closing this Offering, exercisable at a price of \$0.15 per Common Share for a period of 5 years from the date of grant. See "Plan of Distribution" and "Options to Purchase Securities".

(3) The total gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be \$400,000 prior to deducting the expenses of the Offering estimated at \$98,000, which expenses include the Agent's Commission of \$40,000, the Agent's corporate finance fee and other reasonable expenses including legal fees and disbursements estimated at \$10,000 (plus GST), the Corporation's audit and legal fees estimated at \$28,000 and listing fees estimated at \$10,000 (plus GST). See "Use of Proceeds".

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

OPTIONS TO PURCHASE SECURITIES

The following Options to purchase an aggregate of 473,333 Common Shares to be granted to the directors and officers of the Corporation after closing this Offering (subject to regulatory approval) are qualified for distribution pursuant to this prospectus.

Name of Optionee	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date
Michael Evans	131,666	$0.15	5 Years from the date of grant
Li (Polo) Wu	131,667	$0.15	5 Years from the date of grant
Malik Talib	105,000	$0.15	5 Years from the date of grant
Darcy Kindred	105,000	$0.15	5 Years from the date of grant
Total	**473,333**		

The Corporation has adopted the Plan which provides that the Board may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, senior officers, employees or consultants to the Corporation, consultant company or management company employees or to an eligible charitable organization, 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. Such Options will be exercisable for a period of up to five years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to: (a) any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares; and (b) all consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or 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 under the Plan 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".

PRIOR SALES

Since the date of incorporation of the Corporation, 2,066,666 Common Shares have been issued as follows:

Date	Number of Common Shares(1)	Issue Price Per Common Share	Aggregate Issue Price	Consideration Received
March 7, 2007(2)	1	$0.075	$0.075	Cash
March 7, 2007	1	$0.075	$0.075	Cash
March 26, 2007	2,066,665 (3)	$0.075	$0.075	Cash
August 8, 2007	200,000	$0.075	$0.075	Cash

Notes:

(1) All of the 2,066,666 Common Shares issued at $0.075 will be held in escrow in accordance with the CPC Policy. See "Escrowed Securities".

(2) This share was repurchased by the Company on March 7, 2007

(3) 200,000 shares were returned to the treasury and cancelled.

ESCROWED SECURITIES

All of the 2,066,666 Common Shares issued prior to this Offering at a price below $0.10 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under 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 Escrow Agent under the Escrow Agreement.

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

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

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

Name and Municipality of Residence of Shareholder	**Common Shares**	**Number of Common Shares held in escrow**	**Percentage of Common Shares prior to giving effect to the Offering**	**Percentage of Common Shares after giving effect to the Offering(1)**
Kenny Hsu Vancouver, BC	66,667	66,667	3.22%	1.41%
Malik Talib West Vancouver, BC	200,000	200,000	9.68%	4.23%
Michael Evans West Vancouver, BC	200,000	200,000	9.68%	4.23%
Darcy Kindred. Vancouver, BC	200,000	200,000	9.68%	4.23%
Jie (Angel) Liu Vancouver, BC	333,333	333,333	16.13%	7.04%
Qing (Paul) Wu Vancouver, BC	333,333	333,333	16.13%	7.04%
Li (Polo) Wu Vancouver, BC	733,333	733,333	35.48%	15.49%
Total	**2,066,666**	**2,066,666**	**100%**	**43.66%**

Notes:

(1) The percentages in this column assume that no Common Shares are purchased by the above shareholders under the Offering and exclude the 473,333 Common Shares to be issued upon the exercise of the above Options.

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 that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any Control Person of the holding company not to transfer the shares of that holding company.

