

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

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

PRELIMINARY PROSPECTUS

Initial Public Offering

November 5, 2007

HILL TOP RESOURCES CORP. (a capital pool company)

\$200,000 OR 2,000,000 COMMON SHARES

PRICE: \$0.10 PER COMMON SHARE

Hill Top Resources Corp. (the "**Corporation**") hereby offers through its agent, Canaccord Capital Corporation (the "**Agent**"), 2,000,000 common shares at a price of \$0.10 per common share (the "**Common Shares**") for gross proceeds of \$200,000. The purpose of this offering (the "**Offering**") is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the 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, as hereinafter defined, in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, 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".

	<u>Common Shares</u>	<u>Price to Public</u>	<u>Agent's Commission⁽¹⁾</u>	<u>Proceeds to Corporation⁽²⁾</u>
Per Common Share	1	\$0.10	\$0.01	\$0.90
Total Offering	2,000,000	\$0.10	\$20,000	\$180,000

Notes:

(1) A commission of 10% of the gross proceeds of the Offering will be paid to the Agent. Additionally, an administration fee of \$10,000 is payable to the Agent on closing of the Offering. The Agent has been paid an expense retainer of \$10,000 and will be reimbursed by the Corporation for its expenses, including legal fees, estimated at \$10,000 plus taxes and disbursements. The Agent will also be granted the Agent's Option referred to below. This Prospectus qualifies the grant of the Agent's Option. See "Plan of Distribution - Agency Agreement and Agent's Compensation".

(2) Before deducting the costs of this issue estimated at \$50,000 which includes listing fees, legal and audit fees and expenses. See "Use of Proceeds".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to a minimum aggregate subscription of 2,000,000 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 between the Corporation and the Agent. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will be granted a non-transferable option (the "**Agent's Option**") to purchase 200,000 Common Shares at a price of \$0.10 per share expiring twenty-four months from the date the Corporation's shares are listed on the Exchange. The grant of the Agent's Option is qualified under this prospectus. See "Agency Agreement and Agent's Compensation". In addition, and subject to regulatory approval, the Corporation has granted to directors, officers and technical consultant of the Corporation options to purchase 450,000 Common Shares under the Corporation's share option plan. The grant of these options is also qualified under this prospectus. See "Share Options".

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of options to the directors, officers and technical consultant of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date receipts for the preliminary prospectus were issued by the British Columbia Securities Commission and Alberta Securities Commission and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities commission grants a discretionary order.

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

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

Canaccord Capital Corporation, as agent, 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 Anfield Sujir Kennedy & Durno, on behalf of the Corporation and by Miller Thomson LLP, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 40,000 (\$4,000) of the total number of Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 80,000 (\$8,000) of the total number of Common Shares offered under this prospectus.

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

**Canaccord Capital Corporation
Suite 2200, 609 Granville Street
P.O. Box 10337 Pacific Centre
Vancouver, British Columbia V7Y 1H2**

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GLOSSARY

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

- (a) A company is an "Affiliate" of another company if:
 - (i) one of them is the subsidiary of the other; or
 - (ii) each of them is controlled by the same Person.
- (b) A company is "controlled" by a Person if:
 - (i) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person; and
 - (ii) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.
- (c) A Person beneficially owns securities that are beneficially owned by:
 - (i) a company controlled by that Person; or
 - (ii) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

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

"Agent" means Canaccord Capital Corporation.

"Agent's Option" means the non-transferable option to be granted by the Corporation to the Agent entitling the Agent to acquire 200,000 Common Shares of the Corporation at an exercise price of \$0.10 per share, expiring twenty-four months from the date of listing of the Common Shares on the Exchange.

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

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

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction; and

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

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

- (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10 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:

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

"Commissions" means the Alberta Securities Commission and the British Columbia Securities Commission.

"Common Shares" means the common shares in the share capital of the Corporation, which are voting common shares 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 Final Exchange Bulletin is issued by the Exchange.

"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 Hill Top Resources Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia), having an 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;
- (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the Commissions 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's Corporate Finance Manual.

"**Escrow Agreement**" means the escrow agreement dated October 5, 2007 among the Corporation, Pacific Corporate Trust Company, and the founding shareholders of the Corporation.

"**Exchange**" or "**TSX-V**" 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 the Corporation, means:

- (a) a director or senior officer of the Corporation;
- (b) a director or senior officer of the company that is an Insider or subsidiary of the Corporation;
- (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 Corporation; or
- (d) the Corporation itself if it holds any of its own securities.

"**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.

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

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

"Non Arm's Length Party" means:

- (a) 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; and
- (b) in relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, officer, director, Insider or Control Person.

"Non Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be 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 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; and
- (d) a 10% holder - a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and

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

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

A company, more than 50% held by one or more Principals will be treated as a Principal and in calculating this percentage, securities of the entity that may be issued to the Principals under outstanding convertible securities are to be included in both the Principals' securities of the entity and the total securities of the entity outstanding.

A Principal's spouse and their relatives that live at the same address as the Principal will also be treated as Principals.

"Pro Group" mean;

- (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 the 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 - 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.

"Seed Capital" or **"Seed Shares"** means securities issued before an Issuer's IPO.

"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 which has an agreement with an Issuer to undertake the functions of sponsorship as required by that policy and various other Exchange policies.

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

"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.

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 minimal amount of cash. The Corporation has not identified any potential acquisitions. An acquisition financed by the issuance of treasury shares could result in a change in control of the Corporation and may cause the shareholders' interests in the Corporation to be reduced. See "Business of the Corporation" and "Dilution".

