*A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and, Ontario 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.

AMENDED AND RESTATED PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING **March 5, 2008**

PODIUM CAPITAL CORPORATION
(a capital pool company)

MINIMUM OFFERING: $700,000 or 2,333,334 Common Shares
MAXIMUM OFFERING: $1,000,000 or 3,333,334 Common Shares

PRICE: $0.30 per Common Share

Agent's Option (as defined herein)
Incentive Stock Options (as defined herein)
Charitable Stock Options (as defined herein)

Podium Capital Corporation (the "**Corporation**") hereby offers on a commercially reasonable best efforts basis through its agent, Canaccord Capital Corporation (the "**Agent**"), a minimum (the **"Minimum Offering"**) of 2,333,334 common shares in the share capital of the Corporation (the "**Common Shares**") and a maximum (the **"Maximum Offering"**) of 3,333,334 Common Shares at a price of $0.30 per Common Share for minimum aggregate gross proceeds of $700,000 and maximum aggregate gross proceeds of $1,000,000 (the "**Offering**"). The purpose of 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 defined herein). Any proposed Qualifying Transaction must be approved by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction (as defined herein), must also receive Majority of the Minority Approval (as defined herein) in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Corporation is a capital pool company (a "**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "***Business of the Corporation***" and "***Use of Proceeds***".

	Common Shares	Price to Public	Agent's Commission(2)	Net Proceeds to the Corporation(3)
Per Common Share	1	$0.30	$0.03	$0.27
Minimum Offering(1)	2,333,334	$700,000	$70,000	$630,000
Maximum Offering(1)	3,333,334	$1,000,000	$100,000	$900,000

Notes:

(1) *A minimum of 2,333,334 Common Shares and a maximum of 3,333,334 Common Shares are offered hereunder, not including Common Shares issuable on the exercise of (i) the non-transferable option to be granted at the closing of the Offering to the Agent to purchase that number of Common Shares that is equal to 10% of the Common Shares sold in connection with this Offering at a price of $0.30 per Common Share (the **"Agent's Option"**), which Agent's Option is exercisable until the close of business on the date that is 24 months from the date of listing the Common Shares on the Exchange, and which Agent's Option is qualified for distribution under this prospectus, (ii) the incentive stock options (the **"Incentive Stock Options"**) to be granted at the closing of the Offering to directors and officers of the Corporation to purchase up to 564,866 Common Shares in the event the Minimum Offering is completed and up to 664,866 Common Shares in the event the Maximum Offering is completed, at a price of $0.30 per Common Share for a period of 5 years from the date of the grant, which Incentive Stock Options are qualified for distribution under this prospectus, and (iii) the charitable stock options (the **"Charitable Stock Options"**) to be granted at the closing of the Offering to Eligible Charitable Organizations (as that term is defined in Exchange Policy 4.7 and reproduced herein) to purchase up to 56,486 Common Shares in the event the Minimum Offering is completed and up to 66,486 Common Shares in the event the Maximum Offering is completed, at a price of $0.30 per Common Share for a period of 10 years from the date of the grant, which Charitable Stock Options are qualified for distribution under this prospectus. See **"Options to Purchase Securities"."***

(2) *The Agent has agreed to act for the Corporation on a commercially reasonable best efforts basis in connection with the Offering. In addition to the Agent's Option, the Agent will also be paid at the closing of the Offering a cash commission of 10% of the gross proceeds of the Offering. The Agent will also receive at the closing of the Offering a corporate finance fee in the amount of $7,500 (plus applicable taxes), and will be reimbursed by the Corporation for its reasonable costs and expenses, including legal costs to a maximum of $12,500 plus disbursements and applicable taxes. See **"Plan of Distribution – Agency Agreement and Agent's Compensation"**.*

(3) *Before deducting the costs and expenses of this issue (and certain pre-offering costs) estimated in the aggregate amount of $105,590, which includes legal and audit fees and other expenses of the Corporation, the Agent's corporate finance fee, the Agent's expenses and legal fees and the listing fee payable to the Exchange and filing fees payable to the securities regulatory authorities but which does not include the Agent's commission. See **"Use of Proceeds"**.*

This Offering is made on a "commercially reasonable best efforts" basis by the Agent and is subject to an aggregate minimum subscription of 2,333,334 Common Shares for total gross proceeds to the Corporation of $700,000 and subject to approval of certain legal matters by Stikeman Elliott LLP, Toronto, Ontario, on behalf of the Corporation, and by McCarthy Tétrault LLP, Montreal, Québec, on behalf of the Agent. 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 and will not be released until a minimum of $700,000 has been deposited and the Agent has consented to such release. 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 the Agent and Persons (as defined herein) 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. See ***"Plan of Distribution"***.

Market for Securities

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

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option, the grant of the Incentive Stock Options and the grant of the Charitable Stock Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 43-201 and the time the Common Shares are listed for trading 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 Commissions grant a discretionary order.

Risk Factors

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

THERE IS CURRENTLY NO MARKET THROUGH WHICH THE COMMON SHARES OFFERED BY THIS PROSPECTUS MAY BE SOLD AND PURCHASERS MAY NOT BE ABLE TO RESELL THE COMMON SHARES PURCHASED HEREUNDER. This Offering is subject to the CPC Policy and other applicable policies of the Exchange and the securities laws of the Provinces of Ontario, Alberta and British Columbia.

