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

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

Initial Public Offering November 27, 2007

PRELIMINARY PROSPECTUS

DREAMWEAVER CAPITAL CORP.

(A Capital Pool Company)

$200,000
1,000,000 Common Shares
$0.20 per Common Share

Dreamweaver Capital Corp. (the "Corporation") hereby qualifies for distribution, through its agent, Canaccord Capital Corporation (the "Agent"), 1,000,000 common shares in the share capital of the Corporation (the "Common Shares") for aggregate gross proceeds of $200,000 (the "Offering"). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be accepted by the TSX Venture Exchange Inc. (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, also as hereafter defined, in accordance with Policy 2.4 of the Exchange (the "CPC Policy"). The Corporation is a Capital Pool Company ("CPC"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

	Common Shares	**Price to Public**	**Agent's Commission(1)**	**Net Proceeds to the Corporation(2)**
Per Common Share	1	$0.20	$0.02	$0.18
Total Offering	1,000,000	$200,000	$20,000	$180,000

(1) The Corporation will pay the Agent a cash commission of 10% of the gross proceeds of the Offering. In addition, the Corporation (a) will pay the Agent an administration fee of $10,000; (b) reimburse the Agent for its reasonable expenses and legal fees plus disbursements, estimated at $10,000; and (c) grant the Agent the Agent's Option referred to below. See "*Plan of Distribution - Agency Agreement and Agent's Compensation*".

(2) Before deducting the costs of this issue estimated at $57,000, which includes legal and audit fees and other expenses of the Corporation, the Agent's administration fee, reasonable expenses, and legal fees and the listing fee payable to the Exchange. See "*Use of Proceeds*".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to the completion of a minimum subscription of 1,000,000 Common Shares for gross proceeds to the Corporation of $200,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and any sub-agents will be granted an option (the "Agent's Option") to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to this Offering, being 100,000 Common Shares, at a price of $0.20 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. See "*Plan of Distribution- Agency Agreement and Agent's Compensation*".

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

The Corporation has applied to list its Common Shares on the Exchange. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange.

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

Canaccord Capital Corporation, as agent, conditionally offers these Common Shares, on a "commercially reasonable efforts" basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by Morton & Company, Vancouver, British Columbia, on behalf of the Corporation and by Miller Thomson LLP, Vancouver, British Columbia, on behalf of the Agent.

Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 20,000 Common Shares ($4,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 40,000 Common Shares ($8,000).

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

The directors and officers of the Corporation hold an aggregate of 1,000,000 Common Shares of the Corporation, being 45.02% of the total issued and outstanding Common Shares of the Corporation prior to the Offering. Assuming no Common Shares are purchased by these persons under the Offering, following the Offering, the directors and officers of the Corporation will hold 31.05% of the total issued and outstanding Common Shares of the Corporation. Calculated on a on a fully-diluted basis, reflecting an assumption all Agent's Options and Directors' and Officers' Options are exercised, the directors and officers of the Corporation will hold 35.90% of the total issued and outstanding Common Shares of the Corporation.

No person is authorized to provide any information or to make any representations in connection with this Offering other than as contained in this prospectus.

CANACCORD CAPITAL CORPORATION
Suite 2200 – 609 Granville Street
Vancouver, BC
V7Y 1H2
Telephone: (604) 643-7300
Facsimile: (604) 643-7606

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GLOSSARY

In this prospectus, the following terms have the meaning set forth below unless otherwise indicated:

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

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

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

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

A company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person, or

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

"**Agency Agreement**" means the agency agreement dated ♦, 2007 between the Corporation and the Agent.

"**Agent**" means Canaccord Capital Corporation with an office at Suite 2200, 609 Granville Street, Vancouver, British Columbia, V7Y 1H2.

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent and any sub-agents entitling the Agent and any sub-agents to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to this Offering, being 100,000 Common Shares, at a price of $0.20 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed 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.

"**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 Corporation to provide financing sponsorship and other advisory services.

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

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

(b) any partner of the Person;

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

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

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

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

but

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

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

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

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

"**Completion of the Qualifying Transaction**" means the date the Exchange issues the Final Exchange Bulletin.