Offering: A total of 2,000,000 Common Shares are being offered under this prospectus at a price of \$0.10 per Common Share. In addition, the Corporation will grant an option to the Agent to purchase 200,000 Common Shares at an exercise price of \$0.10 per share, which will be exercisable for a period of twenty-four months from the date of listing of the Common Shares on the Exchange. The grant of this option is qualified under this prospectus. The Corporation has also granted options to purchase an aggregate of 450,000 Common Shares to directors, officers and technical consultant under the Corporation's share option plan. The grant of all of these options is also qualified under this prospectus. See "Share Options".

Use of Proceeds: The net proceeds to the Corporation from the Offering will be \$180,000. The net proceeds of this Offering together with the proceeds from the prior sales of common shares will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Corporation" and "Risk Factors".

Management and Directors:	Paul Chow	- President, Chief Executive Officer and Director
	Jeff Durno	- Secretary, Chief Financial Officer and Director
	Joseph Charland	- Director
	Robert Dzisiak	- Director

Escrowed Securities: All of the currently issued and outstanding Common Shares of the

Corporation, will be deposited in escrow pursuant to the terms of an Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

Risk Factors:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. **The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.** The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 27.78% or \$0.0278 per Common Share. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transactions. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

The Corporation was incorporated on June 29, 2007 by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Hill Top Resources Corp."

The head office of the Corporation is located at Suite 1620, 609 Granville Street Vancouver, British Columbia, V7Y 1C3. The registered office of the Corporation is located at Suite 1600, 609 Granville Street, Vancouver, British Columbia, V7Y 1C3.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at August 31, 2007 and thereafter, other than a \$10,000 deposit paid to the Agent as an expense retainer, the Company has also accrued \$5,000 with respect to professional fees payable to the Corporation's auditor, Davidson & Company LLP, for work completed in respect of the Offering and \$5,000 in office and overhead expenses payable to third parties. However, 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, legal expenses and the Agent's legal counsel. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

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

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

The Corporation has not yet entered into an Agreement in Principle.

Method of Financing

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

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors. The board of directors of the 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 with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

1. 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
2. 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:

1. in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;
2. confirmation of closing of the Qualifying Transaction; and
3. 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:

1. the unacceptable nature of the business of the Resulting Issuer; or
2. 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 "Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction."

Refusal of Qualifying Transaction

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

1. the Resulting Issuer fails to satisfy the applicable Minimum Listing Requirements of the Exchange;
2. the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
 - (a) a Member firm of the Exchange;

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

(c) associates of any such person;

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

3. the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
4. 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
5. notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

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

Principal Purposes	Minimum Offering
Gross cash proceeds raised prior to this Offering (seed shares) ⁽¹⁾	\$125,000
Expenses and costs relating to raising seed share cash proceeds	Nil ⁽²⁾
Gross cash proceeds to be raised pursuant to this Offering	\$200,000
Estimated expenses and costs relating to this Offering ⁽³⁾	<u>70,000</u>
Estimated funds available on completion of the Offering ⁽⁴⁾	<u>\$255,000</u>
Funds available for identifying and evaluating assets or business prospects ^{(4) (5)}	\$205,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction ⁽⁶⁾	<u>\$50,000</u>
Total net proceeds	<u>\$255,000</u>

Notes:

(1) See "Prior Sales".

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

(3) Includes listing fees, Agent's commission, administration fee, legal fees, audit fees and expenses.

(4) In the event, and to the extent, the Agent exercises the Agent's Option or the directors, officers and technical consultant exercise their options, there will be available to the Corporation a maximum of an additional \$20,000 on the exercise of the Agent's Option and a maximum of

an additional \$45,000 on the exercise of the options of directors, officers and technical consultants, which will be added to the working capital of the Corporation. There is no assurance that the foregoing options will be exercised.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$205,000 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

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

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described 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:

- valuations or appraisals;
- business plans;
- feasibility studies and technical assessments;
- sponsorship reports;
- engineering or geological reports;
- financial statements, including audited financial statements;
- fees for legal and accounting services; and
- Agents' fees, costs and commissions,

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

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well

underway and either a Sponsor has been engaged or sponsorship has been waived. A maximum aggregate amount of \$25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

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

1. listing and filing fees (including SEDAR fees);
2. other costs for the issuance of securities (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and
3. administrative and general expenses of the Corporation, including:
 - (a) office supplies, office rent and related utilities;
 - (b) printing costs (including the printing of this prospectus and share certificates);
 - (c) equipment leases; and
 - (d) 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 "Share Options" and "Restrictions on Use of Proceeds", the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

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

2. 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 dated ♦, 2007 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public up to 2,000,000 Common Shares at a price of \$0.10 per Common Share for minimum gross proceeds of \$200,000 subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. Additionally, an administration fee of \$10,000 is payable to the Agent on the closing of the Offering. The Agent has been paid an expense retainer of \$10,000 and the Agent will be reimbursed by the Corporation for its expenses, including legal fees, estimated at \$10,000 (not including tax and disbursements).

