A copy of this preliminary prospectus has been filled with the securities regulatory authorities in the provinces of Alberta and British Columbia and with the TSX Venture Exchange Inc. (the "Exchange") but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authority in Alberta and British Columbia.

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

PRELIMINARY PROSPECTUS DATED AUGUST 21, 2007

Initial Public Offering August 21, 2007

LATIGO CAPITAL CORPORATION

(a capital pool company)

$1,000,000
5,000,000 Common Shares

Price: $0.20 per Common Share

Latigo Capital Corporation (the "**Company**") hereby offers through its agent, Blackmont Capital Inc. (the "**Agent**"), 5,000,000 common shares in the capital of the Company (the "**Common Shares**") for sale to the public at a price of $0.20 per share. The purpose of this offering (the "**Offering**") is to provide the Company with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the "**TSXV**" or 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 TSXV Policy 2.4 (the "**CPC Policy**"). The Company is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Company" and "Use of Proceeds".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to a minimum subscription of 5,000,000 Common Shares for total gross proceeds to the Company of $1,000,000. The offering price of the Common Shares was determined by negotiation between the Company and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the agency agreement (the "**Agency Agreement**") to be entered into between the Company and the Agent. 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 or companies who subscribed within that period and by the Agent, 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 a non-transferable option (the "**Agent's Option**") to purchase 425,000 Common Shares of the Company at a price of $0.20 per Common Share expiring 24 months from the date the Company's shares are listed on the Exchange (the "**Agent's Option**"). The Agent's Option is qualified under this prospectus for distribution. In addition, and subject to regulatory approval, the Company intends to grant options to purchase 730,000 Common Shares pursuant to the Option Plan which options are qualified under this prospectus for distribution. See "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 options to the directors and officers of the Company, trading in all securities of the Company is prohibited during the period between the date a receipt for this prospectus is issued by the Alberta Securities Commission and the British Columbia Securities Commission and the time the Common Shares are listed for trading except, subject to prior acceptance of the TSXV, where appropriate registration and prospectus exemptions are available under securities legislation or where the Alberta Securities Commission grants a discretionary order.

The Company has applied to list its Common Shares on the TSXV. Listing is subject to the Company fulfilling all of the listing requirements of the TSXV.

	Common Shares	Price to Public	Agent's Commission(1)	Proceeds to the Company(2)
Per Common Share	1	$0.20	$0.02	$0.18
Total Offering	5,000,000	$1,000,000	$85,000	$915,000

Notes:

(1) In addition, the Company will pay the Agent's expenses, including legal fees and the Agent's corporate finance fee of $15,000 plus GST. The Company has paid a deposit of $7,500 towards the Agent's corporate finance fee of $15,000 plus GST, and a deposit on legal fees and pre-offering expenses of $5,000. The Company will also issue the Agent's Option referred to above. See "Plan of Distribution".

(2) Before deducting the costs of this issue (and certain pre-offering costs), estimated at approximately $60,000, exclusive of the Agent's commission.

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

There is no market through which the Common Shares offered by this Prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of $0.06 or 30%. The Company was only recently incorporated and does not currently own any assets other than cash. The business objective of the Company is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction; however, there can be no assurance that the Company will successfully complete a Qualifying Transaction. Although the Company has commenced the process of identifying potential acquisitions, the Company has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Company has not entered into an Agreement in Principle, as hereafter defined. The Company may find that even if the terms of a potential acquisition are economic, the Company may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the Company has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Company, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of shares from the Company's treasury, control of the Company may change and shareholders may suffer further dilution of their investment. The Company will be in competition with other corporations with greater resources. The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or delist the Common Shares where the Company has failed to complete a Qualifying Transaction within 24 months of the date of listing. Each securities commission in those jurisdictions where the Company becomes a reporting issuer may issue an interim cease trade order against the Company's securities if the Common Shares of the Company are suspended from trading on the Exchange and will issue an interim cease trade order if the Company is delisted from the Exchange. In addition, delisting of the Common Shares will result in the cancellation of at least 50% of the Common Shares of the Company owned by insiders issued prior to this Offering. Investors must rely solely on the expertise of the Company's promoters, directors and officers for any possible return on their investment. The Company's promoters, directors, officers and control persons, and their Associates and Affiliates, as a group, beneficially own or control, directly or indirectly, 2,000,000 Common Shares, which represents 100% of the issued and outstanding Common Shares before giving effect to this offering and approximately 53% of the issued and outstanding Common Shares after giving effect to this offering. The directors and officers of the Company will only devote part of their time to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. See "Dilution", "Business of the Company", "Directors, Officers and Promoters", "Use of Proceeds", "Conflicts of Interest", and "Risk Factors".

Blackmont Capital Inc., as agent, conditionally offers these Common Shares, on a "commercially reasonable efforts" basis, if, as and when subscriptions are accepted by the Company, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Burnet, Duckworth & Palmer LLP, Barristers & Solicitors, Calgary, Alberta, on behalf of the Company and by Burstall Winger LLP, Calgary, Alberta, 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 100,000 of the total Common Shares ($20,000) offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 200,000 of the total Common Shares ($40,000) 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 for the Common Shares evidencing the Common Shares in definitive form will be available for delivery on the closing date.

Blackmont Capital Inc.
Suite # 2200, 440 – 2nd Avenue S.W.
Calgary, Alberta T2P 5E9

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ELIGIBILITY FOR INVESTMENT

In the opinion of Burnet, Duckworth & Palmer LLP, counsel for the Company, the Common Shares, if, as and when listed on a prescribed stock exchange, will be qualified investments for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan or a deferred profit sharing plan under the *Income Tax Act* (Canada) and the regulations made under that Act and, based upon information provided by the Company, on the closing date of the Offering, the Common Shares will not constitute "foreign property" for the purposes of the *Income Tax Act* (Canada) for Persons subject to tax under the Part XI of the *Income Tax Act* (Canada).