INVESTMENT IN THE COMMON SHARES OFFERED HEREUNDER SHOULD BE REGARDED AS HIGHLY SPECULATIVE DUE TO THE PROPOSED 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. The Corporation was only recently incorporated, does not have any ongoing business operations and does not currently own any assets other than cash. The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation has not identified a proposed Qualifying Transaction and has not entered into an Agreement in Principle (as defined herein). There can be no assurance that the Corporation will identify and successfully negotiate the acquisition of any potential corporations, properties, assets or businesses, or any interests therein, nor that any such business opportunities will be profitable. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition or may not be able to raise sufficient financing to take a meaningful position in the target of the acquisition. If the acquisition is financed by the issuance of Common Shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce, against any Person, judgements obtained in Canadian courts predicated upon the civil liability provisions of applicable securities or other laws in Canada. See *"Risk Factors" and "Business of the Corporation"*

The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Commissions may issue an interim cease trade order against the Corporation's securities if the Common Shares are suspended from trading on the Exchange, and will issue an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting of the Common Shares will result in the cancellation of all or a portion of the Common Shares of the Corporation owned by Insiders (as defined herein) that were issued prior to this Offering and purchased at a discount to the price of the Common Shares offered hereunder. See *"Risk Factors"*

The directors and officers of the Corporation currently beneficially own, directly or indirectly, 1,341,000 Common Shares, which represent 40.45% of the issued and outstanding Common Shares before giving effect to this Offering and will own approximately 23.74% of the issued and outstanding Common Shares assuming completion of the Minimum Offering and 20.17% of the issued and outstanding Common Shares assuming completion of the Maximum Offering. The

directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See *"Directors, Officers and Promoters"* and *"Conflicts of Interest"*.

Upon completion of the Offering, purchasers of the Common Shares under the Offering will suffer an immediate dilution of 29.35% or $0.088 per Common Share assuming completion of the Minimum Offering and 24.93% or $0.075 per Common Share assuming completion of the Maximum Offering, based on the total gross proceeds to be raised under this prospectus and from sales of Common Shares prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation. See *"Dilution", "Risk Factors" and "Capitalization".*

AS A RESULT OF THE AFOREMENTIONED RISK FACTORS, WHICH ARE ONLY A SUMMARY THEREOF, THIS OFFERING IS SUITABLE ONLY TO THOSE INVESTORS WHO ARE WILLING TO RELY SOLELY ON THE MANAGEMENT OF THE CORPORATION AND WHO CAN AFFORD TO RISK A LOSS OF THEIR ENTIRE INVESTMENT. SEE *"RISK FACTORS".*

Maximum Investment

Pursuant to the CPC Policy, the maximum number of Common Shares which may be directly or indirectly purchased by any one purchaser under this Offering is 2% of the Common Shares offered hereunder, or 46,667 of the total Common Shares offered in the case of the Minimum Offering and 66,667 of the total Common Shares offered in the case of the Maximum Offering. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the Common Shares offered hereunder, being 93,333 Common Shares in the case of a Minimum Offering and 133,333 Common Shares in the case of a Maximum Offering.

Receipt of Subscriptions

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

Canaccord Capital Corporation
1010 rue Sherbrooke West
Suite 1100
Montréal, Québec
Canada H3A 2R7

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GLOSSARY

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

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

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

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

A company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

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

"**Agency Agreement**" means the agency agreement dated as of ●, 2008 between the Corporation and the Agent.

"**Agent**" means Canaccord Capital Corporation.

"**Agent's Option**" means the non-transferable option to be granted at the Closing by the Corporation to the Agent to purchase that number of Common Shares from the treasury of the Corporation that is equal to 10% of the Common Shares sold pursuant to this Offering at a price of $0.30 per Common Share, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange.

"**Aggregate Pro Group**" means all Persons who are members of any **"Pro Group"** whether or not the Member (as defined in Exchange rules) is involved in a contractual relationship with the Corporation to provide financing, sponsorship and other advisory services, and **"Pro Group"** specifically means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person or Company;

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

(d) in the case of a Person, a relative of that Person, including

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

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

but

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

"**CPC**" means a corporation:

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

(b) in regard to which the Final Exchange Bulletin has not yet been issued.

"**CPC Policy**" means Policy 2.4 of the Exchange

"Charitable Stock Options" means the options to be granted at the Closing to Eligible Charitable Organizations to purchase up to 56,486 Common Shares in the event the Minimum Offering is completed and up to 66,486 Common Shares in the event the Maximum Offering is completed, at a price of $0.30 per Common Share for a period of 10 years from the date of the grant.

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

"**Closing Date**" means the date the Offering is completed.

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

"**Common Shares**" or "**Shares**" means the Common Shares without par value in the share capital of the Corporation.

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

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

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

"**Corporate Finance Fee**" means the $7,500 (plus G.S.T. and Q.S.T.) that the Corporation will pay to the Agent at Closing.

"**Corporation**" means Podium Capital Corporation, a corporation incorporated under the *Canada Business Corporations Act*, having its registered office in the City of Toronto, in the Province of Ontario.

“Eligible Charitable Organization” means:

(a) any “Charitable Organization” or “Public Foundation” which is a “Registered Charity”, but is not a “Private Foundation” (as such terms are defined in the *Income Tax Act* (Canada) as amended from time to time), or

(b) a “Registered National Arts Service Organization” (as such term is defined in the *Income Tax Act* (Canada) as amended from time to time).