The Corporation has also agreed to grant to the Agent a non-transferable Agent's Option to purchase 200,000 Common Shares representing 10% of the maximum number of Common Shares offered to the public at an exercise price of \$0.10 per Common Share, which may be exercised for a period of twenty-four months from the date the Common Shares of the Corporation are listed on the Exchange. All of the Agent's Option is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement. The Corporation has granted the Agent a right of first refusal to provide future equity financings and to act as sponsor with respect to any Qualifying Transaction, in each case exercisable for a period of twenty-four months from the date of closing of the Offering.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering consists of 2,000,000 Common Shares for total gross proceeds of \$200,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 40,000 Common Shares sold under the Offering. In addition, the maximum number of Common Shares

permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% or 80,000 Common Shares sold under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until minimum offering gross proceeds of \$200,000 have been deposited and the Agent consents to the release thereof. Minimum aggregate subscriptions of 2,000,000 Common Shares for total gross proceeds of \$200,000 must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

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

Other Securities to be Distributed

The Corporation also proposes to grant options to purchase 450,000 Common Shares to directors, officers and technical consultant in accordance with the policies of the Exchange. The grant of all of these options is qualified for distribution under this prospectus.

Determination of Price

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

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, the followings directors, officers, employees or contractors or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation in the following amount:

Purchaser	Number of Common Shares Purchased	Purchase Price Per Common Share
Edward Reisner	500,000	\$0.05

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

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of options to the directors, officers and technical consultants of the Corporation, no securities of the Corporation will be permitted to be issued during the period between the date receipts for the preliminary prospectus were issued by the British Columbia Securities Commission and the Alberta Securities Commission 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, 2,500,000 are issued and outstanding as fully paid and non-assessable. In addition, a maximum of 2,000,000 Common Shares are reserved for issuance under this prospectus, 450,000 Common Shares are reserved for issuance pursuant to the Corporation's Option Plan, and up to 200,000 Common Shares are reserved for issuance under the Agent's Option. 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 liquidation, 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.

Preferred Shares

The Corporation is authorized to issue an unlimited number of preferred shares (the "**Preferred Shares**"). The Preferred Shares may be issued from time to time in one or more series, each consisting of a number of Preferred Shares as determined by the board of directors of the Corporation which also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares. There are no Preferred Shares issued and outstanding. The Preferred Shares of each series shall, with respect to payment of dividends and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, rank on a parity

with the Preferred Shares of every other series and shall be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series may be purchased for cancellation or made subject to redemption as determined by the board of directors of the Corporation.

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

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of August 31, 2007 ⁽¹⁾ ₍₂₎	Amount to be outstanding as of the date hereof ⁽¹⁾⁽³⁾	Amount to be outstanding on completion of the Offering ⁽¹⁾⁽³⁾
Common Shares	unlimited	\$125,000 (2,500,000 shares)	\$125,000 (2,500,000 shares)	\$325,000 (4,500,000 shares)
Preferred Shares	unlimited	nil	Nil	nil
Long Term Debt	N/A	nil	Nil	nil

Notes:

(1) The Corporation has reserved an aggregate of up to 450,000 Common Shares at an exercise price of \$0.10 per Common Share pursuant to stock options granted to directors, officers and technical consultants of the Corporation expiring 5 years from the listing date. The Corporation has also reserved 10% of the number of Common Shares to be issued under the Offering pursuant to the Agent's Option representing 200,000 Common Shares at an exercise price of \$0.10 per Common Share expiring twenty-four months from the date of listing of the Common Shares on the Exchange. See "Plan of Distribution".

(2) As of the date of the most recent balance sheet the Corporation has not commenced commercial operations.

(3) Before deducting the Agent's commission and expenses, and other costs and expenses of the Offering, estimated at \$70,000.

SHARE OPTIONS

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 consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares at the time of completion of the Offering. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to: (a) any individual will not exceed 5% of the issued and outstanding Common Shares; and (b) all consultants in connection with the Offering will not exceed 2% of the issued and outstanding Common Shares. In addition, the Option Plan provides that no more than 2% of the issued shares of the Corporation will be granted to any one consultant in any 12 month period; and no more than an aggregate of 2% of the issued share of the Corporation will be granted to an employee conducting investor relations activities in any 12 month period. The Corporation, as long as it is a CPC, will not grant options to any person providing investor relations activities, promotional or market-making services. Options may be exercised for up to 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, employment, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

Any Common Shares acquired pursuant to the exercise of options under the Option Plan 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 "Escrowed Securities".

Pursuant to the Option Plan, the Board of Directors of the Corporation has granted the following options to purchase Common Shares of the Corporation to officers, directors and technical consultant:

Optionee	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date⁽¹⁾⁽²⁾⁽³⁾
Paul Chow	90,000	\$0.10	5 years
Jeff Durno	90,000	\$0.10	5 years
Joseph Charland	90,000	\$0.10	5 years
Robert Dzisiak	90,000	\$0.10	5 years
Emprise Capital Corporation ⁽⁴⁾	90,000	\$0.10	5 years
Total	450,000	N/A	N/A

(1) These options expire five years from the date the Company's shares commence trading on the Exchange.

(2) Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

(3) No stock option granted may be exercised before the Completion of the Qualifying Transaction unless the Optionee agrees in writing to deposit the shares acquired into escrow until the issuance of the Final Exchange Bulletin

(4) Emprise Capital Corporation ("Emprise") is incorporated under the laws of British Columbia. Emprise has been granted options pursuant to a financial services agreement. Under the terms of the financial services agreement, Don Cameron, Chartered Accountant, will provide consulting services to assist in the Corporation with financial and regulatory reporting requirements. In that respect, Mr. Cameron will devote the time necessary to carry out the foregoing services. Mr. Cameron is a professional executive consultant who has since 2002 provided financial and management consulting services through his consulting company, InHouseCFO Inc. In addition, Mr. Cameron is also engaged as the Chief Financial Officer of Canadian Small Cap Resource Fund 2007 No. 1 Management Ltd., which a multi-jurisdictional reporting issuer.