GLOSSARY

The following are definitions of certain terms used throughout this document.

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

A company is an "Affiliate" of another company if:

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

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

A company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person; or

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

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

"**Agency Agreement**" means the agency agreement dated •, 2007 among the Company and the Agent;

"**Agent**" means Blackmont Capital Inc.;

"Agent's Option" means the non-transferable option to be granted by the Company to the Agent or as directed by the Agent entitling the Agent and any sub-agents to acquire up to 425,000 Common Shares of the Company at an exercise price of $0.20 per Common Share, expiring 24 months from the date of listing of the Common Shares on the Exchange;

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person,

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

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

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

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

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

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

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

"**Company**" means Latigo Capital Corporation, a corporation incorporated under the laws of the Province of Alberta;

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

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

"**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 Exchange;

"**Eligible Charitable Organization**" means:

(a) any "Charitable Organization" or "Public Foundation" which is a "Registered Charity", but is not a "Private Foundation" (as such terms are defined in the *Income Tax Act* (Canada)); or

(b) a "Registered National Arts Service Organization" (as such term is defined in the *Income Tax Act* (Canada);

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

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

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

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

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

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

"**Non Arm's Length Party**" means in relation to a company, a Promoter, officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, officer, director, Insider or Control Person;

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

"**Offering**" means the offering of Common Shares in accordance with the terms of this prospectus;

"**Option Plan**" means the directors, officers, employees and key consultants' stock option plan. See "Options to Purchase Securities";

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

"**Principal**" means:

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

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

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

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

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

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

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

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

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

"**Pro Group**":

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

  (i) the Member;

  (ii) employees of the Member;

  (iii) partners, officers and directors of the Member;

  (iv) Affiliates of the Member; and

  (v) Associates of any parties referred to in subparagraphs (i) through (iv).

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

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

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

(i) the Person is an affiliate or associate of the Member acting at arm's length of the Member;

(ii) the associate or affiliate has a separate corporate and reporting structure;

(iii) there are sufficient controls on information flowing between the Member and the associate or affiliate; and

(iv) the Member maintains a list of such excluded Persons;

"**Promoter**" has the meaning specified in section 1(rr) of the *Securities Act* (Alberta);

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

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

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

"**SEDAR**" means System for Electronic Document Analysis and Retrieval;

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

"**Sponsor**" has the meaning specified in the TSXV Policy 2.2 – Sponsorship and Sponsorship Requirements;

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

"**Trustee**" means Valiant Trust Company;

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

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.

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.

Company: The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Company".

Offering: A total of 5,000,000 Common Shares are being offered under this prospectus at a price of $0.20 per Common Share. In addition, the Company will grant an option to the Agent to purchase up to 425,000 Common Shares at a price of $0.20 per share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which option is qualified under this prospectus. The Company also intends to grant options to purchase an aggregate of 730,000 Common Shares to directors and officers under an Option Plan which options are qualified for distribution under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

Use of Proceeds: The total net proceeds to the Company, accounting for total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses including the Agent's commission, will be approximately $1,085,000. In addition, the Company estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of approximately $15,000, which will reduce the total net proceeds available for pursuing a Qualifying Transaction to $1,070,000. The net proceeds of this Offering will be used to provide the Company with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition, with a view to completing a Qualifying Transaction. The Company may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Company" and "Risk Factors".

Directors and Officers:

Warren S. Coates	- Chief Executive Officer and Director
William Scott Harkness	- Chief Financial Officer and Director
Richard Charron	- Director
J.G. (Jeff) Lawson	- Corporate Secretary and Director

See "Directors and Officers".

Escrowed Securities: All of the currently issued and outstanding Common Shares, being 2,300,000 Common Shares, will be deposited in escrow pursuant to the terms of an Escrow Agreement, as defined herein, and will be released from escrow in stages over a period of three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

Risk Factors: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Company's business and its present stage of development. The Company was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Company and can afford to risk the loss of their entire investment. The directors and officers of the Company will only devote part of their time and attention to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. Assuming completion of the Offering, an investor will suffer an immediate dilution of investment of 30% or $0.06 per Common Share. There can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.

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

THE COMPANY

Latigo Capital Corporation (the "**Company**") was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) on April 9, 2007. On August 1, 2007, the Company filed Articles of Amendment removing its private company restrictions.

The head office of the Company is located at 1400, 350 - 7th Avenue S.W., Calgary, Alberta, T2P 3N9 and the registered office of the Company is located at 1400, 350 - 7th Avenue S.W., Calgary, Alberta, T2P 3N9.

BUSINESS OF THE COMPANY

Preliminary Expenses

Other than a $7,500 (plus GST) paid to the Agent in respect of part of the Agent's corporate finance fee, $5,000 paid to the Agent representing a deposit against legal expenses and $5,300 to be paid to the Exchange as a filing fee, the Company has not incurred any expenses to date. However, certain of the offering proceeds will be utilized to satisfy the obligations of the Company related to the present offering, including the expenses of its auditors, and the fees of the Exchange and the securities commissions and legal expenses. See "Use of Proceeds".

Proposed Operations Until Completion of a Qualifying Transaction

The Company proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the TSXV and, in the case of a Non-Arms's Length Qualifying Transaction, is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Company has not conducted commercial operations. The Company currently intends to pursue a Qualifying Transaction in an undisclosed sector.