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

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

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

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

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

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

   (i) cancel all Seed Shares purchased by Non Arm's length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or

   (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

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

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

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

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

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

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 of the financing is at not less than the discounted market price, as determined in accordance with the policies of the Exchange; or

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence	**Type of Ownership**	**Number of Common Shares(1)(2)**	**Percentage of Common Shares owned before the Offering(1)(2)**	**Percentage of Common Shares owned after the Offering(3)**	**Percentage of Common Shares owned after the Offering on a fully diluted basis(4)**
Jie (Angel) Liu Vancouver, BC	333,333	333,333	16.13%	7.04%	7.04%
Qing (Paul) Wu Vancouver, BC	333,333	333,333	16.13%	7.04%	7.04%
Li (Polo) Wu Vancouver, BC	Direct	733,333	35.48%	15.49%	15.41%

Notes:

(1) Assuming that no Common Shares are purchased by the Principals under the Offering.

(2) These Common Shares will be held in escrow. See “Escrowed Shares”.

(3) Excluding the issuance of 266,667 Common Shares pursuant to the exercise of the Agent’s Option and the issuance of an aggregate of 473,333 Common Shares pursuant to the exercise of the Options to be granted

to the director and officers of the Corporation. See “Plan of Distribution” and “Options to Purchase Securities”.

(4) On a fully diluted basis, assuming the exercise of the Agent’s Option and all of the Options to be granted to the directors and officers of the Corporation.

DIRECTORS, OFFICERS AND PROMOTERS

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

The following is a list of the current directors, officers and promoters of the Corporation, their municipalities of residence, their current positions with the Corporation, and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised:

Name, Municipality of Residence	**Position Held within the Corporation**	**Principal Occupation(s)**	**Common Shares Held(1) (2)**	**Percentage of Common Shares owned before the Offering**	**Percentage of Common Shares owned after the Offering(3)**
Michael Evans(4)(5) West Vancouver, B.C	President, CEO and Director since March 7, 2007	Businessman	200,000	9.68%	4.23%
Li (Polo) Wu(4) Vancouver, B.C.	Director since March 7, 2007	Chairman of the Bejing Polo Group	733,333	35.48%	15.49%
Malik Talib(4) West Vancouver, B.C.	Director since March 7, 2007	Entrepreneur	200,000	9.68%	4.23%
Darcy Kindred Vancouver, BC	Director, Secretary and CFO since March 7, 2007	Self-Employed Financial Consultant	200,000	9.68%	4.23%

Notes:

(1) Assuming that no Common Shares are purchased by the above directors and officers of the Corporation under the Offering.

(2) These Common Shares will be held in escrow. See “Escrowed Shares”.

(3) Excluding the issuance of 266,667 Common Shares pursuant to the exercise of the Agent’s Option and the issuance of an aggregate of 473,333 Common Shares pursuant to the exercise of the Options to be granted to the director and officers of the Corporation. See “Plan of Distribution” and “Options to Purchase Securities”.

(4) Denotes members of the audit committee of the Corporation (the “Audit Committee”).

(5) Denotes a promoter of the Corporation.

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.

Prior to the completion of the Offering, the directors and officers of the Corporation collectively hold 64.52% of the Common Shares of the Corporation. Following the completion of the Offering, the directors and officers of the Corporation will collectively hold 28.17% of the Common Shares of the Corporation and 31.51% on a fully-diluted basis.

Michael Evans is also the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. Prior to the completion of the Offering, Michael Evans holds 9.68% of the Common Shares of the Corporation. Following the completion of the Offering, the Promoter of the Corporation will hold 4.23% of the Common Shares of the Corporation and 5.15% on a fully-diluted basis.

Management and Key Personnel

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

Michael Evans, President, CEO and Director, Age 47

Mr. Michael A. Evans is the Founder and Principal of Evans & Evans, Inc. since 1990, a leading Canadian boutique investment banking firm with offices in Canada and the U.S. For the past 17 years Michael has raised millions of dollars for numerous clients through private placements, public offerings, and debt issuances. He has also advised on many merger and acquisition transactions and has originated transactions both for purchasers and sellers.