Pursuant to the terms of the Agency Agreement, upon Closing this Offering, the Board of Directors of the Corporation intends to grant the Agent's Option to the Agent:

Optionee	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date
Canaccord Capital Corporation	200,000	\$0.10	24 months from listing date

The Agent's Option is qualified for distribution pursuant to this prospectus.

PRIOR SALES

Since the date of incorporation of the Corporation, 2,500,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
June 29, 2007	1	\$0.05	\$0.05	cash
August 20, 2007	1,999,999	\$0.05	\$ 99,999.95	cash
August 20, 2007	500,000	\$0.05	\$25,000	cash
Total:	2,500,000	--	\$125,000	cash

ESCROWED SECURITIES

All of the 2,500,000 Common Shares issued prior to this Offering at a price below \$0.10 per Common Share, all Common Shares held by or 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 500,000 Common Shares acquired by the Aggregate Pro Group prior to this Offering will be deposited with Pacific Corporate Trust Company 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 any person or company who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer will also be escrowed.

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

Name and Municipality of Residence of Shareholder	Common Shares	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⁾
Paul Chow Vancouver, BC	500,000	500,000	20%	11.1%
Gabriel Investments Ltd ⁽²⁾ Vancouver, BC	500,000	500,000	20%	11.1%
Joseph Charland	500,000	500,000	20%	11.1%

North Vancouver, BC

Robert Michael Dzisiak Trust ⁽³⁾ Winnipeg, MB	500,000	500,000	20%	11.1%
Edward Reisner ⁽⁴⁾ Vancouver, BC	500,000	500,000	20%	11.1%

Notes:

- (1) Assuming no Common Shares are purchased by these persons under the Offering.
- (2) Jeff Durno is the principal shareholder of Gabriel Investments Ltd.
- (3) Robert Dzisiak and his family members are the beneficiaries of the Robert Michael Dzisiak Trust.
- (4) Edward Reisner is a member of the Pro Group.

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

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

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

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

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

1. cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or
2. 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 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 assets, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction to Principals of the Resulting Issuer 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:

1. 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
2. 10% of the escrowed securities being releasable in 6 month intervals on each of the 30, 36, 42, 48, 54, 60, 66 and 72 months after the Final Exchange Bulletin.

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

1. 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin; and
2. 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:

1. 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
2. the private placement is announced concurrently with the Agreement in Principle; and
 - (a) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer;
 - (b) 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
 - (c) 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 sets out those persons who own 10% or more of the issued and outstanding Common Shares of the Corporation as of the date hereof:

Name and Municipality of Residence of Shareholder	Common Shares	Type of Ownership	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⁾
Paul Chow Vancouver, BC	500,000	Direct and Beneficial	500,000	20%	11.1%
Jeff Durno ⁽⁴⁾ Vancouver, B.C.	500,000	Indirect and Beneficial	500,000	20%	11.1%
Joseph Charland North Vancouver, BC	500,000	Direct and Beneficial	500,000	20%	11.1%
Robert Dzisiak ⁽⁵⁾ Winnipeg, MB	500,000	Indirect and Beneficial	500,000	20%	11.1%
Edward Reisner Vancouver, BC	500,000	Direct and Beneficial	500,000	20%	11.1%

Notes:

- (1) Assuming no Common Shares are purchased by these persons under the Offering.
- (2) All of the listed individuals will be granted options to purchase an aggregate of 450,000 Common Shares. See "Share Options".
- (3) On a fully diluted basis, assuming the exercise of all of the Agent's Option and all of the options to be granted to the directors and officers of the Corporation pursuant to the Option Plan, each of the principal shareholders would own approximately the following percentage of the Common Shares after giving effect to Offering: Paul Chow – (590,000 shares) 11.46%; Jeff Durno – (590,000 shares) 11.46%; Joseph Charland – (590,000 shares) 11.46%, Paul Chow – (590,000 shares) 11.46%, and Edward Reisner – (500,000 shares) 9.71%
- (4) Jeff Durno contributes his seed share capital through Gabriel Investments Ltd, a company wholly owned by him.
- (5) Robert Dzisiak contributes his seed share capital through Robert Michael Dzisiak Trust, all of the beneficial interest of which are held by Robert Dzisiak and his immediate family members.

OFFICERS AND DIRECTORS

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

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

Name, Municipality of Residence	Positions and Offices Held	Common Shares Held	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Offering ⁽²⁾⁽³⁾⁽⁴⁾
Paul Chow Vancouver, BC	President, Chief Executive Officer, and Director	500,000	20%	11.1%
Jeff Durno ⁽¹⁾ Vancouver, BC	Secretary, Chief Financial Officer and Director	500,000	20%	11.1%
Joseph Charland ⁽¹⁾ North Vancouver, BC	Director	500,000	20%	11.1%
Robert Dzisiak ⁽¹⁾ Winnipeg, MB	Director	500,000	20%	11.1%

Notes:

- (1) Denotes Member of the Audit Committee of the board of directors.
- (2) Assuming no Common Shares are purchased by these persons under the Offering.
- (3) All of the listed individuals will be granted options to purchase an additional 90,000 Common Shares. See "Share Options".
- (4) On a fully diluted basis, assuming the exercise of all of the Agent's Option and all of the options to be granted to the directors, officers and technical consultant of the Corporation pursuant to the Option Plan, each of the directors and officers would own approximately the following percentage of the Common Shares after giving effect to Offering: Paul Chow – (590,000 shares) 11.46%; Jeff Durno – (590,000 shares) 11.46%; Joseph Charland – (590,000 shares) 11.46%; Robert Dzisiak – (590,000 shares) 11.46%

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

Mr. Paul Chow, (age 42), **Director, President and Chief Executive Officer**. Mr. Chow is a consultant for Investorcap Management Corporation. Mr Chow has attended Simon Fraser University from 1996 to 1997 and Douglas College from 1994 to 1996, focussing on business courses. He currently works in the corporate development department at Longview Capital Partners. From February 2004 to December 2006, he worked as a consultant at Investorcap Management Corp., a company providing investment consulting services. From February 2003 to February 2004, he was the President of Canvest Holding Inc., a holding company and from September 2000 to February 2003, he worked in corporate development for Sierra Gigante Inc., a mining company traded on the National Association of Securities Dealer Over-The-Counter Bulletin Board (OTCBB).

Mr. Jeff Durno, (age 39) **Director, Corporate Secretary and Chief Financial Officer**. Mr. Durno is the managing partner of Anfield Sujir Kennedy & Durno ("ASKD"), a Vancouver law firm focusing on corporate and securities law. Mr. Durno earned an LLB from the University of Western Ontario in 1991. He was called to the Bar of British Columbia in 1994 and joined ASKD as an associate in March of that year. Mr. Durno was called to the Bar of Ontario in 1993 and remains a member of the Law Society of Upper Canada. Mr. Durno serves as an officer or director of several public companies including secretary (November 2002 to July 2003), director (November 2002 to present) and chairman

(May 2004 to present) of Verb Exchange Inc. (TSX-V: VEI), secretary (August 1995 to present) and director (December 2001 to present) of NovaDx Ventures Corp. (TSX-V: NDX), director (June 2002 to present) of egX Group Inc. (TSX-V: GFG), secretary and director (February 2004 to present) of HealthPricier Interactive Limited, and secretary (August 1994 to present) and director (March 2007 to present) of ST Systems Corp. (TSX-V: SYS). In addition, Mr. Durno served as secretary of VendTek Systems Inc. (TSX-V: VSI) from October 1999 to June 2003; as a director of Millennium Ventures Ltd. (TSX-V: MNV) from February 2000 until it merged with Verb Exchange Inc. in June 2003 and as a director and secretary of eShippers Management Ltd. (TSX-V: EPX) from May 2001 to May 2006.

Mr. Joseph Charland, (age 62), **Director**. Mr. Charland is the President of a private company, 516022 BC Ltd., from June 1996 to the present. Contemporaneously, from August 1998 to April 2002, Mr. Charland was also the Director and General Manager of Digital Pioneer Ltd. Mr. Charland has attended the University of Alberta in 1969. Mr. Charland also served as a director for Fargo Capital Corp. (TSX-V: FGO.P) from July 2006 to July 2007.

Mr. Robert Dzisiak, (age 45), **Director**. Mr. Dzisiak is the President of Tanzania Minerals Corp., a company focused on the mining of minerals in Tanzania. He served as the Chief Operational Officer for Longview Capital Partners (TSX-V: LV) from October 2006 to March 2007. He was the President of Refco Canada Co. from January 2003 to February 2006, and from October 1994 to December 2002, he served as the President and Chief Executive Officer of CFG Financial Group Inc. Mr. Dzisiak attended the University of Manitoba, obtaining his Bachelor of Science in Ag. Economics in April 1984 and Master of Science in Ag. Economics in March 1987. Mr. Dzisiak served as an officer and/or director for several public companies. He was the President and Chief Executive Officer (October 2006 to March 2007) of Fargo Capital Corp. (TSX-V: FGO.P). He is currently a director (since October 2004) of Wildcat Exploration Ltd. (TSX-V: PAW.H), a director for TOBA Industries Ltd. (TSX-V: TBG.H) and a director (since February 2007) for CMYK Capital Inc. (TSX-V: MYK.P).

The board of directors of the Corporation has constituted an audit committee. The audit committee is comprised of Messrs. Durno, Charland and Chow.

All of the directors and officers have employment outside of the Corporation. Each of the directors and officers of the Corporation has agreed to devote as much of his time to the business and affairs of the Corporation as necessary to complete the Corporation's Qualifying Transaction. However, it is not anticipated that any one director or officer will devote 100% of his time. The directors and officers are engaged and will continue to be engaged in the search for business opportunities on behalf of themselves and others. See "Conflicts of Interest".

The directors and officers of the Corporation, and their Associates and Affiliates, as a group, beneficially own, directly or indirectly, or exercise control and direction over 2,000,000 Common Shares or 80.0% of the issued and outstanding Common Shares before the Offering. After giving effect to the Offering, such holdings will represent approximately 44.44% of the outstanding Common Shares.