"**Escrow Agent**" means Equity Transfer & Trust Company.

"**Escrow Agreement**" means the Exchange Form 2F - “CPC Escrow Agreement” dated March ●, 2008 among the Corporation, the Escrow Agent and the initial shareholders of the Corporation.

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

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

"Incentive Stock Options” means the options to be granted at the Closing to directors and officers of the Corporation to purchase up to 564,866 Common Shares in the event the Minimum Offering is completed and up to 664,866 Common Shares in the event the Maximum Offering is completed, at a price of $0.30 per Common Share for a period of 5 years from the date of the grant.

"**Initial Public Offering**" or "**IPO**" means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus.

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

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

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

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

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

"**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.

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

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

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

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

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

"**Principal**" means:

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

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

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

(d) a 10% holder – a Person that:

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

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

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

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

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

"Professional Person" means a Person whose profession gives authority to a statement made by the Person in the Person's professional capacity and includes a barrister and solicitor, public accountant, an appraiser, an auditor, an engineer and a geologist.

"**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.

"Responsible Solicitor" means the solicitor who is primarily responsible for the preparation of or for advice to the Corporation or Agent with respect to the contents of this prospectus

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

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

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

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

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

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

PROSPECTUS SUMMARY

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

Business of the corporation: The Corporation is a capital pool company created pursuant to the CPC Policy. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be approved by the Exchange, and in the case of a Non Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval in accordance with the CPC Policy. The Corporation 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 Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. See "***Business of the Corporation***"

Offering: A minimum of 2,333,334 Common Shares and a maximum of 3,333,334 Common shares in the capital of the Corporation are being offered under this prospectus at a price of $0.30 per Common Share for gross proceeds of a minimum of $700,000 and a maximum of $1,000,000 (the **"Offering"**). The Offering is being made on a commercially reasonable basis by the Agent. In addition, the Corporation will grant to the Agent a non-transferable option to purchase that number of Common Shares that is equal to 10% of the Common Shares sold in connection with this Offering at a price of $0.30 per Common Share, exercisable for a period of 24 months from the date of listing of the Corporation's Common Shares on the Exchange (the "**Agent's Option**"), which Agent's Option is qualified for distribution under this prospectus. This prospectus also qualifies for distribution (i) the Incentive Stock Options to be granted at the Closing to directors and officers of the Corporation, which Incentive Stock Options entitle the holders thereof to purchase up to 564,866 Common Shares in the event the Minimum Offering is completed and up to 664,866 Common Shares in the event the Maximum Offering is completed, at a price of $0.30 per Common Share for a period of 5 years from the date of grant, and (ii) the Charitable Stock Options to be granted at the Closing to Eligible Charitable Organizations to purchase up 56,486 Common Shares in the event the Minimum Offering is completed and up to 66,486 Common Shares in the event the Maximum Offering is completed, at a price of $0.30 per Common Share for a period of 10 years from the date of grant, which Incentive Stock Options and Charitable Stock Options are qualified for distribution under this prospectus. See ***"Plan of Distribution" and "Options to Purchase Securities"***

Use of Proceeds: The total net proceeds to the Corporation from the Offering and cash proceeds raised from the sale of Common Shares prior to this Offering, net of all Offering expenses, will be approximately $1,021,709.95 in the case of the Minimum Offering and approximately $1,291,709.95 in the case of the Maximum Offering (after deduction of the Agent's commission and the issue expenses and costs). The Corporation estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of up to $25,800, which will reduce the total net funds available for pursuing a Qualifying Transaction to approximately $995,909.95 in the case of the Minimum Offering and $1,265,909.95 in the case of the Maximum Offering. The net funds available 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".***

Directors and Management: The directors and officers of the Corporation and the positions held by each of them are as follows (See *"Directors and Officers"*):

Kevin D. Reed	President, Chief Executive Officer and a Director
Paul Gerald Smith	Chief Financial Officer and a Director
Jeffrey Robert Clarke	Director
Jason Donville	Director
Jason Sparaga	Director
Stephen J. Headford	Director

Escrow: All of the currently issued and outstanding Common Shares of the Corporation being 3,315,333 Common Shares, have been deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See **"*Escrowed Securities*".**

Dividend Policy: It is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See **"*Dividend Record and Policy*".**