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

"**Corporation**" means Dreamweaver Capital Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia), having its registered office in the City of Vancouver, in the province of British Columbia.

"**CPC**" means a corporation:

(a) that has been incorporated or organized in a jurisdiction in Canada or other jurisdiction acceptable to the Exchange;

(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.

"**Directors' and Officers' Options**" means options allocated for grant to directors and officers of the Corporation at the Closing which will entitle the holders to purchase an aggregate of 300,000 Common Shares at a price of $0.20 per Common Share, which options may be exercised until the date which is five years from the date of completion of the IPO, and which options are qualified for distribution under this prospectus.

"**Escrow Agreement**" means the escrow agreement dated September 7, 2007 among the Corporation, the Trustee and certain shareholders of the Corporation.

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

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

"**initial public offering**" or "**IPO**" means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

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

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

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

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

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

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

"**Majority of the Minority Approval**" means the approval of the 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.

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

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

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

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

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

"**Principal**" means:

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

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

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

(d) a 10% holder – a Person that:

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

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

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

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

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

"Pro Group" means

(a) Subject to subparagraphs (b), (c), and (d) "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 Associate or Affiliate; and
iv. the Member maintains a list of such excluded Persons.

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

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

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

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

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

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

"**Sponsor**" means a Member that meets the criteria specified in the Exchange Policy 2.2.

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

"**Trustee**" means Pacific Corporate Trust Company, a trust corporation having an office in the City of Vancouver, in the Province of British Columbia.

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

PROSPECTUS SUMMARY

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

The Corporation:	Dreamweaver Capital Corp.
Business of the Corporation:	The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See "*Business of the Corporation*".
Offering:	1,000,000 Common Shares are being offered and qualified under this prospectus at a price of $0.20 per Common Share. In addition, the Corporation will grant to the Agent and any sub-agent an option to purchase 100,000 Common Shares, at a price of $0.20 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. In addition, the Corporation will grant to the directors and officers of the Corporation options to purchase an aggregate of 300,000 Common Shares, at a price of $0.20 per Common Share and which may be exercised for a period of 5 years from Closing. The Directors' and Officers' Options are qualified for distribution under this prospectus.
Use of Proceeds:	The net proceeds to the Corporation will be approximately $435,000, accounting for total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all offering expenses and expenses incurred to the date hereof. The Corporation estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of approximately $50,000, which will reduce the total net funds available for pursuing a Qualifying Transaction to approximately $385,000, under the Offering. The net funds available will provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of $210,000 or 30% of the gross proceeds realized may be used for purposes other than evaluating businesses or assets.

Directors and Management:	Susan Richards — Director, CEO, CFO, President, and Secretary Brian Stewart — Director Ross McDonald — Director See *"Directors, Officers and Promoter"* and "*Promoter*".
Escrow:	1,000,000 of the currently issued and outstanding Common Shares of the Corporation 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.
Risk Factors:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will devote only part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution (based on the gross proceeds from this and prior issuances without deduction for related expenses) per Common Share of approximately $0.031 or 15.5%. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service of notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "*Business of the Corporation", "Directors, Officers and Promoter", "Capitalization", "Dilution", "Risk Factors" and "Conflicts of Interest".*

THE CORPORATION

The Corporation was incorporated on May 23, 2007 by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* of British Columbia under the name "Dreamweaver Capital Corp."

The registered and records office of the Corporation is located at Suite 1200, 750 West Pender Street, Vancouver, British Columbia, V6C 2T8. The head office of the Corporation is located at Suite 704, 525 Seymour Street, Vancouver, British Columbia, V6B 3H7.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at August 31, 2007 (the date of the most recent balance sheet included in this Prospectus) , the Corporation had not recorded any expenses but had recorded $17,500 of deferred costs, representing retainers to the Agent and legal counsel. As at the date hereof, the Corporation has incurred expenses of approximately $10,000 relating to incorporation costs, professional fees and disbursements, filing fees, and accounting costs with respect to the incorporation of the Corporation, and with respect to the requisite steps in proceeding with the Offering. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange and the Agent, and the fees of the securities regulatory authorities. See "*Use of Proceeds*".