Mr. Evans currently holds director positions with three Canadian public companies, Pacgen Biopharmaceuticals Corporation (PGA), Chemokine Therapeutics Corp. (CTI), and International Water-Guard Industries, Inc. (IWG). He has also held numerous director roles with a number of Canadian reporting issuers in the past, including Shift Ventures Inc., Intermedia Capital Corp. (IMC), and Harmony Integrated Solutions Inc. (HI).

Mr. Michael A. Evans holds: a Bachelor of Business Administration degree from Simon Fraser University, British Columbia (1981); a Master's degree in Business Administration from the University of Portland, Oregon (1983) where he graduated with honors; the professional designation of Chartered Financial Analyst (CFA) (1991); and the professional designation of Chartered Business Valuator (CBV) (1995). Mr. Evans is a member of the CFA Institute (1990), the Canadian Institute of Chartered Business Valuators ("CICBV") (1995) and is a Candidate Member of the American Society of Appraisers ("ASA") (2004).

Malik Talib, Director, Age 40

Mr. Malik Talib was a tax lawyer, called in 1993, with a major Canadian tax law firm when he launched eXI Wireless Inc. (EXI), a Canadian public company, in 2000. He remained as the President and Chief Executive Officer of eXI Wireless until it was acquired by Applied Digital Solutions, Inc. in March of 2005. He has also served as President and CEO of Corpanada Capital Inc., a venture capital company and merchant bank, since 1989. He is a recognized start-up entrepreneur, having been named one of Business in Vancouver's Top 40 under 40 in 1999. He has been an officer and director of various private companies engaged in import/export, real estate development, health care, publishing, and communications and technology for over a decade. He also served as the youngest member of the B.C. Children's Hospital Foundation and its executive for five years beginning in 2002. He also served as the youngest Chair of the United Way Campaign Cabinet in 2006.

Li (Polo) Wu, Director, Age 43

Mr. Li (Polo) Wu is the Chairman and Founder of the Beijing Polo Group, a holdings company with subsidiaries in real estate, education, chemical laundry and biotechnology. He holds a number of positions with government and non-government agencies in China.

Darcy Kindred, Director, Age 37

Mr. Darcy Kindred has over 13 years experience in financing and managing businesses of all types.

His past experience includes work in commercial real estate, where he completed numerous commercial mortgage placements and designed, marketed, and syndicated a number of private commercial mortgage investment funds. He has also worked with both private and institutional venture capital organizations, including setting up private venture capital funds, and completing due diligence on investments. He has also worked with institutional funds and private investors on creating exit strategies for investments, including restructurings, mergers, and acquisitions. He has coordinated both going public and going private transactions.

He has acted as an advisor for companies in the broadcasting industry (advisor to Craig Broadcast Systems Inc., then one of Canada's largest privately held television and radio media companies), and acted as CFO of companies in:

- the communications industry (Craig Wireless Systems – 1999 – 2003), Uniserve Communications Corporation (TSX.V:USS) (2003 – 2004 and again 2006 – current).
- The medical device industry (Monteris Medical Inc., 2006).
- The alternative energy industry (Delaware Power Systems, 2006-2007).

He has been involved in public companies in advisory capacities including amongst others Fort Garry Brewing (TSX.V:FGA) and Craig Music & Entertainment Inc. (CDNX:MUE.A).

Mr. Kindred is a graduate of the business school at the University of Manitoba, Canada.

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	Position	Term
Michael Evans	Harmony Integrated Solutions Inc.	CDNX	Director	April 1997 – Feb. 2001
	Intermedia Capital Corp.	TSX Venture Exchange	Director	June 1999 – Aug. 2002
	Shift Networks Inc.	TSX Venture Exchange	Director	Aug. 1999 – Apr. 2004
	Venstone One Capital Corp. (merged with Shift Networks Inc.)	TSX Venture Exchange	Director	Aug. 1999 – Apr. 2004
	Westall Resources Ltd.	CDNX	Director	Up to April 1998
	Pacgen Biopharmaceuticals Corporation	TSX Venture Exchange	Director	Dec. 2006 - Present
	Chemokine Therapeutics Inc.	TSX	Director	Apr. 2004 – Present
	International Water-Guard Industries Inc.	TSX Venture Exchange	Director	Dec. 2006 - Present
Malik Talib	eXI Wireless Inc.	TSX Venture Exchange	CEO	Jan. 2002 – Mar. 2005
	eXI Wireless Inc.	TSX Venture Exchange	CEO	Jan. 1998 – May 2000
	eXI Wireless Inc.	TSX Venture Exchange	President	July 1996 – Mar. 2005
Darcy Kindred	Uniserve Communications Corporation	TSX Venture Exchange	Acting CFO	Aug. 2006 - Current
	Uniserve Communications Corporation	TSX Venture Exchange	Acting CFO	Mar. 2003 – Nov. 2004