Risk Factors: 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 rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. THERE IS CURRENTLY NO MARKET THROUGH WHICH THE COMMON SHARES OFFERED BY THIS PROSPECTUS MAY BE SOLD AND PURCHASERS MAY NOT BE ABLE TO RESELL THE COMMON SHARES PURCHASED HEREUNDER. This Offering is subject to the CPC Policy and other applicable policies of the Exchange and the securities laws of the Provinces of Ontario, Alberta and British Columbia. INVESTMENT IN THE COMMON SHARES OFFERED HEREUNDER SHOULD 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, does not have any ongoing business operations and does not currently own any assets other than cash. The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation has not identified a proposed Qualifying Transaction and has not entered into an Agreement in Principle. There can be no assurance that the Corporation will identify and successfully negotiate the acquisition of any potential corporations, properties, assets or businesses, or any interests therein, nor that any such business opportunities will be profitable. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition or may not be able to raise sufficient financing to take a meaningful position in the target of the acquisition. If the acquisition is financed by the issuance of Common Shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce, against any Person, judgements obtained in Canadian courts predicated upon the civil liability provisions of applicable securities or other laws in Canada. The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Commissions may issue an interim cease trade order against the Corporation's securities if the Common Shares are suspended from trading on the Exchange, and will issue an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting of the Common Shares will result in the cancellation of all or a portion of the Common Shares of the Corporation owned by Insiders (as defined herein) that were issued prior to this Offering and purchased at a discount to the price of the Common Shares offered hereunder. The directors and officers of the Corporation currently beneficially own, directly or indirectly, 1,341,000 Common Shares, which represent 40.45% of the issued and outstanding Common Shares before giving effect to this Offering and will own approximately 23.74% of the issued and outstanding Common Shares assuming completion of the Minimum Offering and 20.17% of the issued and outstanding Common Shares assuming completion of the Maximum Offering. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Upon completion of the Offering, purchasers of the Common Shares under the Offering will suffer an immediate dilution of 29.35% or $0.088 per Common Share assuming completion of the Minimum Offering and 24.93% or $0.075 per Common Share assuming completion of the Maximum Offering, based on the total gross proceeds to be raised under this prospectus and from sales of Common Shares prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation. AS A RESULT OF THE AFOREMENTIONED RISK FACTORS, WHICH ARE ONLY A SUMMARY THEREOF, THIS OFFERING IS SUITABLE ONLY

TO THOSE INVESTORS WHO ARE WILLING TO RELY SOLELY ON THE MANAGEMENT OF THE CORPORATION AND WHO CAN AFFORD TO RISK A LOSS OF THEIR ENTIRE INVESTMENT. See ***"Business of the Corporation", "Risk Factors" and "Conflicts of Interest"***

THE CORPORATION

The Corporation was incorporated on September 26, 2007 pursuant to the provisions of the *Canada Business Corporations Act* under the name "Podium Capital Corporation". The principal and registered office of the Corporation is located at 199 Bay Street, Suite 5300, Commerce Court West, Toronto, Ontario, M5L 1B9.

By special resolution, the Corporation's shareholders have authorized the directors to amend the articles of the Corporation to delete the share transfer restrictions, which amendment has been filed.

The authorized share capital of the Corporation consists of an unlimited number of Common Shares. As of the date hereof, 3,315,333 Common Shares are issued and outstanding. See ***"Description of Securities Distributed".***

The Corporation has no subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at the date hereof, the Corporation has raised $497,299.95 through the issuance of 3,315,333 Common Shares at a price of $0.15 per Common Share (See "***Description of Share Capital***" and "***Capitalization***"). As at the date of the financial statements attached hereto, the Corporation had incurred preliminary expenses in the amount of $25,354 in the aggregate with respect to consulting, professional, office and administration fees, all of which have been included in such financial statements. Since the date of the financial statements attached hereto, the Corporation has incurred additional preliminary expenses in the amount of approximately $28,750 in the aggregate with respect to consulting and legal fees. A portion of the net proceeds of the Offering may be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditors, legal counsel and the Agent's legal counsel, the listing fees payable to the Exchange and filing fees payable to the Commissions. See "***Use of Proceeds***".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation is a CPC created pursuant to the CPC Policy. 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. To date, the Corporation has not conducted commercial operations of any kind other than enter into discussions for the purpose of identifying potential acquisitions or interests in commercially viable businesses or assets. The Corporation does not own any assets, other than cash. The Corporation is not specifically considering pursuing a company, asset or business in any specific business or industry sector, or in any particular geographical area, and the Corporation anticipates reviewing companies, assets and businesses in a broad range of industry sectors and geographical areas. See ***"Risk Factors"***.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

The board of directors of the Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Corporation's officers and directors. Once a prospective acquisition target has been identified and evaluated, the Corporation will proceed to negotiate the terms upon which it may acquire an interest in the asset or business. The board of directors must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith having regard to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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 a CPC Information Circular (as defined in the CPC Policy) that complies with applicable corporate and securities laws or a CPC Filing Statement (as defined in the CPC Policy) that complies with Exchange requirements. The CPC Information Circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A CPC Filing Statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The CPC Information Circular or CPC Filing Statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2, as the case may be, of the Exchange. Upon acceptance by the Exchange, the Corporation must then either:

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

(b) mail the CPC Information Circular and related proxy material to its shareholders and file same on SEDAR in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

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

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

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

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

Potential Qualifying Transaction

The Corporation has not, as of the date hereof, entered into negotiations respecting a potential Qualifying Transaction.

Minimum Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

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

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

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

(i) a member firm of the Exchange;

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

(iii) associates of any such person,

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds received by the Corporation from the sale of 3,315,333 Common Shares prior to the date of this prospectus total $497,299.95 (the **"Private Placements"**). The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be $700,000 if the Minimum Offering is completed and $1,000,000 if the Maximum Offering is completed. Assuming completion of the Minimum Offering, from the aggregate gross proceeds of $1,197,299.95 will be deducted the expenses and costs of the Offering and the Private Placements, which expenses and costs are estimated in the aggregate to be approximately $175,590.00. Assuming completion of the Maximum Offering, from the aggregate gross proceeds of $1,497,299.95 will be deducted the expenses and costs of the Offering and the Private Placements, which expenses and costs are estimated in the aggregate to be approximately $205,590.00. Assuming completion of the Minimum Offering, the Corporation estimates that $1,021,709.95 will be available to the Corporation from the sales of Common Shares distributed under this prospectus and prior sales of Common Shares. Assuming completion of the Maximum Offering, the Corporation estimates that $1,291,709.95 will be available to the Corporation from the sales of Common Shares distributed under this prospectus and prior sales of Common Shares.