Proposed Operations until Completion of a Qualifying Transaction

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

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

Method of Financing

The Corporation may use cash, bank financing, the issuance of treasury shares, public debt or equity financing or a combination of these for the purpose of financing its proposed Qualifying Transaction. **A**

Qualifying Transaction financed by the issue of treasury shares could result in a change in the control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.

Criteria for a Qualifying Transaction

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

Shareholder Approval of the Qualifying Transaction

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

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

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

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

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

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

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

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

Minimum Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

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

If the Corporation has not completed a Qualifying Transaction within the time frame prescribed by the CPC Policy, it may apply for listing as a Tier three company (NEX) with reduced privileges on the Exchange ("NEX") rather than be delisted. In order to be eligible to list on the NEX, the Corporation must:

(a) either:

   (i) cancel the seed shares purchased by Non Arms Length Parties to the Corporation at a discount to the IPO price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange; or
   (ii) subject to majority shareholder approval, cancel an amount of the seed shares purchased by Non Arms Length Parties to the Corporation so that the average cost of the remaining seed shares is at least equal to the IPO price; and

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

If the Corporation becomes listed on the NEX, it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

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

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

(b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
   (i) a Member firm of the Exchange (the "Member Firm");
   (ii) employees of such Member Firm;
   (iii) partners, officers and directors of the Member Firm;
   (iv) Affiliates of the Member Firm; and
   (v) Associates of any of the parties referred to in subparagraphs (i) through (iv) above.

   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.

See "*Shareholder Approval of the Qualifying Transaction*".

USE OF PROCEEDS

Net Proceeds

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be $200,000. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus was $322,000. From the aggregate gross proceeds of $522,000 will be deducted the expenses and costs incurred as at the date of this prospectus of approximately $10,000 and expenses and costs of this issue estimated in the aggregate, including legal, accounting, printing, regulatory fees and the Agent's commission, to be approximately $77,000. The Corporation estimates that $435,000 will be available to it upon completion of the Offering.

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

Item	**Total Offering**
Gross cash proceeds raised prior to this Offering[(1)]	$322,000
Expenses and costs incurred to the date hereof (approximate)	(10,000)
Gross cash proceeds to be raised pursuant to this Offering	200,000
Estimated expenses and costs relating to the Offering [(2)]	(77,000)
Estimated funds available on completion of the Offering [(3)]	**$435,000**
Funds available for identifying and evaluating assets or business prospects [(3)(4)]	$385,000
Estimated general and administrative expenses until completion of a Qualifying Transaction[(5)]	$50,000
Total net proceeds	**$435,000**

Notes:

(1) See "*Prior Sales*".

(2) Includes listing fees, Agent's commission and administration fee, the Corporation's and the Agent's legal fees and expenses, audit fees and other expenses.

(3) In the event the Agent exercises the Agent's Option, assuming all shares are sold under the Offering, and the Directors' and Officers' Options are exercised, there will be available to the Corporation a maximum of an additional $80,000 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(4) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire funds available 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.

(5) Excludes costs that are not general and administrative expenses but are associated with completion of a Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

- (i) valuations or appraisals;
- (ii) business plans;
- (iii) feasibility studies and technical assessments;
- (iv) sponsorship reports;
- (v) 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 Corporation's proposed Qualifying Transaction.

In addition, with the prior acceptance of the Exchange, up to an aggregate of $225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced pursuant to section 12.2 of the CPC policy at least 15 days prior to the date of any 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 by the Exchange. A maximum aggregate amount of $25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

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

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

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

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

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

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public, 1,000,000 Common Shares, at a price of $0.20 per Common Share for aggregate gross proceeds of $200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation agreed to pay the Agent an administration fee of $10,000 and reimburse the Agent for its legal fees and expenses related to the Offering plus disbursements and taxes . As of the date hereof, the Corporation has paid the Agent a retainer of $10,000 on account of the Agent's expenses and fees.

The Corporation has also agreed to grant to the Agent and any sub-agents a non-transferable Agent's Option which entitles the Agent or its sub-agents to purchase an aggregate of 100,000 Common Shares at a price of $0.20 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is qualified under this prospectus for distribution.

Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its sole discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for 1,000,000 Common Shares at a price of $0.20 per share for total gross proceeds of $200,000. Under the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 20,000 Common Shares ($4,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares in the Offering, or 40,000 Common Shares ($8,000). The funds received from the Offering will be held by the Agent, and will not be released until proceeds of $200,000 have been deposited. The total subscription must be completed within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent or 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 Corporation also proposes to grant options to purchase 300,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. The options will be granted following completion of the Offering.

Determination of Price

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

Listing Application

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

Subscriptions by and Restrictions on the Agent

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

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

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

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, the grant of the Agent’s Option, and the grant of the Directors’ and Officers’ Options no securities of the Corporation may be issued or traded during the period between the date of the receipt for the preliminary prospectus and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 2,221,000 are issued and outstanding as fully paid and non-assessable, 1,000,000 Common Shares are reserved for issuance under this prospectus, 100,000 are reserved for issuance pursuant to the Agent’s Option and 300,000 are reserved for issuance pursuant to the Directors’ and Officers’ Options. See “*Plan of Distribution*”.

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

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of August 31, 2007(1)	Amount Outstanding as of the date hereof (1)	Amount Outstanding After Giving Effect to the Offering (2)(3)
Common Shares	Unlimited	$100,000 (1,000,000 shares)	$344,200(4) (2,221,000 shares)	$544,200(4) (3,221,000 Shares)
Long Term Debt	Nil	Nil	Nil	Nil

Notes:

(1) As at August 31, 2007 and as at the date hereof, the Corporation had not commenced commercial operations.

(2) The Corporation has reserved a maximum of 100,000 Common Shares at $0.20 per share pursuant to the Agent's Option. The Corporation has reserved a maximum of 300,000 Common Shares at $0.20 per share pursuant to the Directors' and Officers' Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

(3) Based on gross proceeds of the Offering of $200,000 and before deducting the Agent's commission, administration and legal fees and expenses and the other costs of this Offering, estimated at $77,000.

(4) Includes $22,200 pursuant to the issuance of 111,000 Common Shares at a deemed price of $0.20 as a finders fee. See *"Material Contracts"*.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan (the "**Option Plan**") which provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to the Corporation, nontransferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares as at the closing date of the Corporation's initial public offering. Such options will be exercisable until the date which is five years from the date of the completion of the IPO for as long as the Corporation is a Tier 2 Issuer. In connection with the foregoing, the number of Common Shares reserved for issuance to any individual director, officer or employee will not exceed five percent (5%) of the issued and outstanding Common Shares in any 12 month period and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised no later than 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, technical consulting arrangement or employment 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 and further provided that if the optionee does not continue as a director, officer, technical consultant or employee of the Corporation following completion of the Qualifying Transaction the option may be exercised no later than the later of 12 months after completion of the Qualifying Transaction and 90 days after such person ceases to be a director, officer, technical consultant or employee of the Corporation. Any Common Shares acquired pursuant to the exercise of options prior to Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "*Escrow Securities*".

As at the date hereof, the Corporation has reserved 300,000 Shares pursuant to the Directors' and Officers' Options, which options are qualified under this prospectus. The Directors' and Officers' Options are allocated on the following basis:.

Optionee	**Number of Common Shares Reserved Under Option under the Offering**	**Exercise Price**	**Expiry Date**
Susan Richards	155,000	$0.20	Five years from date of completion of the IPO
Brian Stewart	60,000	$0.20	Five years from date of completion of the IPO
Ross McDonald	85,000	$0.20	Five years from date of completion of the IPO
Total	**300,000**		

PRIOR SALES

Since the date of incorporation of the Corporation, 2,221,000Common Shares have been issued as follows:

Date	**Number of Common Shares**	**Issue Price Per Share**	**Aggregate Issue Price**	**Consideration Received**
March 23, 2007	1	$1.00	$1.00(1)	Cash
August 10, 2007	1,000,000(2)	$0.10	$100,000	Cash
October 17, 2007	1,110,000	$0.20	$222,000	Cash
October 22, 2007	111,000	$0.20	$22,200	Services**(3)**
TOTAL	**2,221,000**		**$344,200**	

Notes:

(1) This initial incorporator's share was subsequently repurchased by the Corporation and cancelled.