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider or promoter of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is or has within the 10 years before the date of the prospectus been a director, officer, Insider or promoter of any Issuer that, while such Person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the Issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days or became a bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets other than Michael Evans who was a director of Intermedia Capital Corp. when trading was suspended from September 10, 2002 until August 21, 2003, due to the failure to complete its qualifying transaction in the allotted time period .On August 21, 2003 Intermedia Capital Corp. completed a share consolidation and began trading under a new name.

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 any 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.

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

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this prospectus, prior to the 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, to 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) finder's 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 (the "**Permitted Reimbursement**"). However, there have been no 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 Options.

Following the 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 in connection with the Qualifying Transaction.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 22% or $0.033 per Common Share on the basis of their being 4,733,333 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing of this prospectus, without deduction of the Agent's Commission or other related expenses incurred by the Corporation, as set forth below:

Gross proceeds from prior issuance of Common Shares	$155,000
Gross proceeds of this Offering	$400,000
Total gross proceeds after this Offering	$555,000
Offering price per Common Share	$ 0.15
Gross proceeds per Common Share after this Offering	$ 0.117
Dilution per Common Share to subscriber	$ 0.033
Percentage of dilution in relation to offering price	22%

RISK FACTORS

Investment in the Common Shares of the Corporation must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation; but are not intended to be all inclusive:

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

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

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 22% or $0.033 per Common Share;

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

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

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

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

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

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

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

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

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

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

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

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

(q) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of $225,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan.

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

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 or connected party (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 Thomas, Rondeau LLP on behalf of the Corporation, and by Anfield Sujir Kennedy & Durno 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 property of the Corporation or any Associate or Affiliate of the Corporation. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or 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.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Lo Porter Hetu of 223 – 14th Street NW, Calgary, Alberta, T3H 2Z2.

Pacific Corporate Trust Company of Vancouver, BC is the transfer agent and registrar for the Corporation's Common Shares.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares hereunder within the two years prior to the date hereof, other than the following:

1. Agency Agreement dated August 16, 2007 between the Corporation and the Agent. See "Plan of Distribution".

2. Escrow Agreement dated August 8, 2007 among the Corporation, the Escrow Agent and the holders of the Seed Shares. See “Escrowed Securities”.

3. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated May 8, 2007 between the Corporation and Pacific Corporate Trust Company.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at 1925 – 700 West Georgia Street, Vancouver, BC V7Y 1A1., during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Thomas, Rondeau LLP, based on legislation in effect at the date hereof and if, as and when the Common Shares are listed on a prescribed stock exchange (as defined in the *Income Tax Act* (Canada) and the regulations thereunder (the “Act”), the Common Shares will be qualified investments under the Act for trusts governed by registered retirement savings plans, a registered retirement income fund, a registered education savings plan or a deferred profit sharing plan under the Act. The Exchange is a prescribed stock exchange for these purposes.

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of Alberta, British Columbia, Ontario and Nova Scotia provides purchasers with the right to withdraw from an agreement to purchase securities. The right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser provided that the remedies for rescission or damages re 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.

DECOURCY CAPITAL CORP.

FINANCIAL STATEMENTS

July 15, 2007

LO
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HÉTU

Associated with
Porter Hétu International
Professional Services Group

Professional Strength
Personal Service
Practical Solution

October 2, 2007

To:
Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission
Nova Scotia Securities Commission
TSX Venture Exchange Inc.