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

Method of Financing

The Company may use either cash, bank financing, the issuance of treasury shares or public financing of debt or equity, or a combination of the foregoing, 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 Company and may cause the shareholders' interest in the Company to be further diluted.**

Criteria for a Qualifying Transaction

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

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

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

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

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

Unless waived by the TSXV, the Company will also be required to retain a Sponsor, who must be a member of the TSXV, and who will be required to submit to the TSXV a Sponsor Report prepared in accordance with the Policies of the TSXV. The Company will no longer be considered to be a CPC upon the TSXV having issued the Final Exchange Bulletin. The TSXV will generally not issue the Final Exchange Bulletin until the TSXV 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 documentation otherwise required to be filed with the TSXV pursuant to the CPC Policy.

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

Minimum Listing Requirements

The Resulting Issuer must satisfy the TSXV's Minimum Listing Requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable Policies of the TSXV.

Trading Halts, Suspension and Delisting

The TSXV 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 TSXV 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 for all individuals who may be directors, senior officers, promoters, or insiders of the Resulting Issuer must be filed with the TSXV and any preliminary background searches that the TSXV considers necessary or advisable, must also be completed, before the trading halt will be lifted by the TSXV.

Even if all filing requirements have been satisfied and preliminary background checks completed, the TSXV 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 TSXV that the halt should be reinstated or continued.

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

The TSXV may suspend from trading or delist the Common Shares of the Company where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. In the event that the Common Shares of the Company are delisted by the Exchange, within 90 days from the date of such delisting, the Company 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 Company, determine to deal with the Issuer or its remaining assets in some other manner. See "Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction" above.

Refusal of Qualifying Transaction

The TSXV, 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 TSXV;

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

(i) a member firm of the TSXV;

(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

Net Proceeds and Principal Purposes

1. The gross proceeds received by the Company from the sale of Common Shares prior to the date of this prospectus were $230,000.

2. The Company has not incurred any expenses and costs with respect to the issue of Common Shares referred to in 1 above.

3. The gross proceeds to be received by the Company from the sale of the Common Shares distributed under this prospectus will be $1,000,000.

4. From these aggregate gross proceeds of $1,230,000 will be deducted the expenses and costs of this issue and estimated in the aggregate, including legal, audit, printing, regulatory fees, the Agent's corporate finance fee and expenses and the Agent's commission, to be approximately $145,000.

5. The Company estimates that an amount of $1,085,000 will be available to it from the sale of the Common Shares distributed under this prospectus and prior sales of Common Shares.

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

Cash proceeds raised prior to this Offering(1)	$230,000
Cash proceeds to be raised pursuant to this Offering(2)	$1,000,000
Expenses and costs relating to the Offering (including listing fees, Agent's commission, legal fees, audit fees and expenses)	$(145,000)
Estimated funds available (on completion of the Offering)	$1,085,000
Funds available for identifying and evaluating assets or business prospects(3)	$1,085,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$15,000
Total net proceeds	$1,070,000

Notes:

(1) See "Prior Sales".
(2) In the event the Agent exercises the Agent's Option and the directors or officers exercise their options there will be available to the Company a maximum of an additional $231,000, which will be added to the working capital of the Company. There is no assurance that any of these options will be exercised.
(3) In the event that the Company enters into an Agreement in Principle prior to spending the entire $1,070,000 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

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

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

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

Restrictions on Use of Proceeds

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

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

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

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

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

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

(iii) equipment leases; and

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

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

Private Placements for Cash

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

Prohibited Payments to Non-Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agent and Agent's Compensation

Pursuant to the Agency Agreement among the Company and the Agent, the Company has appointed the Agent as its agent to offer for sale on a commercially reasonable basis to the public 5,000,000 Common Shares as provided in this prospectus, at a price of $0.20 per Common Share, for gross proceeds of $1,000,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 8.5% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Company will pay to the Agent a corporate finance fee of $15,000 plus GST and will pay the Agent’s legal fees and expenses estimated at approximately $8,000 plus GST and disbursements. The Company has paid $12,950 representing $7,500 plus GST towards the Agent's corporate finance fee and a deposit of $5,000 for the Agent's legal fees and expenses.

The Company has also agreed to grant to the Agent, or as directed by the Agent, the non-transferable Agent’s Option to purchase 425,000 Common Shares at a price of $0.20 per share, which may be exercised for a period of 24 months from the date the Common Shares of the Company are listed on the TSXV. The Agent’s Option is qualified under this prospectus. The Agent intends to sell to the public any Common Shares received by it upon the exercise of its option. Not more than 50% of the Common Shares received on the exercise of the Agent’s Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Company and may make co-brokerage arrangements with other investment dealers at no additional cost to the Company. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Offering and Minimum Distribution

The total Offering is 5,000,000 Common Shares for total gross proceeds of $1,000,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 100,000 of the total Common Shares ($20,000) under 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 200,000 of the total number of Common Shares ($40,000) under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of

$300,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Company also proposes to grant options to purchase 730,000 Common Shares to directors and officers in accordance with the policies of the TSXV which options are qualified for distribution under this prospectus.

Determination of Price

The offering price of the Common Shares hereunder was determined by negotiation between the Company and the Agent.

Listing Application

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

Subscription by and Restrictions on the Agent

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

The aggregate number of Common Shares permitted to be owned directly or indirectly by the Agent, or any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing, is 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

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

DESCRIPTION OF SHARE CAPITAL

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value, of which 2,300,000 Common Shares were issued and outstanding as fully paid and non-assessable as at the date of this prospectus, 5,000,000 Common Shares are reserved for issuance under this prospectus, 730,000 Common Shares will be reserved for issuance under a directors', officers', employees' and key consultants' stock option program, subject to regulatory approval, and 425,000 Common Shares will be reserved for issuance pursuant to the Agent's Option. The Company also has authorized for issuance an unlimited number of First Preferred Shares, none of which have been issued. See "Stock Options" and "Plan of Distribution".