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

(3) 111,000 Common Shares at a deemed price of $0.20 per share were issued pursuant to a finder's fee agreement in connection to the October 17, 2007 financing. See "*Material Contracts*".

ESCROW SECURITIES

1,000,000 Common Shares issued prior to this Offering (which were issued at a price of $0.10 per Common Share) and all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the 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 Corporation acquired in the secondary market prior to the Completion of a Qualifying Transaction by a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer will also be escrowed.

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

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

Name and Municipality of Residence of Shareholder	**Number of Common Shares Escrowed**	**Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering**	**Percentage of Common Shares of the Corporation After Giving Effect to the Offering (1)(2)**
Susan Richards North Vancouver, British Columbia	800,000	36.02%	24.84%
Brian Stewart Vancouver, British Columbia	100,000	4.50%	3.10%
Ross McDonald North Vancouver, British Columbia	100,000	4.50%	3.10%
TOTAL	**1,000,000**	**45.02%**	**31.04%**

Notes:
(1) Assuming no Common Shares are purchased by these persons under the Offering.
(2) The table above excludes shares that may be acquired on exercise of outstanding options. The Corporation has reserved a maximum of 100,000 Common Shares at $0.20 per share pursuant to the Agent's Option. The Corporation has reserved a maximum of 300,000 Common Shares at $0.20 per share pursuant to the Directors' and Officers' Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

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

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the offering price under this prospectus has irrevocably authorized and directed the Trustee to immediately cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation, or if the Corporation lists on NEX, either:

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

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

Escrowed Securities on Qualifying Transaction

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

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

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

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

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

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

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

Escrowed Securities on Private Placement

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

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

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

(i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer;
(ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period; and
(iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Shares	Percentage of Shares Owned Prior to Giving Effect to the Offering	Percentage of Shares Owned After Giving Effect to the Offering (1)(2)
Susan Richards North Vancouver, British Columbia	Direct	800,000	36.02%	24.84%

Notes
(1) Assuming that no Common Shares are purchased by Susan Richards under the Offering.
(2) The table above excludes Common Shares that may be acquired on exercise of outstanding options. The Corporation has reserved a maximum of 100,000 Common Shares at $0.20 per share pursuant to the Agent's Option. The Corporation has reserved a maximum of 300,000 Common Shares at $0.20 per share pursuant to the Directors' and Officers' Options, of which Susan Richards may acquire up to 155,000 Common Shares. See "*Plan of Distribution*" and "*Options to Purchase Securities*".
(3) Calculated on a fully-diluted basis, reflecting an assumption all Agent's Options and Directors' and Officers' Options are exercised, Susan Richards will own 26.37% of shares.

DIRECTORS, OFFICERS AND PROMOTER

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

Susan Richards ***(Age: 50), North Vancouver, British Columbia – Director, President, CEO, CFO, Secretary, and Promoter***

Ms. Richards acted as associate manager for Clarica from January 2000 to November 2003. Since December 2003, Ms. Richards has been a director of sales at Investia Financial Services Inc., a division of Industrial Alliance Insurance and Financial Services Inc. Ms. Richards holds a Certified Financial Planners (CFP) designation.

Ms. Richards will devote between 5% and 10% of her time to the Corporation, or such greater amount of time as is necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Brian Stewart ***(Age: 40), Vancouver, British Columbia – Director***

Since April 2001, Mr. Stewart has been a self employed consultant with his company Goldfinger Resources. From February 2005 to March 2007, Mr. Stewart acted as a director of Mandalay Resources Corporation, a company listed on the TSX Venture Exchange. From September 2006 to January 2007, Mr. Stewart acted as a director and officer of Ialta Industries Ltd., a company listed on the Canadian Trading and Quotation System Inc. Since June 2004, Mr. Stewart has acted as a director of Prospector Consolidated Resources Inc. a publicly traded company listed on the TSX Venture Exchange. Mr. Stewart obtained a Bachelor of Arts degree from Simon Fraser University in 1992 and a mining technology diploma from the British Columbia Institute of Technology in 1995.