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	Exchange	Position	Term
Jeff Durno	egX Group Inc.	TSX-V	Director	06/02 to present

Name of Director, Officer or Promoter Vancouver, BC	Name of Reporting Issuer	Exchange	Position	Term
Director and Officer	Verb Exchange Inc.	TSX-V	Director	11/02 to present
			Secretary	11/02 to 07/03
			Chairman	05/04 to present
	eShippers Management Ltd.	TSX-V	Director	05/01 to 05/06
			Secretary	05/01 to 05/06
	NovaDx Ventures Corp.	TSX-V	Director	12/01 to present
			Secretary	08/95 to present
Robert Dzisiak Winnipeg, MB	ST Systems Corp.	TSX-V	Director	03/07 to present
			Secretary	08/94 to present
	Millennium Ventures Ltd.	TSX-V	Director	02/00 to 06/03
	HealthPricier Interactive Limited	TSX-V	Director	02/04 to present
			Secretary	
	VendTek Systems Inc.	TSX-V	Secretary	10/99 to 06/03
	Wildcat Exploration Ltd.	TSX-V	Director	10/04 to present
Director	TOBA Industries Ltd.	TSX-V	Director	07/06 to present
	Fargo Capital Corp.	TSX-V	President and CEO	08/06 to 07/07
	Longview Capital Partners Inc.	TSX-V	COO	10/06 to 03/07
	CMYK	TSX-V	Director	10/06 to 03/07
Joseph Charland Vancouver, BC	Fargo Capital Corp.	TSX-V	Director	07/06 to 07/07
Director				

Corporate Cease Trade Orders or Bankruptcies

Other than as outlined below, no director, officer, Insider or Promoter of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is or has within the 10 years before the date of the prospectus been a director, officer, Insider or Promoter of any issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the Issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days or became a bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets.

- **On May 27, 2004, while Mr. Durno was a Director of Verb Exchange Inc. ("Verb"), he was subject to a management cease trade order in respect of any securities of Verb, issued by the British Columbia Securities Commission (the "BCSC") due to a delay in the filing of the Company's financial**

statements for the year ended December 31, 2003, and for the first quarter ended March 31, 2004. The Company subsequently filed and mailed the financial statements to security holders entitled to receive a copy thereof and the order was revoked on June 29, 2004.

- On September 13, 2004, while Mr. Durno was a Director, Verb and its operating subsidiary filed Notices of Intention to file proposals under the Bankruptcy and Insolvency Act, with the intention of submitting a proposal to those companies' creditors in connection with a restructuring of those companies' affairs. The proposals were subsequently accepted by the creditors and approved by the Supreme Court of British Columbia, and the restructuring under the Bankruptcy and Insolvency Act was completed.
- On May 04, 2005, while Mr. Durno was Director and Chairman of Verb, he was subject to a management cease trade order in respect of any securities of Verb Exchange Inc., issued by the British Columbia Securities Commission due to a delay in the filing of the Company's financial statements for the year ended December 31, 2004, and for the first quarter ended March 31, 2005. The Company subsequently filed and mailed the financial statements to security holders entitled to receive a copy thereof and the order was revoked on June 20, 2005,
- On December 7, 1999, while Mr. Durno was the Secretary of NovaDx International Systems Inc., now NovaDx Ventures Corp. ("NovaDx"), NovaDx became subject to a Cease Trade Order in Ontario for failing to file its financial audited financial statements for the year ended June 30, 1999 and its three month interim financial statements dated September 30, 1999. On January 11, 2000, the BCSC also issued a Cease Trade Order under s. 164 of the *Securities Act* (British Columbia) against NovaDx. As a result, the Canadian Venture Exchange (the "Exchange") issued a suspension of trading of the NovaDx's shares on the Exchange. On January 25, 2000, the required financial statements were filed with the BCSC and the Ontario Securities Commission ("OSC"). An application to lift the Cease Trade Order was filed with the OSC on January 26, 2000. An application was not required with the BCSC. On January 28 2000, the BCSC issued a revocation order in respect of the BC Cease Trade Order. On February 29, 2000, the OSC issued an order revoking the Ontario Cease Trade Order, following which trading resumed on the Exchange.
- On February 5, 2002, trading in NovaDx was suspended by the Exchange pursuant to its policy governing inactive companies. From August 18, 2003 to May 17, 2006 NovaDx was listed on the NEX. On May 18, 2006, NovaDx completed a change of business and was re-classified as a Tier 2 issuer.
- In June 2001, while Mr. Durno was the corporate secretary of ST Systems Corp. ("STS"), STS's wholly-owned operating subsidiary, Sable Technologies, Inc., filed for Chapter 11 protection in the State of California. The filing was subsequently converted to a Chapter 7 bankruptcy filing. On June 12, 2002 the British Columbia Securities Commission ("BCSC") issued a Cease Trade Order under s. 164 of the *Securities Act* (British Columbia) against STS for failing to file financial statements for its financial year ended December 31, 2001, and interim financial statement for the three month period ended March 31, 2002. A Cease Trade Order was issued against STS by the Alberta Securities Commission ("ASC") under section 198 of the *Securities Act* (Alberta) on July 19, 2002. The financial statements could not be completed due to the incomplete financial records of STS's subsidiary. As a result, the Exchange suspended trading of STS's shares on the Exchange effective June 21, 2002. On October 18, 2007, STS filed all outstanding financial statements and on October 19, 2007, the BCSC revoked its June 12, 2002 Cease Trade Order. On October 24, 2007, the ASC revoked its July 19, 2002 Cease Trade Order.
- Mr. Durno continues to serve as corporate secretary and was appointed as a Director of STS effective March 22, 2007. The Company is actively engaged in seeking a suitable candidate to complete a reverse take-over or other appropriate corporate reorganization.