AUDITOR'S CONSENT

We have read the prospectus of Decourcy Capital Corp. (the Company) dated October 2, 2007 relating to the issue and sale of 2,666,667 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 preliminary prospectus of our report to the directors of the Company on the balance sheet of the Company as at July 15, 2007 and the statements of loss, deficit and cash flow for the period from incorporation on March 7, 2007 to July 15, 2007. Our report is dated August 12, 2007, except as to note 4 which is dated October 2, 2007.

Yours very truly,
LO PORTER HETU

Certified General Accountants

Partners
Tenny S. Lo, MA, FCGA, CFP, CA*
Elizabeth A. Thompson, FCGA*
Richard J. Black, CGA*
Alex Cheung, CGA, CPA*
*Professional Corporation

Tel: 403-283-1088
Fax: 403-283-1044
Email: lph@porterhetu.com
Website: www.porterhetu.com

223-14th Street NW
Calgary, Alberta
Canada
T2N 1Z6

DECOURCY CAPITAL CORP.

INDEX TO THE FINANCIAL STATEMENTS

July 15, 2007

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Professional Services Group

Professional *Strength*
Personal *Service*
Practical *Solutions*

AUDITOR'S REPORT

To the Directors of
DECOURCY CAPITAL CORP.

We have audited the balance sheet of Decourcy Capital Corp. as at July 15, 2007 and the statements of income and deficit and cash flow from incorporation on March 7, 2007 to July 15, 2007. These financial statements are the responsibility of 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 July 15, 2007 and the results of its operation and cash flow from incorporation on March 7, 2007 to July 15, 2007 in accordance with Canadian generally accepted accounting principles.

Lo Porter Hetu

Certified General Accountants

Calgary, Alberta
August 12, 2007
except for Note 4 which is
dated October 2, 2007

Partners
Tenny S. Lo, MA, FCGA, CFP, CA*
Elizabeth A. Thompson, FCGA*
Richard J. Black, CGA*
Alex Cheung, CGA, CPA*
*Professional Corporation

Tel: (403) 283-1088
Fax: (403) 283-1044
E-mail: lph@porterhetu.com
Website: www.porterhetu.com

223 - 14 Street N.W.
Calgary, Alberta
Canada
T2N 1Z6

DECOURCY CAPITAL CORP.
BALANCE SHEET
July 15, 2007

ASSETS		
CURRENT		
Cash	**$**	**141,585**
	$	**141,585**
SHAREHOLDERS' EQUITY		
SHARE CAPITAL *(Note 3)*	**$**	**155,000**
DEFICIT		**(13,415)**
	$	**141,585**
CONTINUANCE OF OPERATION *(Note 2)*		

Approved by the Board:

"Darcy Kindred"
Darck Kindred, Director

"Li Wu"
Li Wu, Director

The accompanying notes are an integral part of the financial statements

DECOURCY CAPITAL CORP.
STATEMENT OF LOSS AND DEFICIT
From incorporation on March 7, 2007 to July 15, 2007

REVENUE	**$ -**
EXPENSES	
Professional fee	**8,000**
Listing fee	**5,415**
LOSS FOR THE PERIOD	**13,415**
RETAINED EARNINGS, BEGINNING OF PERIOD	**-**
DEFICIT, END OF PERIOD	**$ 13,415**

The accompany notes are an integral part of the financial statements

DECOURCY CAPITAL CORP.
STATEMENT OF CASH FLOW
From incorporation on March 7, 2007 to July 15, 2007

OPERATING ACTIVITIES		
Loss for the period	$	(13,415)
FINANCING ACTIVITIES		
Issuance of share capital		155,000
		155,000
INCREASE IN CASH		141,585
CASH, BEGINNING OF PERIOD		-
CASH, END OF PERIOD	$	141,585

The accompany notes are an integral part of the financial statements

1. INCORPORATION

The Company was incorporated under the provisions of the British Columbia Business Corporations Act on March 7, 2007. It is classified as a Capital Pool Company as defined in the TSX Venture Exchange Listing Policy 2.4 (referred to as "Policy 2.4").