Mr. Stewart will devote approximately 10% of his time to the Corporation, or such greater amount of time as is necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Ross McDonald ***(Age: 68), North Vancouver, British Columbia – Director***

From 2005 to present, Mr. Ross McDonald has been a chartered accountant with the firm of Smythe Ratcliffe, LLP, Chartered Accountants. From 1984 to 2005 he maintained his own accounting firm, G. Ross McDonald, Chartered Accountant. Mr. McDonald has acted as a director or officer of a number of reporting and non-reporting companies, including Chief Financial Officer of Atna Resources Ltd.. He holds a Bachelor of Commerce degree from the University of British Columbia, and since 1968 has been a member of the British Columbia Institute of Chartered Accountants.

Mr. McDonald will devote approximately 5% of his time to the Corporation, or such greater amount of time as is necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Other Corporate Information

Pursuant to the provisions of the *Business Corporations Act* of British Columbia, the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The Audit Committee of the Corporation currently consists of Susan Richards, Brian Stewart, and Ross McDonald.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that on a collective basis, management possesses the appropriate experience, qualifications, and history to be able to identify, investigate and acquire Significant Assets.

Prior to this Offering, the directors and officers beneficially own, directly or indirectly, or have control or direction over, an aggregate of 1,000,000 Common Shares (45.02%) in the capital of the Corporation.

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Term
Brian Stewart	Ialta Industries Ltd.	CNQ	Director President	September 2006 – January 2007 September 2006 – January 2007
	Mandalay Resources Corporation	TSX-V	Director	February 2005 – March 2007
	Prospector Consolidated Resources Inc.	TSX-V	Director Vice President, Business Development	May 2004- present May 2004 - present
Ross McDonald	Atna Resources Ltd.	TSX	CFO	February 2005 - present
	Cardero Resource Corp.	TSX	CFO	May 2004 – October 2005
	Corriente Resources Inc.	TSX	Director	July 1997 - present
	Crescent Resources Corp.	TSX-V	Director	February 2007 - present
	Fjordland Exploration Ltd..	TSX-V	Director	February 2005 - present
	Frontier Pacific Mining Corporation	TSX-V	Director	October 2002 - present
	Miranda Gold Corp.	TSX-V	Director	August 2006 – present
	Aura Gold Inc.	TSX	CFO	April 2006 – August 2007
	Nevoro Inc.	TSX	CFO	February 2007 – September 2007
	Landmark Minerals Inc.	TSX-V	Director	July 2006 – August 2007

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider or Promoter or principal shareholder of the Corporation is, or within ten years before the date of the prospectus, has been, a director, officer, Insider or Promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied such issuer access to any statutory exemptions for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

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

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

- (i) salaries;
- (ii) consulting fees;
- (iii) management contract fees or directors' fees;
- (iv) finder's fees;
- (v) loans, advances, bonuses; and

(b) deposits and similar payments.

Although the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). There have been no reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle. The directors and officers of the Corporation will be granted the Directors' and Officers' Options at Closing.

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

Qualifying Transaction.

Promoter

Susan Richards may be considered to be the Promoter of the Corporation, in that she took the initiative in founding and organizing the Corporation. See *"Prior Sales"*, *"Principal Shareholders" and "Options to Purchase Securities"*.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of $0.031 or 15.5% on the basis of there being 3,221,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, with deduction of commissions but without deduction of related expenses incurred by the Corporation, and is set forth below:

Item	**Total Offering**
Gross proceeds of prior share issues[1]	$344,200
Gross proceeds of this Offering	200,000
Total gross proceeds after this Offering	$544,200
Offering price per share	$0.200
Proceeds per share after this Offering[1][2]	$0.169
Dilution per share to subscriber	$0.031
Percentage of dilution in relation to offering price	15.5%

Notes:
(1) Includes deemed proceeds of $22,200 from the issuance of 111,000 Common Shares for a finders fee. See *"Material Contracts"*.
(2) Calculated based on $544,200 of gross proceeds from all sales of Common Shares divided by 3,221,000 Common Shares issued

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation:

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

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

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of $0.031 or 15.5% per Common Share calculated as set forth under “Dilution” above;

(e) the Corporation is relying solely on its past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Morton & Company, Vancouver, British Columbia, on behalf of the Corporation, and by Miller Thomson LLP, Vancouver, British Columbia, on behalf of the Agent. As of the date hereof, neither firm has any beneficial interest in the securities of the Corporation. However, partners, associates or employees of such firms may subscribe for common shares pursuant to this Offering.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is MacKay LLP, Chartered Accountants, Vancouver, British Columbia. Pacific Corporate Trust Company, at its office located in Vancouver, British Columbia, is the transfer agent and registrar for the Corporation's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares and will be granted the Directors' and Officers' Options. See "*Principal Shareholders*".