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

Except as set out below, or otherwise disclosed in this prospectus, (see "Relationship between the Corporation and Professional Persons") prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly to 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.

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

The directors and officers of the Corporation may also be granted stock options.

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.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 27.78% or \$0.0278 per Common Share on the basis of there being 4,500,000 Common Shares of the Corporation issued and outstanding following completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

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:

1. the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
2. 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;
3. the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "Conflicts of Interest";
4. assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 27.78% or \$0.0278 per Common Share;
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 its Common Shares;
6. 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;
7. 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;

8. even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
9. 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;
10. 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;
11. 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;
12. 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;
13. 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;
14. neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
15. 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;
16. the Qualifying Transaction may be financed in whole or in part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and
17. 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 only suitable to investors who are willing to rely solely on management of the Corporation and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Certain directors and officers of the Corporation have acquired Common Shares of the Corporation. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares pursuant to the Corporation's Option Plan. See "Principal Shareholders" and "Share Options". The Corporation also has signed a financial services consulting agreement with Emprise Capital Corporation ("Emprise"), of which Jeff Durno is a shareholder and director.

MATERIAL CONTRACTS

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

1. Agency Agreement dated as of ♦, 2007 between the Corporation and the Agent. See "Plan of Distribution".
2. Escrow Agreement dated as of October 5, 2007 among the Corporation, Pacific Corporate Trust Company and those shareholders that executed such agreement. See "Escrowed Securities".
3. Transfer Agent and Registrar Agreement dated October 5, 2007 between the Corporation and Pacific Corporate Trust Company.
4. Auditor Agreement dated August 22, 2007 between the Corporation and Davidson and Company LLP.
5. Financial Services Consulting Agreement dated August 10, 2007 between the Corporation and Emprise Capital Corporation.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at Suite 1600, 609 Granville Street, Vancouver, BC 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.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Miller Thomson LLP, responsible solicitor on behalf of the Agent, and by Anfield Sujir Kennedy & Durno ("ASKD"), responsible solicitor on behalf of the Corporation. Jeff Durno, secretary, Chief Financial Officer and director of the Corporation is managing partner of ASKD. Gabriel Investments Ltd., a company wholly owned by Mr. Durno, currently holds 500,000 Common Shares and 90,000 Options of the Company.

All payments made by the Corporation to ASKD as responsible solicitor prior to the Completion of a Qualifying Transaction and to Emprise as a technical consultant have been made in compliance with

restrictions on payments made to Related Parties set forth in TSX-V Policy 2.4 "Capital Pool Companies".

Other than as set forth above: a) no Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation; b) as at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates; c) in addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Davidson and Company, Suite 1200 – 609 Granville Street, Vancouver, British Columbia, V7Y 1C3.

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

OTHER MATERIAL FACTS

There is no other material facts relating to the securities to be offered hereunder not disclosed elsewhere in this Prospectus.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of Alberta and British Columbia 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.

RRSP ELIGIBILITY

If and when the Common Shares are issued, they will be qualified investments, within the meaning of the *Income Tax Act*, (Canada) for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans.

AUDITORS' CONSENT

We have read the prospectus of Hill Top Resources Corp. (the "Company") dated _____, 2007 relating to the issue and sale of 2,000,000 common shares of the Company at \$0.10 per common share. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above mentioned prospectus of our report to the directors of the Company on the balance sheet of the Company as at August 31, 2007 and the statement of operations and deficit and cash flows for the period from incorporation on June 29, 2007 to August 31, 2007. Our report is dated September 24, 2007 (except as to Note 8 which is as of _____).

Vancouver, Canada

Chartered Accountants

DATE

HILL TOP RESOURCES CORP.

FINANCIAL STATEMENTS

AUGUST 31, 2007

AUDITORS' REPORT

To the Directors of
HILL TOP RESOURCES CORP.

We have audited the balance sheet of Hill Top Resources Corp. as at August 31, 2007 and the statements of operations and deficit and cash flows for the period from incorporation on June 29, 2007 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 its operations and its cash flows for the period from incorporation on June 29, 2007 to August 31, 2007 in accordance with Canadian generally accepted accounting principles.

Vancouver, Canada

Chartered Accountants

September 24, 2007
(except as to Note 8, which
is as of October __, 2007)

HILL TOP RESOURCES CORP.
BALANCE SHEET
AS AT AUGUST 31, 2007

ASSETS

Current		
Cash	\$	115,000
Prepaid Expenses		<u>10,000</u>
		125,000
	\$	<u>125,000</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accounts payable and accrued liabilities	\$	<u>10,000</u>
Shareholders' equity		
Capital stock (Note 5)		125,000
Deficit		<u>(10,000)</u>
		<u>115,000</u>
	\$	<u>125,000</u>

Continuance of operations (Note 2)

Subsequent event (Note 8)

On behalf of the Board:

<u>"PAUL CHOW"</u>	Director	<u>"JEFF DURNO"</u>	Director
Paul Chow		Jeff Durno	

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

HILL TOP RESOURCES CORP.**STATEMENT OF OPERATIONS AND DEFICIT**

PERIOD FROM INCORPORATION ON JUNE 29, 2007 TO AUGUST 31, 2007

EXPENSES	
Office and miscellaneous	\$ 5,000
Professional fees	<u>5,000</u>
Loss, being deficit, end of period	<u>10,000</u>
 Basic and diluted loss per common share	 \$ (0.00)
 Weighted average number of common shares outstanding	 <u>436,508</u>