Common Shares

The holders of the Common Shares are entitled to receive notice of and attend any meeting of the Company's shareholders and are entitled to one vote for each Common Share held (except at meetings where only the holders of another class of shares are entitled to vote). The holders of the Common Shares are entitled to receive dividends, if, as and when declared by the board of directors of the Company and, subject to the prior satisfaction of all preferential rights to dividends attaching to all shares of other classes of the Company ranking in priority to the Common Shares in respect of dividends.

In addition, the holders of Common Shares are entitled in the event of any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of the Company ranking in priority to the Common Shares in respect of return of capital on dissolution, to share rateably, together with the holders of shares of any other class of shares of the Company ranking equally with the Common Shares in respect of return of capital, in such assets of the Company as are available for distribution.

First Preferred Shares

The first preferred shares (the "**First Preferred Shares**") may be issued from time to time in one or more series, each series consisting of a number of First Preferred Shares as determined by the Board of Directors of the Company, who may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of First Preferred Shares. As at the date hereof, there are no First Preferred Shares issued and outstanding. The First Preferred Shares of each series shall, with respect to dividends, liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, rank on priority with the First Preferred Shares of every other series, and shall be entitled to preference over the Common Shares and the shares of any other class ranking junior to the First Preferred Shares.

CAPITALIZATION

	Authorized	Outstanding as of June 30, 2007(1)	Outstanding as of •, 2007	Outstanding as at •, 2007 after Giving Effect to this Offering(1)(2)
First Preferred Shares	Unlimited	-	-	-
Common Shares	Unlimited	$230,000 (2,300,000 shares)	$230,000 (2,300,000 shares)	$1,230,000 (7,300,000 shares)

Notes:

(1) The Company will reserve an aggregate of 730,000 Common Shares for issuance under the Stock Option Plan, subject to regulatory approval. All such options will expire five years from the date of grant. See "Options to Purchase Securities". The Company will also grant the Agent's Option to purchase 425,000 Common Shares at a price of $0.20 per share expiring 24 months from the date the Common Shares are listed on the Exchange.

(2) Before deducting the expenses of the issuance of the shares of the Company, and expenses of the offering, estimated to aggregate $145,000.

(3) As at June 30, 2007, the Company had not commenced operations and had retained earnings of $564.

OPTIONS TO PURCHASE SECURITIES

The Company has adopted the Option Plan which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with the TSXV requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance, together with any options issued to Eligible Charitable Organizations, will not exceed 10% of the issued and outstanding Common Shares. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance:

(a) to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares;

(b) to all key consultants will not exceed two percent (2%) of the issued and outstanding Common Shares; and

(c) to all Eligible Charitable Organizations will not exceed one percent (1%) of the issued and outstanding Common Shares.

Options may be exercised on the later of 12 months or 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to 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".

Subject to regulatory approval, the Company intends to enter into stock option agreements with its directors and officers as follows:

	Number of Common Shares Under Options	Exercise Price Per Common Share	Expiry Date
Warren S. Coates	182,500	$0.20	5 years(1)
William Scott Harkness	182,500	$0.20	5 years(1)
Richard Charron	182,500	$0.20	5 years(1)
J.G. (Jeff) Lawson	182,500	$0.20	5 years(1)
Total	730,000		

Note:

(1) The options will all vest immediately on the date of grant and will expire five years from the date of grant.

The above options to purchase 730,000 Common Shares to be granted after closing of this Offering (subject to regulatory approval) are qualified for distribution under this prospectus. No additional options are proposed to be granted until the Company completes its Qualifying Transaction.

PRIOR SALES

Since the date of incorporation of the Company, 2,300,000 Common Shares have been issued as follows:

Date	Number of Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
April 9, 2007	2,000,000(1)	$0.10	$200,000	Cash
April 30, 2007	100,000(1)	$0.10	$10,000	Cash
May 4, 2007	200,000(1)	$0.10	$20,000	Cash

Note:

(1) These Common Shares will be held in escrow. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the currently issued and outstanding Common Shares of the Company, being 2,300,000 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.

All of the 2,300,000 Common Shares issued prior to this Offering at a price below $0.20 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Company either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Trustee under the Escrow Agreement.

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

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

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

Name and Municipality of Residence of Shareholder	Common Shares	Number of Shares held in escrow	Percentage of Shares prior to giving effect to the Offering	Percentage of Shares after giving effect to the Offering
Warren S. Coates Calgary, Alberta	500,000	500,000	21.7%	6.8%
William Scott Harkness Calgary, Alberta	500,000	500,000	21.7%	6.8%
Richard Charron Calgary, Alberta	500,000	500,000	21.7%	6.8%
J.G (Jeff) Lawson Calgary, Alberta	500,000	500,000	21.7%	6.8%
Alex Shegelman Calgary, Alberta	100,000	100,000	4.4%	1.4%
Gino Demichelle Calgary, Alberta	100,000	100,000	4.4%	1.4%
Steve Larke Calgary, Alberta	100,000	100,000	4.4%	1.4%
	2,300,000			

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

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

If the Resulting Issuer meets the TSXV'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 TSXV for listing as a Tier 1 issuer and the TSXV has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the TSXV.

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

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

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

(b) if the Company lists on the NEX, either

   (i) cancel all Seed Shares purchased by Non-Arm's Length Parties to the CPC at a discount from the IP 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 agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the TSXV, or securities that are otherwise determined by the TSXV 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, then all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "**Surplus Security Escrow Agreement**").