MATERIAL CONTRACTS

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

1. Registrar and Transfer Agent Agreement dated as of September 7, 2007 between the Corporation and the Trustee.

2. Agency Agreement dated as of ♦, 2007 between the Corporation and the Agent. See "*Plan of Distribution*".

3. Escrow Agreement dated as of September 7, 2007 among the Corporation, the Trustee and those shareholders that executed such agreement. See "*Escrow Securities*".

4. Finder's Fee Agreement dated as of October 17, 2007 between the Corporation and NovaDX Ventures Corp.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at the offices of Morton & Company, Solicitors of the Corporation, located at Vancouver, British Columbia, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

PURCHASERS' STATUTORY RIGHTS

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

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are the financial statements of the Corporation presenting the financial position of the Corporation for the periods commencing from incorporation on May 23, 2007 to August 31, 2007, together with the auditor's report thereon.

AUDITOR’S CONSENT

We have read the prospectus of Dreamweaver Capital Corp. dated ♦ relating to the issue and sale of 1,000,000 shares of the Corporation at $0.20 per share. We have complied with Canadian generally accepted standards for an auditor’s involvement with offering documents.

We consent to the use of our auditors’ report in the above-mentioned prospectus of our report to the directors of the Corporation on the balance sheet of the Corporation as at August 31, 2007, the statements of loss and deficit, cash flows, mineral interests and deferred exploration expenditures for the period from incorporation on May 23, 2007 to August 31, 2007. Our report is dated October 2, 2007, except for note 7 dated ♦, 2007.

Dated:

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Dale Matheson Carr-Hilton LaBonte LLP

Dreamweaver Capital Corp.

Financial Statements
August 31, 2007

AUDITORS' REPORT

To the Directors of Dreamweaver Capital Corp.

We have audited the balance sheet of Dreamweaver Capital Corp. as at August 31, 2007 and the statement of cash flows for the period from May 23, 2007 (date of incorporation) to August 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2007 and the results of cash flows for the period from May 23, 2007 (date of incorporation) to August 31, 2007 in accordance with Canadian generally accepted accounting principles.

Vancouver, British Columbia
October 2, 2007, except as to note 7
which is as of xx, 2007

Chartered Accountants

Dreamweaver Capital Corp.
Balance Sheet
August 31,

		2007
Assets		
Current		
Cash	$	82,500
Deferred Costs		17,500
	$	100,000
Liabilities		
Current		
Accounts payable and accrued liabilities	$	-
Shareholders' Equity		
Capital Stock (note 5)		100,000
Deficit		-
	$	100,000

Continuance of Operations (note 2)
Subsequent Events (note 7)

Approved by the Board:

"Susan Richards"
………………………………………………… Director
Susan Richards

"G. Ross McDonald"
………………………………………………… Director
G. Ross McDonald

Dreamweaver Capital Corp.
Statement of Cash Flows
For the Period May 23, 2007 (date of incorporation) to August 31, 2007

		2007
Financing Activities		
Issuance of shares, for cash	$	100,000
Deferred costs		(17,500)
Cash Provided by Financing Activities		82,500
Inflow of Cash and Cash, End of Period	$	82,500
Supplemental Cash Flow Information		
Interest paid	$	0
Income taxes paid	$	0

See notes to financial statements.

1. INCORPORATION

The Company was incorporated under the *Business Corporations Act* (British Columbia) on May 23, 2007 and is classified as a capital pool corporation as defined in the TSX Venture Exchange ("TSXV") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition of or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

2. CONTINUANCE OF OPERATIONS

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not include any adjustment to assets and liabilities should the Company be unable to continue in existence.