The Company's principal business activity is to identify and evaluate opportunities for an acquisition of assets or a business that will meet the definition of a "Qualifying Transaction" as defined in Policy 2.4.

2. NATURE AND CONTINUANCE OF OPERATION

Pursuant to an agency agreement with Blackmont Capital Inc. (the "Agent") dated •, 2007, the Company has agreed to file a prospectus for an initial public offering ("IPO") in British Columbia, Alberta, Ontario and Nova Scotia of 2,666,667 common shares at $0.15 per share for gross proceeds of $400,000. The net proceeds of the issue will be approximately $360,000 net of a 10% cash commission payable to the agent. The agent will also be paid $10,000 corporate finance fee plus goods and services taxes.

The agent has agreed to use its commercially reasonable efforts to secure subscriptions for these shares. The offering is subject to a minimum subscription of 2,666,667 common shares and the total subscription must be raised within 90 days of the date of the receipt for the final prospectus relating to the Offering, otherwise all funds collected under the subscription will be returned and the Offering cancelled.
These financial statements has been prepared in accordance with generally accepted accounting principles with the assumption that the company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate the acquisition of an interest in properties, assets or business which is considered a Qualified Transaction. Such an acquisition will be subject to shareholder and regulatory approval. Should the Company fail to complete such a transaction, its ability to raise sufficient financing to maintain operations may be impaired and accordingly the Company may be unable to realize on the carrying value of its net assets.

3. SHARE CAPITAL

Authorized

Unlimited number of Common shares without par value.

Issued

	Number of shares	Amount
Balance, beginning of period	-	$ -
Founders' shares issued at $0.075 per share	2,066,666	155,000
Balance, July 15, 2007	2,066,666	$ 155,000

Subsequent to the period end, on August 8, 2007, 200,000 common shares were cancelled, and 200,000 new common shares were issued at $0.075 per share.

3. SHARE CAPITAL *(Continued)*

Shares held in escrow

All of these issued and outstanding common shares are being held in escrow pursuant to the requirements of the Exchange to be released as follow:

a. 10% thereof on the completion of the Company's qualifying transaction;

b. 15% on each of the 6, 12, 18, 24, 30 and 36 month thereafter.

Stock Options

The Company adopted a stock option plan dated May 8, 2007 and pursuant to a directors resolution, 473,333 options were granted to directors and officers of the Company. Such options are exercisable on or before the date that is five years from the date of Listing at a price of $0.15 per share.

4. SUBSEQUENT EVENT

Subsequent to July 15, 2007, the Company has filed the final prospectus in connection with its Initial Public Offering relating to the sale and issue of 2,666,667 common shares at $0.15 per share.

CERTIFICATES

Certificate of the Corporation

Dated: October 2, 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); by Part XV of the *Securities Act* (Ontario); by Section 64 of the *Securities Act* (Nova Scotia) and Part 9 of the *Securities Act* (British Columbia) and the regulations thereunder.

"Michael Evans"	*"Darcy Kindred"*
MICHAEL EVANS	**DARCY KINDRED**
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Li Wu"	*"Malik Talib"*
LI (POLO) WU	**MALIK TALIB**
Director	Director

Certificate of the Promoter

Dated: October 2, 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); by Part XV of the *Securities Act* (Ontario); by Section 64 of the *Securities Act* (Nova Scotia) and Part 9 of the *Securities Act* (British Columbia) and the regulations thereunder.

"Michael Evans"
MICHAEL EVANS

Certificate of the Agent

Dated: October 2, 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); by Part XV of the *Securities Act* (Ontario); by Section 64 of the *Securities Act* (Nova Scotia) and Part 9 of the *Securities Act* (British Columbia) and the regulations thereunder.

BLACKMONT CAPITAL INC.

Per: *"Dan Gosselin"*