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

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

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

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

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

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

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence	Type of Ownership	Number of Common Shares (1)(3)(4)	Percentage of Common Shares Owned Before Offering	Percentage of Common Shares Owned After Offering
Warren S. Coates Calgary, Alberta	Beneficial	500,000	21.7%	6.8%
William Scott Harkness Calgary, Alberta	Beneficial	500,000	21.7%	6.8%
Richard Charron Calgary, Alberta	Beneficial	500,000	21.7%	6.8%
J.G. (Jeff) Lawson Calgary, Alberta	Beneficial	500,000	21.7%	6.8%

Notes:

(1) These Common Shares are all to be held in escrow. See "Escrowed Securities".
(2) In addition, Messrs. Coates, Harkness, Charron and Lawson will each be granted stock options to purchase an aggregate of 730,000 Common Shares upon the issue by the Alberta Securities Commission and the British Columbia Securities Commission of a receipt for the final prospectus. See "Options to Purchase Securities". On a fully diluted basis, following closing of the Offering, each of Messrs. Coates, Harkness, Charron and Lawson will own 5.9% of the Common Shares of the Company.
(3) Assumes that no Common Shares are purchased by the Principal Shareholders pursuant to the Offering.

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names and municipalities of residence of the directors, officers and promoters of the Company, their positions and offices with the Company and their principal occupations during the last five years.

Name and Municipality of Residence[(2)]	Position Held	Age	Principal Occupation
Warren S. Coates[(1)] Calgary, Alberta	Chief Executive Officer, a Director and a Promoter	43	Co-founder and Vice President Finance of Century Oilfield Services Inc., a private oil and gas services company founded in 2005; prior thereto, Principal of Latigo Business Advisory Services, a private energy industry advisory proprietorship, from 2004 through 2005; prior thereto Vice President and Chief Financial Officer of Trees Savers International Inc. and G&L Slotco Oilfield Services Ltd, private international oil and gas service and manufacturing companies from 2000 through 2003. A member of the Institute of Chartered Accountants of Alberta, since 1993.
William Scott Harkness[(1)] Calgary, Alberta	Chief Financial Officer, a Director and a Promoter	36	An investment analyst at Cavendish Investing Ltd since May 2001. Currently managing a private fund specializing in resource and small cap investments. Mr. Harkness is a Chartered Financial Analyst and completed his MBA from the University of Calgary in 2002. Mr. Harkness is also a Director of Sikanni Services Ltd., First Factor Developments and Royal Roads Corporation.
Richard Charron[(1)] Calgary, Alberta	Director	59	Chief Executive Officer and a Director of Xtreme Coil Drilling Corp. and President of Arron Consulting Inc.; prior thereto from 2003 to 2005, Chief Financial Officer of Itres Research Inc. a private instrument and service company; from 2000 to 2003, President and Chief Financial Officer of Wrangler West Capital Corp; and from 2000 to 2001, Chief Financial Officer of Zedi Solutions Inc., an oil and gas services company.
J.G. (Jeff) Lawson Calgary, Alberta	Corporate Secretary and a Director	38	Partner and member of the Executive Committee of the law firm of Burnet, Duckworth & Palmer LLP, located in Calgary, Alberta.

Notes:

(1) Member of the Audit Committee.
(2) The Company does not have an executive committee.

All of the directors currently have employment outside of the Company. Each of the directors of the Company has agreed to devote as much of his time to the business and affairs of the Company as necessary to complete the Company's Qualifying Transaction. The directors and officers are engaged and will continue to be engaged in the search for property or business prospects on behalf of themselves and others.

The directors and officers of the Company, and their Associates and affiliates, as a group, beneficially own or control, directly or indirectly, 2,000,000 Common Shares or 87% of the issued and outstanding Common Shares before the Offering. After giving effect to this Offering, such holdings will represent approximately 27.4% of the outstanding Common Shares. In addition to the foregoing, if the directors and officers of the Company were to exercise the options to purchase 730,000 Common Shares proposed to be issued to them under the Company's stock option program, subject to regulatory approval, such individuals, as a group, would beneficially own or control, directly or indirectly, 2,730,000 Common Shares, representing approximately 37.4% of the outstanding Common Shares after giving effect to the offering (not including any Common Shares issuable pursuant to the Agent's Option).

The following is a brief description of the background of the key management, directors and the Promoters of the Company:

Warren S. Coates, Chief Executive Officer and a Director

Mr. Coates is co-founder and Vice President Finance of Century Oilfield Services Inc., a private oil and gas services company founded in 2005. Prior thereto, Mr. Coates was Principal of Latigo Business Advisory Services, a private energy industry advisory proprietorship, from 2004 through 2005 and prior thereto Vice President and Chief Financial Officer of Trees Savers International Inc. and G&L Slotco Oilfield Services Ltd, private international oil and gas service and manufacturing companies from 2000 through 2003. Mr. Coates has been a member of the Institute of Chartered Accountants of Alberta, since 1993.

William Scott Harkness, Chief Financial Officer and a Director

Mr. Harkness has been an investment analyst at Cavendish Investing Ltd. since May 2001. Currently managing a private fund specializing in resource and small cap investments. Mr. Harkness is a Chartered Financial Analyst and completed his MBA from the University of Calgary in 2002. Mr. Harkness is also a Director of Sikanni Services Ltd., First Factor Developments and Royal Roads Corp.

Richard Charron, Director

Mr. Charron is currently the Chief Executive Officer and a Director of Xtreme Coil Drilling Corp. and President of Arron Consulting Inc. Prior thereto from 2003 to 2005, Mr. Charron was Chief Financial Officer of Itres Research Inc. a private instrument and service company and from 2000 to 2003, he was President and Chief Financial Officer of Wrangler West Capital Corp. From 2000 to 2001, Mr. Charron was Chief Financial Officer of Zedi Solutions Inc., an oil and gas services company.