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

Proceeds to the Corporation	**Minimum Offering**	**Maximum Offering**
Gross cash proceeds raised from the sale of Common Shares prior to the Offering (the **"Private Placements"**)(1)	$497,299.95	$497,299.95
Expenses and costs relating to the Private Placements	$17,764.00	$17,764.00
Gross cash proceeds to be raised pursuant to the Offering	$700,000	$1,000,000
Estimated expenses and costs relating to the Offering (including legal and audit fees and other expenses of the Corporation, the Agent's commission and Corporate Finance Fee, the Agent's legal fees and expenses, the Exchange listing fee and prospectus filing fees)	$157,826.00	$187,826.00
Estimated funds available on completion of the Offering(2)	$1,021,709.95	$1,291,709.95
Use of Proceeds		
Funds available for identifying and evaluating assets or business prospects (3)	995,909.95	1,265,909.95
Estimated general and administrative expenses until completion of a Qualifying Transaction	$25,800	$25,800
TOTAL NET PROCEEDS	$1,021,709.95	$1,291,709.95

(1) *See* ***"Prior Sales"****.*

(2) *In the event the Agent exercises the Agent's Option, and the Incentive Stock Options and the Charitable Stock Options are exercised, there will be available to the Corporation a maximum of an additional $256,405.50 in the event the Minimum Offering is completed and $319,405.50 in the event the Maximum Offering is completed, which will be added to the working capital of the Corporation. There can be no assurance that any of these options will be exercised*

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

Until required for the 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, in the case of a Non Arm's Length Transaction, obtain shareholder approval for a proposed Qualifying Transaction.

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

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

relating to the identification and evaluation of assets or businesses and, in the case of a Non Arm's Length Qualifying Transaction, the obtaining of shareholder approval for the 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 by the Exchange. A maximum aggregate amount of $25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

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

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

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

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

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

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

(iii) equipment leases; and

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

No proceeds from the sale of securities of the Corporation will be used to acquire or lease a vehicle.

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed Canaccord Capital Corporation (the "**Agent**") as its agent to offer for distribution to the public, on a commercially reasonable best efforts basis a minimum of 2,333,334 Common Shares and a maximum of 3,333,334 Common Shares at a price of $0.30 per Common Share for gross proceeds of a minimum of $700,000 and a maximum of $1,000,000, subject to the terms and conditions in the Agency Agreement.

The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares ($70,000 if the Minimum Offering is completed and $100,000 if the Maximum Offering is completed). The Agent will also be paid a corporate finance fee of $7,500 (plus GST and QST) and will be reimbursed by the Corporation for its costs and expenses and legal fees up to a maximum of $12,500 plus disbursements and applicable taxes. The Corporation has also agreed to grant to the Agent a non-transferable Agent's Option which entitles the Agent to purchase that number of Common Shares that is equal to 10% of the Common Shares sold in connection with this Offering, at a price of $0.30 per Common Share, which option may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus.

Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

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

Commercially Reasonable Best Efforts Offering and Minimum Distribution

The Minimum Offering is for 2,333,334 Common Shares for total gross proceeds of $700,000 and the Maximum Offering is for 3,333,334 Common Shares for total gross proceeds of $1,000,000. Under the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares under the Offering, or 46,667 Common Shares assuming the Minimum Offering is completed, and 66,667 Common Shares assuming the Maximum Offering is completed. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares under the Offering, or 93,333 Common Shares assuming the Minimum Offering is completed, and 133,333 Common Shares assuming the Maximum Offering is completed. The funds received from the Offering will be deposited with the Agent, and will not be released until $700,000 has been deposited and the Agent consents to the release thereof. Subscriptions of 2,333,334 Common Shares for total gross proceeds of $700,000 must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent and Persons or Companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Incentive Stock Options to directors and officers of the Corporation and the Charitable Stock Options to Eligible Charitable Organizations at the Closing of the Offering in accordance with the policies of the Exchange, which Incentive Stock Options and Charitable Stock Options are qualified for distribution pursuant to this prospectus. The Incentive Stock Options entitle the holders to purchase up to 564,866 Common Shares in the event the Minimum Offering is completed and up to 664,866 Common Shares in the event the Maximum Offering is completed, at a price of $0.30 per Common Share for a period of 5 years from the date of grant. The Charitable Stock Options entitle the holders to purchase up to 56,486 Common Shares in the event the Minimum Offering is completed and up to 66,486 Common Shares in the event the Maximum Offering is completed, at a price of $0.30 per Common Share for a period of 10 years from the date of grant. See ***"Plan of Distribution"*** and ***"Options to Purchase Securities"***.

Determination of Price

The price of the Common Shares offered pursuant to this Offering was determined by negotiation between the Corporation and the Agent.

Listing Application

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

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, none of the directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for Common Shares.