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

HILL TOP RESOURCES CORP.
STATEMENT OF CASH FLOWS
PERIOD FROM INCORPORATION ON JUNE 29, 2007 TO AUGUST 31, 2007

CASH FLOWS FROM OPERATING ACTIVITIES	
Loss for the period	\$ (10,000)
Changes in non-cash working capital item	
Increase in prepaid expenses	(10,000)
Increase in accounts payable and accrued liabilities	<u>10,000</u>
Net cash provided by operating activities	<u>(10,000)</u>
CASH FLOWS FROM FINANCING ACTIVITIES	
Capital stock issued for cash	<u>125,000</u>
Net cash provided by financing activities	<u>125,000</u>
Change in cash for the period	115,000
Cash, beginning of period	<u>-</u>
Cash, end of period	<u>\$ 115,000</u>
Cash paid during the period for interest	<u>\$ -</u>
Cash paid during the period for income taxes	<u>\$ -</u>

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

HILL TOP RESOURCES CORP.
NOTES TO THE FINANCIAL STATEMENTS
AUGUST 31, 2007

1. INCORPORATION

The Company was incorporated under the *Business Corporations Act* (British Columbia) on June 29, 2007 and is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") 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 or participation in a business subject to receipt of shareholder approval 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 rather than through a process of forced liquidation.

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 shareholder and regulatory approval.

3. SIGNIFICANT ACCOUNTING POLICIES

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 amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results could differ from these estimates.

Future income taxes

Future income taxes are recorded using the asset and liability method whereby 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 bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

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.

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Loss per share (cont'd...)

Basic loss per share is calculated using the weighted-average number of shares outstanding during the period.

Stock-based compensation

The Company uses the fair value based method for measuring compensation costs.

4. FINANCIAL INSTRUMENTS

The Company adopted the new recommendations of the Canadian Institute of Chartered Accountants (CICA) under CICA Handbook Section 1530, *Comprehensive Income*, Section 3251, *Equity*, Section 3855, *Financial Instruments – Recognition and Measurement*, Section 3861, *Financial Instruments – Disclosure and Presentation* and Section 3865, *Hedges*. The new or revised Handbook Sections provide requirements for the recognition and measurement of financial instruments and on the use of hedge accounting. Section 1530 establishes standards for reporting and presenting comprehensive income (loss) which is defined as the change in equity from transactions and other events from no owner sources. Other comprehensive income (loss) refers to items recognized in comprehensive income (loss) but that are excluded from net income (loss) calculated in accordance with generally accepted accounting principles.

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.

5. CAPITAL STOCK

	Number of Shares	Amount
Authorized		
Unlimited common shares, without par value		
Common shares issued		
Shares issued for cash	2,500,000	\$ 125,000
As at August 31, 2007	2,500,000	\$ 125,000

During the period ended August 31, 2007, the Company issued 2,500,000 common shares at a price of \$0.05 per common share for total proceeds of \$125,000. These common shares will be held in escrow and will be released pro-rata to the shareholders as to 10% of the escrow shares upon issuance of notice of final acceptance of a Qualifying Transaction by the TSX-V and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities. If the Company does not receive final acceptance of a Qualifying Transaction and is delisted, the shares may be cancelled and proceeds returned to the shareholders.

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6. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

Loss for the period	\$ (10,000)
Expected income tax-recovery	\$ (3,000)
Non-deductible items	0
Unrecognized benefit of non-capital losses	<u>3,000</u>
Total income tax recovery	<u>\$ -</u>

The significant components of the Company's future income tax assets are as follows:

Future income tax assets:	
Non-capital loss carryforwards	\$ 10,000
Valuation allowance	<u>(10,000)</u>
Net future income tax assets	<u>\$ -</u>

The Company has available for deduction against future taxable income non-capital losses of approximately \$10,000. These losses, if not utilized, will expire in 2027. Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

7. RELATED PARTY TRANSACTIONS

The Company has engaged a company which has common directors to provide the accounting services required by the Company. The fees for these services will be at market rates, and provided in return for the granting of options in the same amount and terms as will be provided to members of the Board of Directors if and when issued.

8. SUBSEQUENT EVENTS

The Company is filing a prospectus with the British Columbia Securities Commission offering 2,000,000 common shares at \$0.10 per share as an initial public offering. Pursuant to an Agency Agreement between the Company and Canaccord Capital Inc. (the "Agent"), the Agent will receive a cash commission equal to 10% of the gross proceeds, be paid a corporate finance fee of \$10,000 and be issued Agent's warrants to acquire 200,000 common shares at \$0.10 per share exercisable for a period of 24 months from the date the common shares of the Company commence trading on the TSX-V. The proposed transaction is subject to regulatory approval.

On September 22, 2007, the Company adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with TSX-V requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common

shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

CERTIFICATE OF THE CORPORATION

Date: November 5, 2007

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

"PAUL CHOW"

Paul Chow
President, Chief Executive Officer

"JEFF DURNO"

Jeff Durno
Secretary, Chief Financial Officer

ON BEHALF OF THE BOARD

"JOSEPH CHARLAND"

Joseph Charland
Director

"ROBERT DZISIAK"

Robert Dzisiak
Director

CERTIFICATE OF THE AGENT

Dated: November 5, 2007

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

CANACCORD CAPITAL CORPORATION

Per:

"DAVID J. HORTON"

David J. Horton

Senior Vice President and Director