J.G. (Jeff) Lawson, Corporate Secretary and a Director

Mr. Lawson is a Partner at the law firm of Burnet, Duckworth & Palmer LLP, located in Calgary, Alberta. Mr. Lawson specializes in securities law and has extensive experience in both private and public offerings and merger and acquisitions activities. He acts as counsel to a number of industrial and resources companies, as a director or officer of a number of publicly listed entities and serves as a director of certain non-profit and charitable organizations. Mr. Lawson received an LLB from the University of Alberta in 1993.

Qualification Requirements of the CPC Policy

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

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
J.G. (Jeff) Lawson	Aqueous Capital Corp.	TSXV	Corporate Secretary and a Director	November 2006	Present
	Avenir Diversified Income Trust	TSX	Corporate Secretary	February 2003	Present
	Aventura Energy Inc.	TSXV	Corporate Secretary	January 2000	May 2004
	BakBone Software Inc. (formerly Net Resources Inc.)	TSX	Director	March 2000	Present
	Biotech Medical Sciences Inc. (formerly Rita Capital Corp.)	TSXV	Assistant Secretary	May 2002	May 2005
	Black Diamond Income Fund	TSX	Corporate Secretary	September 2006	Present
	Charter Realty Holdings Ltd.	TSXV	Corporate Secretary	March 2005	Present
	Cruiser Oil & Gas Ltd.	TSXV	Director	May 2005	Present
	DirectCash Income Fund	TSX	Director	October 2004	Present

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
	Endev Energy Inc. (formerly Flock Resources Ltd.)	TSX	Corporate Secretary	April 2002	Present
	EnerVest Diversified Income Trust	TSX	Director	October 2005	Present
	EnerVest Energy and Oil Sands Total Return Trust	TSX	Corporate Secretary	February 2006	Present
	EnTech Investments Inc. (formerly Inter Energy Corp.)	TSX.V	Assistant Secretary	May 2002	September 2004
	Global Alternative Investments Inc.	TSXV	Assistant Secretary	August 2006	Present
	GlobeStar Mining Corporation	TSXV	Corporate Secretary	February 2002	Present
	Ironhorse Oil & Gas Inc.	TSXV	Director	October 2003	Present
	Madalena Ventures Inc.	CNQ	Director	June 2006	Present
	Mahalo Energy Ltd.	TSX	Director	April 2004	Present
	Matrix Petroleum Inc.	TSXV	Director	May 2002	November 2003
	Maxim Power Corp.	TSX	Director	May 2005	October 2006
	Peregrine Energy Ltd.	TSX	Director	February 2004	June 2006
	Phoenix Technology Income Fund	TSX	Director	May 2001	Present
	QGX Ltd.	TSX	Corporate Secretary	August 2002	Present
	Realty Commerce Corporation	TSXV	Director	July 2002	April 2003
	RedStar Oil & Gas Inc.	TSXV	Director	December 2004	Present
	Rinoa Enterprises Ltd.	TSXV	Director	July 2004	October 2006
	Sawhill Capital Ltd.	TSXV	Director and Secretary	March 2006	Present
	Silk Road Resources Ltd. (formerly Pargas Enterprises Ltd.)	TSXV	Director	June 2002	March 2004
	SouthPoint Resources Ltd.	TSXV	Corporate Secretary	August 2002	April 2003
	Twin Butte Energy Ltd.	TSX	Director	December 2005	Present
	Universal Infrastructure Corp.	TSXV	Assistant Secretary	August 2006	Present
	Virtual China Travel Services Co., Ltd.	TSXV	Director	January 2001	November 2005
	VRX Worldwide Inc.	TSXV	Director	May 2003	July 2006
	Wireless Matrix Corporation	TSX	Director and Corporate Secretary	February 2003	Present
William Scott Harkness	Sikanni Services Ltd.	TSXV	Director	January 2007	Present
	Royal Roads Corp.	TSXV	Director	December 2005	Present
	First Factor Developments Inc.	NEX	Director	December 2006	Present
Richard Charron	Xtreme Coil Drilling Corp.	TSX	Director and Officer	May 2006	Present
	Wrangler West Capital Corp.	TSXV	Director and Officer	January 2000	January 2003
	ZEDI Solutions Inc.	TSXV	Officer	January 2000	November 2001

Promoters

Mr. Coates and Mr. Harkness may be considered to be Promoters of the Company in that they took the initiative in founding and organizing the Company. Collectively, Mr. Coates and Mr. Harkness beneficially owns, directly or indirectly, or exercise control or direction over, 500,000 and 500,000 Common Shares, respectively or 21.7% and 21.7% (in aggregate 43.4%) of the issued and outstanding Common Shares before the Offering. After giving effect to the Offering, each of their holdings will represent in aggregate approximately 13.7% of the outstanding Common Shares. See "Prior Sales and Principal Shareholders". Other than options to be granted to Mr. Coates and Mr. Harkness pursuant to the Company's Option Plan, nothing of value, including money, property, contracts, options or rights of any kind have been received or is presently contemplated to be received by Mr. Coates or Mr. Harkness directly or indirectly from the Company. See "Share Options". In addition, except as set forth elsewhere in this prospectus, no assets, services or other considerations have been received or are presently contemplated to be received by the Company from Mr. Coates or Mr. Harkness. See "Directors, Officers and Promoters".

Corporate Cease Trade Orders or Bankruptcies

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

Jeff Lawson, a director of the Company, has been a director of BakBone Software Incorporated ("**BakBone**") since 2000. In October, 2004, BakBone announced that it had approved the engagement of Deloitte & Touche LLP as BakBone's auditors, who would replace KPMG LLP, who were BakBone's previous auditors. As a result of this change of auditors, and the requirement for Deloitte & Touche LLP to both review BakBone's current results and its previously published financial statements, BakBone was not in a position to file its quarterly report on Form 10-Q for the September 30, 2004 period and consequently, in December 2004, each of the Alberta, British Columbia and Ontario Securities Commissions issued cease trade orders against BakBone to the effect that all trading in the securities of BakBone cease until it has filed its requisite financial statements in accordance with Canadian securities legislation. The cease trade order is currently still in effect.