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in, or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the period. Significant estimates include accrued liabilities. Actual results could differ from these estimates and would impact future results of operations and cash flows.

(b) Future income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, and losses carried forward.

Future tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in operations in the period in which the change is enacted or substantially assured. The amount of future income tax assets is limited to the amount of the benefit that is more likely than not to be realized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period.

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. Shares subject to escrow restrictions are excluded from the weighted average number of common shares unless their release is subject only to the passage of time.

Common shares outstanding that are contingently cancelable have been excluded from the weighted average number of common shares outstanding.

(d) Stock-based compensation

The Company accounts for stock-based compensation expense using the fair value based method with respect to all stock-based payments to directors, employees and non-employees, including awards that are direct awards of stock and call for settlement in cash or other assets, or stock appreciation rights that call for settlement by the issuance of equity instruments. Under this standard, stock-based payments are recorded as an expense over the vesting period or when the awards or rights are granted, with a corresponding increase to contributed surplus under shareholders' equity. When stock options are exercised, the corresponding fair value is transferred from contributed surplus to capital stock.

4. DEFERRED COSTS

Costs related to the Initial Public Offering ("IPO") are recorded as deferred costs and consist primarily of fees paid or payable to the Agent and Legal Counsel. These costs will be deferred until the completion of the IPO, at which time the costs will be charged against capital stock or charged to operations if the shares are not issued.

5. CAPITAL STOCK

Authorized
Unlimited number of common shares without par value

Issued

	Number of Common Shares	Amount
Shares issued for cash	1,000,000	$ 100,000
Balance, August 31, 2007	1,000,000	$ 100,000

5. CAPITAL STOCK (Continued)

The Company issued 1,000,000 common shares to directors and officers at a price of $0.10 per share for total proceeds of $100,000. These common shares are held in escrow under which 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, 12, 18, 24, 30 and 36 months following the Initial Release. While in escrow, the escrow shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the regulatory authorities. As at August 31, 2007, 1,000,000 of these shares remain in escrow.

If the Initial Release is not issued, the shares will not be released from escrow and if the Company is delisted, the shares will be cancelled.

6. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

7. SUBSEQUENT EVENTS

a) Initial Public Offering

The Company is completing an initial public offering of 1,000,000 common shares at $0.20 per share for gross proceeds of $200,000. Under the terms of the Agency Agreement, the Company has agreed to pay to the agent a commission of 10% of the aggregate gross proceeds pursuant to the offering, payable in cash, and a corporate finance fee of $10,000 plus applicable taxes, which has been paid. The Company has also agreed to reimburse the agent for reasonable expenses, including legal costs.

On completion of the offering, the Company has agreed to grant to the agent options entitling the agent to purchase up to 100,000 common shares of the Company at a price of $0.20 per common share for a period of 24 months from the date the common shares commence trading on the TSXV.

b) Private Placement

The Company has accepted a non-brokered private placement and issued 1,110,000 common shares on October 17, 2007 at a price of $0.20 per share for gross proceeds of $222,000. A finders fee in connection with this placement was satisfied by the issue of 111,000 common shares valued at $22,200 on October 22, 2007.

c) Stock Options

The Company intends to grant a total of 300,000 stock options to directors and officers on the date upon which the Company becomes listed on the TSXV as a capital pool corporation. The options will have an exercise price of $0.20 per share and will expire five years from date of listing on the TSXV.

CERTIFICATE OF DREAMWEAVER CAPITAL CORP.

Dated: November 27, 2007

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

"Susan Richards"
Susan Richards, President, Chief Executive Officer and Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Susan Richards"
Susan Richards
Director

"Brian Stewart"
Brian Stewart
Director

"Ross McDonald"
Ross McDonald
Director

CERTIFICATE OF THE PROMOTER

Dated: November 27, 2007

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

"Susan Richards"
Susan Richards
Promoter

CERTIFICATE OF THE AGENT

Dated: November 27, 2007

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

CANACCORD CAPITAL CORPORATION

"Steve Swaffield"
Steve Swaffield
Managing Director, Investment Banking and Head of PVC of Canaccord