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the Aggregate Pro Group, including participants referred to above is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

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

DESCRIPTION OF SECURITIES DISTRIBUTED

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares. As at the date hereof, 3,315,333 Common Shares are issued and outstanding as fully paid and non-assessable. A maximum of 3,333,334 Common Shares are reserved for issuance pursuant to the Offering and a maximum of 333,333 Common Shares are reserved for issuance pursuant to the Agent's Option. In addition, a maximum of 664,866 Common Shares are reserved for issuance upon the exercise of the Incentive Stock Options and a further maximum of 66,486 Common Shares are also reserved for issuance upon the exercise of the Charitable Stock Options. All Common Shares to be outstanding after completion of the Offering will be fully paid and non-assessable. See ***"Prior Sales"***, "***Plan of Distribution***" and "***Options to Purchase Securities***".

The holders of Common Shares are entitled to vote at all meetings of shareholders of the Corporation, to receive dividends if, as and when declared by the directors, and subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Corporation.

Dividend Record and Policy

No dividends have been paid on any Common Shares since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

If the Corporation generates earnings in the foreseeable future, it expects that they will be retained to finance growth, if any, and, when appropriate, retire debt. The directors of the Corporation will determine if and when dividends should be declared and paid in the future based on the Corporation's financial position at the relevant time. All of the Common Shares are entitled to an equal share of any dividends declared and paid.

CAPITALIZATION

As at the date of this prospectus, the Corporation has no outstanding loans or other debt obligations and there has been no material change in the Common Share capital of the Corporation since the date of its most recent balance sheet contained in the prospectus and its accompanying notes to the financial statements. See "***Prior Sales***" and "***Options to Purchase Securities***".

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

Designation of Security	Amount authorized	Amount outstanding as of the date of the most recent balance sheet contained in the prospectus(1)	Amount outstanding as at the date hereof(1)	Amount to be outstanding if the Minimum Offering is sold (2)(3)	Amount to be outstanding if the Maximum Offering is sold(2)(3)
Common Shares	unlimited	$419,299.95 (2,795,333 Common Shares)	$497,299.95 (3,315,333 Common Shares)	$1,197,299.95 (5,648 ,667 Common Shares)	$1,497,299.95 ($6,648,667)

(1) As at the date of such balance sheet and as at the date hereof, the Corporation had not commenced commercial operations.

(2) The Corporation has reserved an aggregate of up to 333,333 Common Shares in the event the Maximum Offering is completed pursuant to the Agent's Option. The Agent's Option will have an exercise price of $0.30 per Common Share and may be exercised for a period of 24 months from the date of listing the Common Shares on the Exchange. The Corporation has also reserved an aggregate of up to 664,866 Common Shares pursuant to the Incentive Stock Options to be granted to directors and officers of the Corporation, and has also reserved an aggregate of up to 66,486 Common Shares pursuant to the Charitable Stock Options to be granted to Eligible Charitable Organizations. All of the Incentive Stock Options and Charitable Stock Options will have an exercise price of $0.30 per Common Share and the Incentive Stock Options may be exercised for a period of 5 years and the Charitable Stock Options may be exercised for a period of 10 years from the date of grant. See ***"Plan of Distribution"*** *and* ***"Options to Purchase Securities"****.*

(3) Prior to deducting the Agent's commission and the costs and expenses of this issue (and certain pre-Offering costs) estimated in the aggregate amount to be $175,590 assuming completion of the Minimum Offering and $205,590 assuming completion of the Maximum Offering, including the listing fee payable to the Exchange.

OPTIONS TO PURCHASE SECURITIES

Agent's Option

Pursuant to the Agency Agreement, the Corporation has agreed to grant to the Agent the option to purchase that number of Common Shares from the treasury of the Corporation that is equal to 10% of the Common Shares sold pursuant to this Offering at a price of $0.30 per Common Share, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange. The Agent's Option is qualified for distribution pursuant to this prospectus. See "***Plan of Distribution***"**.**

Incentive Stock Options

Incentive Stock Options to purchase up to 564,866 Common Shares in the event the Minimum Offering is completed and up to 664,866 Common Shares in the event the Maximum Offering is completed, are to be granted after closing of this Offering to directors and officers of the Corporation (in addition to Charitable Stock Options to be granted to See You In Canadian Athletes Fundto purchase up to 56,486 Common Shares in the event the Minimum Offering is completed and 66,486 Common Shares in the event the Maximum Offering is completed – see ***"Charitable Stock Options"***), subject to regulatory approval. The Incentive Stock Options are qualified for distribution pursuant to this prospectus and are expected to be allocated on the following basis:

Name of Optionee	**Number of Common Shares reserved under Option if Minimum Offering is Completed**(1)	**Number of Common Shares reserved under Option if Maximum Offering is Completed**(1)	**Purchase Price per Common Share under Option**	**Expiration Dates of the Options**
Kevin D. Reed	94,145	110,811	$0.30	5 years from date of grant
Paul G. Smith	94,145	110,811	$0.30	5 years from date of grant
Jason Donville	94,144	110,811	$0.30	5 years from date of grant
Jeffrey R. Clarke	94,144	110,811	$0.30	5 years from date of grant
Jason Sparaga	94,144	110,811	$0.30	5 years from date of grant
Stephen J. Headford	94,144	110,811	$0.30	5 years from date of grant
TOTAL(2)	564,866	664,866		