Penalties or Sanctions

No director, officer or Promoter of the Company, within the last 10 years, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority relating to trading in securities, promotion or management of a publicly traded issuer or theft or fraud 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 or Promoter of the Company, or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons, has, within the 10 years preceding the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflicts of Interest

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

EXECUTIVE COMPENSATION

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

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

(i) salaries;

(ii) consulting fees;

(iii) management contract fees or directors' fees;

(iv) finders fees;

(v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

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

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 30% or $0.06 per Common Share on the basis of their being 7,300,000 Common Shares of the Company 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 the filing of this prospectus, without deduction of commissions or related expenses incurred by the Company, as set forth below:

Gross proceeds of prior share issues	$230,000
Gross proceeds of this offering	$1,000,000
Total gross proceeds after this offering	$1,230,000
Offering price per share	$0.20
Gross proceeds per share after this offering	$0.14
Dilution per share to subscriber	$0.06
Percentage of dilution in relation to offering price	30%

RISK FACTORS

An investment in the securities offered hereunder is speculative and involves a high degree of risk due to the proposed nature of the Company's business and its present stage of development. In addition to the other information contained in this prospectus, prospectus investors should carefully consider the following risk factors, which may have a material adverse effect on the Company's business, financial condition or results of operations.

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

Investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Company's business and its present stage of development

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

Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 30% or $0.06 per Common Share.

There can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell its Common Shares.

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

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

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

Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the TSXV and Majority of the Minority Approval.

Unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Company of fair value for the Common Shares.

Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Company will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Company will be reinstated to trading before the TSXV 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 Company completing the proposed Qualifying Transaction.

Trading in the Common Shares of the Company may be halted at other times for other reasons, including for failure by the Company to submit documents to the TSXV in the time periods required.

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

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

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

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

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

After giving effect to the Offering, the directors and officers of the Company and their respective Associates and affiliates will own or control, directly or indirectly, 27.4% of the outstanding Common Shares of the Company. In addition, it is anticipated that the directors and officers will be granted options to purchase up to 730,000 Common Shares and the Agent will be granted a non-transferable option to purchase 425,000 Common Shares. See "Escrowed Securities", "Options to Purchase Securities" and "Plan of Distribution".

As a result of these factors, this offering is only suitable to investors who are willing to rely solely on management of the Company and who can afford to lose their entire investment and those investors who are not prepared to do so should not invest in these securities. See "Business of the Company", "Management and Key Personnel", "Directors and Officers", "Conflicts of Interest" and "Use of Proceeds".

INTERESTS OF MANAGEMENT IN MATERIAL TRANSACTIONS

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

LEGAL PROCEEDINGS

To management's knowledge, there are no existing or contemplated legal proceedings against the Company or any of the directors or officers of the Company.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

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

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Burnet, Duckworth & Palmer LLP, Calgary, Alberta, on behalf of the Company, and by Burstall Winger LLP, Calgary, Alberta, on behalf of the Agent. No person or company whose profession or business gives authority to a statement made by such person or company and who is named in this prospectus has received or shall receive a direct or indirect interest in the property of the Company or any associate or affiliate of the Company. As at the date hereof the aforementioned persons and companies beneficially own, directly or indirectly, less than 10% of the securities of the Company and its Associates and affiliates. In addition, none of the aforementioned persons or companies, nor any director, officer or employee of any of the aforementioned persons or companies, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or a promoter of the Company or of an associate or affiliate of the Company, except for J.G. (Jeff) Lawson, Corporate Secretary and Director of the Company, who is a partner at Burnet, Duckworth & Palmer LLP, which law firm renders legal services to the Company and is remunerated for the same (subject to the restrictions set forth in the CPC Policy).

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Ernst & Young LLP, Chartered Accountants, Calgary, Alberta.

Valiant Trust Company at its principal office in Calgary, Alberta at 310, 606-4th Street S.W., Calgary, Alberta T2P 1T1, is the transfer agent and registrar for the Common Shares.

MATERIAL CONTRACTS

The Company has not entered into any contracts, material to subscribers for Common Shares, within the two years prior to the date hereof except:

(a) the Agency Agreement referred to under "Plan of Distribution"; and

(b) the "Escrow Agreement referred to under "Escrowed Securities".

Copies of these agreements will be available for inspection at the registered office of the Company, 1400, 350 - 7th Avenue S.W., Calgary, Alberta, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of thirty (30) days thereafter. Copies of these agreements are also available for inspection at the offices of the Alberta Securities Commission at any time during normal business hours and are available on SEDAR.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

To date, the Company has not paid any dividends on its outstanding Common Shares. The future payment of dividends will be dependent upon the financial requirements of the Company to fund further growth, financial condition of the Company and other factors which the board of directors of the Company may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future.

PROMOTERS

Mr. Coates and Mr. Harkness may be considered to be promoters of the Company in that they took the initiative in founding and organizing the Company. See also "Prior Sales", "Principal Shareholders" and "Stock Options".

PURCHASER'S STATUTORY RIGHTS

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

AUDITORS' CONSENT

We have read the prospectus of Latigo Capital Corporation (the "**Company**") dated •, 2007 relating to the sale and issuance of 5,000,000 common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the Directors of the Company on the balance sheet of the Company as at June 30, 2007 and the statements of operations and retained earnings and cash flows for the period from the date of incorporation on April 9, 2007 to June 30, 2007. Our report is dated •, 2007 (except as to note 4, which is as of •, 2007).