(1) *These Incentive Stock Options will be granted to directors and officers of the Corporation after closing of the Offering (subject to regulatory approval) and are qualified for distribution pursuant to this prospectus.*

(2) *Does not include the Agent's Option granted to the Agent of the Charitable Stock Options to be granted to Eligible Charitable Organizations.*

The purpose of the stock option plan (the **"Stock Option Plan"**) established by the Corporation, pursuant to which it may grant stock options, is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire Common Shares, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any 12 month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding Common Shares at the date of grant. The maximum number of Common Shares reserved for issuance in any 12 month period to any one consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant and the maximum number of Common Shares reserved for issuance in any 12 month period to persons engaged in investor relations activities may not exceed 2% of the issued and outstanding Common Shares at the date of the grant. If the Corporation is classified as a "Tier 1" issuer by the Exchange, the maximum term during which an optionee may exercise an option granted under the Stock Option Plan is 10 years from the date of grant. If the Corporation is classified as a 'Tier 2" issuer by the Exchange, the maximum term during which an optionee may exercise an option granted under the Stock Option Plan is 5 years from the date of grant. However, if an optionee shall cease to be a director, officer, consultant, employee or management company employee for any reason (other than death) and if the Corporation is classified as a "Tier 2" issuer at the time of grant to such optionee, such optionee must exercise such grant within 90 days of such cessation, unless such optionee was engaged in investor relations activities, in which case such exercise must occur within 30 days after cessation of such optionee's services to the Corporation. In the event of death of an optionee, the optionee's heirs or administrators may exercise any portion of the optionee's outstanding option no later than 1 year from the date of the optionee's death.

Notwithstanding the terms of the Stock Option Plan described above, the CPC Policy imposes certain restrictions on stock options granted under the Stock Option Plan during the period the Corporation remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final Exchange Bulletin indicating that the Resulting Issuer will not be considered a CPC. Under the CPC Policy, the Corporation, while it remains a CPC, is limited to granting incentive stock options, exercisable for a period of up to 5 years from the date of grant, only to directors, officers, and technical consultants to the Corporation, provided that the number of Common Shares reserved for issuance may not exceed 10% of the issued and outstanding Common Shares at the closing of the Offering. The maximum number of Common Shares reserved for issuance to any individual director or officer may not exceed 5% of the issued and outstanding Common Shares at the closing of the Offering and the number of Common Shares reserved for issuance to all technical consultants may not exceed 2% of the issued and outstanding Common Shares at the closing of the Offering. While the Corporation is a CPC, it is prohibited from granting incentive stock options to any person providing investor relations activities, promotional or market-making services. 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. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. "See ***"Escrowed Securities".***

Charitable Stock Options

In addition to the options granted under the Stock Option Plan and in accordance with the Exchange Policy 4.7, the Corporation proposes to grant a non-transferable option to See You In Canadian Athletes Fund, registration number 856858642RR0003 (the **"Charity"),** an Eligible Charitable Organization, to purchase up to 66,486 Common Shares at a price of $0.30 per share until the earlier of the date that is not more than 10 years from the closing of this Offering and the 90th day from the date that the Charity ceases to be an Eligible Charitable Organization. The aggregate number of Common Shares issuable upon exercise of options granted to Eligible Charitable Organizations cannot exceed 1% of the total number of Common Shares (calculated on a non-diluted basis adjusted for any stock splits or consolidations) outstanding immediately after the closing of this Offering. The Corporation is relying on Exchange Policy 4.7 which provides that after an issuer completes its closing of an Initial Public Offering and becomes an issuer listed on the Exchange, such issuer's Charitable Options and the securities that are issuable upon their exercise will be treated by the Exchange as a separate reserve of securities that are not be applied toward the limits prescribed by the Exchange for options that may be granted by an issuer under its stock option and stock purchase plans or other share compensation arrangements, provided that all of the issuer's outstanding Charitable Options conform in every respect to the provisions of sections 2 and 3.1 of Exchange Policy 4.7.

PRIOR SALES

Since the date of incorporation of the Corporation, 3,315,333 Common Shares have been issued as follows:

Date	Number of	Issue Price Per	Aggregate Issue	Consideration

	Common Shares	Share	Price	Received
November 30, 2007	2,795,333(1) (2)	$0.15	$419,299.95	Cash
December 3, 2007	520,000	$0.15	$78,000	Cash

(1) *All of these Common Shares will be held in escrow. See* ***"Escrowed Securities"****.*

(2) *A total of 859,000 Common Shares were issued to the following members of the Aggregate Pro Group: Scott Dexter, Matthew Pacaud, Racnat Holdings, John F. Prins, Kevin Williams and Chris Roy.*

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 3,315,333 Common Shares issued prior to this Offering at a price of $0.15 per Common Share and all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Escrow Agent 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 of the Corporation 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 which are held in escrow.