•, 2007

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Chartered Accountants
Calgary, Canada

AUDITORS' REPORT

To the Directors of
Latigo Capital Corporation

We have audited the balance sheet of Latigo Capital Corporation (the "Company") as at June 30, 2007 and the statements of operations and retained earnings and cash flows for the period from the date of incorporation on April 9, 2007 to June 30, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2007 and the results of its operations and its cash flows for the period from the date of incorporation on April 9, 2007 to June 30, 2007 in accordance with Canadian generally accepted accounting principles.

August 11, 2007 (except as to note 4 which is as of •, 2007)

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Chartered Accountants
Calgary, Canada

FINANCIAL STATEMENTS

LATIGO CAPITAL CORPORATION
BALANCE SHEET
AS AT JUNE 30, 2007

	$
ASSETS	
Current:	
Cash	217,614
Deferred Share Issuance Expenses (note 2)	12,950
Total Assets	230,564
SHAREHOLDERS' EQUITY	
Share Capital (notes 3 and 4)	230,000
Retained Earnings	564
Total Equity	230,564

On behalf of the Board of Directors:

(signed) *"William Scott Harkness"*
William Scott Harkness
Director

(signed) *"Richard Charron"*
Richard Charron
Director

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

FINANCIAL STATEMENTS

LATIGO CAPITAL CORPORATION
STATEMENT OF OPERATIONS AND RETAINED EARNINGS
FOR THE PERIOD FROM THE DATE OF
INCORPORATION ON APRIL 9, 2007 TO JUNE 30, 2007

	$
Revenue	
Interest	586
Expenses	
Bank Charges	22
Net Income and Comprehensive Income for the Period and Retained Earnings, End of Period	564

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

FINANCIAL STATEMENTS

LATIGO CAPITAL CORPORATION
STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM THE DATE OF INCORPORATION ON APRIL 9, 2007 TO JUNE 30, 2007

	$
OPERATING ACTIVITIES	
Net income for the period	564
Cash flow from operating activities	564
FINANCING ACTIVITIES	
Cash received from proceeds of common share issuance	230,000
Deferred Share Issuance Expenses Paid	(12,950)
Cash from financing activities	217,050
Increase in cash, and cash at the end of period	217,614

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

LATIGO CAPITAL CORPORATION
NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2007

NOTE 1-INCORPORATION AND BASIS OF PRESENTATION

Latigo Capital Corporation (the "**Company**") was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) on April 9, 2007 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange Inc. The Company proposes to identify and evaluate potential acquisitions or businesses in Canada, and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval.

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

The Company has not commenced operations at the balance sheet date. Accordingly, the statement of operations and retained earnings consists only of interest earned on cash balances less bank charges.

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles.

NOTE 2-PREPAID EXPENSES

The Company has paid the agent of the proposed public offering (see Note 4) an aggregate amount of $12,950 to cover expected expenses of the offering. The $12,950 represents 50% of the agent's corporate finance fee in the amount of $7,500 plus GST and a deposit on legal fees and pre-offering expenses of $5,000.

NOTE 3-SHARE CAPITAL

Authorized:

The authorized share capital of the Company consists of an unlimited number of Common Shares and an unlimited number of First Preferred Shares without nominal or par value.

Issued and fully paid:

2,300,000 Common Shares (private placement at $0.10 per Common Share)	$ 230,000

Shares held in escrow:

All the currently issued and outstanding Common Shares are held in escrow pursuant to the terms of an Escrow Agreement and will be released from escrow in stages over a period of three years from the date of acceptance by the TSX Venture Exchange Inc. of the Qualifying Transaction.

Stock Options:

The Company has established a stock option plan for the benefit of directors, officers and employees of and consultants and service providers to the Company. In connection with the proposed public offering (note 4), the Company intends to grant an aggregate of 730,000 options to purchase Common Shares, which may be exercised from issuance at a price of $0.20 per share for a period of five years from the date of grant. The stock option plan and the grant of options thereunder are subject to regulatory approval and the Escrow Agreement.

NOTE 4- SUBSEQUENT EVENT

Pursuant to a prospectus filed with the Alberta Securities Commission and the British Columbia Securities Commission dated •, 2007 and an Agency Agreement dated •, 2007, the Company is offering 5,000,000 Common Shares at $0.20 per share to the public. The cost of the issue, including the agent's commission of $85,000 and expenses, the listing fee and other related expenses of the offering are estimated to be approximately $145,000.

In connection with the offering, the agent will be granted a non-transferable option to purchase up to 425,000 Common Shares at $0.20 per share. The option will be exercisable at any time from issuance to 24 months from the date of listing of the Company's shares on the TSX Venture Exchange Inc.

CERTIFICATES

Dated: August 21, 2007

CERTIFICATE OF THE COMPANY

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

LATIGO CAPITAL CORPORATION

(signed) *"Warren S. Coates"*
Warren S. Coates
Chief Executive Officer
and Director

(signed) *"William Scott Harkness"*
William Scott Harkness
Chief Financial Officer and Director

ON BEHALF OF THE BOARD

(signed) *"Richard Charron"*
Richard Charron
Director

(signed) *"J.G. (Jeff) Lawson"*
J.G. (Jeff) Lawson
Director

CERTIFICATE OF THE PROMOTERS

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

(signed) *"Warren S. Coates"*
Warren S. Coates

(signed) *"William Scott Harkness"*
William Scott Harkness

CERTIFICATE OF THE AGENT

Dated: August 21, 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) and Part 9 of the *Securities Act* (British Columbia) and the respective regulations thereunder.

BLACKMONT CAPITAL INC.

By: (signed) *"Peter Bacsalmasi"*
Peter Bacsalmasi
Senior Vice President and Director