Name and Municipality of Residence of Shareholder	Common Shares Held	Number of Common Shares held in Escrow	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares Issued upon Completion of the Minimum Offering(1)	Percentage of Common Shares Issued upon Completion of the Maximum Offering(1)
Kevin D Reed Calgary, Alberta	267,000	267,000	8.05%	4.73	4.02
Paul G. Smith Calgary, Alberta	170,000	170,000	5.13	3.01	2.56
Jason Donville Oakville, Ontario	267,000	267,000	8.05	4.73	4.02
Jeffrey R. Clarke Ottawa, Ontario	170,000	170,000	5.13	3.01	2.56
Spara Merchant (2) Capital Corp. Oakville, Ontario	200,000	200,000	6.03	3.54	3.01
Blue Quartz (3) Enterprises Inc.	267,000	267,000	8.05	4.73	4.02

Toronto, Ontario					
James Duguay Associates Inc. (4) Ottawa, Ontario	133,500	133,500	4.03	2.36	2.01
W3 Enterprises (5) Ottawa, Ontario	170,000	170,000	5.13	3.01	2.56
Racnat Holdings (6) Toronto, Ontario	130,000	130,000	3.93	2.3	1.96
John F. Prins Calgary, Alberta	83,000	83,000	2.5	1.47	1.25
Kevin Williams Toronto, Ontario	83,000	83,000	2.5	1.47	1.25
Chris Roy Toronto, Ontario	83,000	83,000	2.5	1.47	1.25
Symantha Sharon Rush Toronto, Ontario	83,000	83,000	2.5	1.47	1.25
Matthew Pacaud Toronto, Ontario	130,000	130,000	3.93	2.3	1.96
Heather Larke Calgary, Alberta	170,000	170,000	5.13	3.01	2.56
George Duguay Thornhill, Ontario	150,000	150,000	4.52	2.66	2.26
J Allan Ringler Orillia, Ontario	170,000	170,000	5.13	3.01	2.56
Ian Maclean Vancouver, British Columbia	170,000	170,000	5.13	3.01	2.56
Scott Dexter Mississauga, Ontario	267,000	267,000	8.05	4.73	4.02
Daniel Ratushny Toronto, Ontario	50,000	50,000	1.51	0.89	0.75
Joshua Cooksley Oakville, Toronto	35,000	35,000	1.06	0.62	0.53
Spencer Dyer Toronto, Ontario	33,500	33,500	1.01	0.59	0.5
Carol Bell-Smith Ottawa, Ontario	33,333	33,333	1.0	0.59	0.5
Total	3,315,333	3,315,333	**100%**	**58.71%**	**49.92%**

(1) Assuming no Common Shares are purchased by these persons under the Offering.
(2) Spara Merchant Capital Corp. is a private company partly owned by Jason Sparaga, a director of the Corporation.

(3) Blue Quartz Enterprises Inc. is a private company wholly-owned by Stephen J. Headford, a director of the Corporation.
(4) James Duguay Associates Inc. is a private company whole-owned by Charlette and Leo Duguay.
(5) W3 Enterprises is a private company wholly-owned by Moishe Smith.
(6)Racnat Holdings is a private company wholly-owned by Leon Turner.

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 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 the Escrow Agent to immediately:

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

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

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

   (ii) subject to majority shareholder approval, cancel an amount of escrowed Common Shares purchased by Non Arm's Parties to the CPC at a discount to the Offering Price so that the average cost of the remaining escrowed Common Shares is at least equal to the Offering price.

Escrowed Securities on Qualifying Transaction

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

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

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

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

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

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

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

Escrowed Securities on Private Placement

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

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

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

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

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

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

DIRECTORS, OFFICERS AND PROMOTERS

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

The directors will devote their time and expertise as required by the Corporation, however, it is not anticipated that any director will devote 100% of his time to the Corporation. See also ***"Management of the Corporation"***.

The directors and officers, as a group, beneficially own and control 1,341,000 Common Shares, which represents 40.45% of the issued and outstanding Common Shares before giving effect to this Offering. Such Common Shares will represent 23.74% of the issued and outstanding Common Shares assuming completion of the Minimum Offering, and 20.17% of the issued and outstanding Common Shares assuming completion of the Maximum Offering assuming no Common Shares are purchased by the directors and officers under this Offering, and before the exercise of the Agent's Option, the Stock Options and the Charitable Stock Options. See ***"Plan of Distribution"*** and ***"Options to Purchase Securities"***.

The Corporation has an Audit Committee consisting of Mr. Donville, Mr. Sparaga and Mr. Clarke.

The following table sets out the names and municipalities of residence of the directors, officers and promoters of the Corporation, their positions and offices with the Corporation, their present principal occupation, the number and percentage of Common Shares beneficially owned or over which they directly or indirectly exercise control or direction, and the number and percentage of Common Shares to be held by each of them prior to and on completion of the Offering:

Name and Municipality of Residence	Position and Office	Principal Occupation	Number and Percentage of Common Shares Held Prior to the Offering	Number and Percentage of Common Shares to be Held Upon Completion of the Minimum Offering(1)	Number and Percentage of Common Shares Held Upon Completion of the Maximum Offering(1)
Kevin D. Reed Calgary, Alberta	President, CEO & Director	President and Chief Executive Officer of Grey Horse Corporation, a corporate services company, since	267,000 8.05%	267,000 4.73%	267,000 4.02%

		June 2003			
Paul G. Smith Calgary, Alberta	CFO & Director	Executive Vice-President and Chief Financial Officer of Grey Horse Corporation since December 2004 and of Equity Transfer & Trust Company.	170,000 5.13%	170,000 3.01%	170,000 2.56%
Stephen J. Headford Toronto, Ontario	Director	Vice President Business Development of Equity Transfer & Trust since July 2005.	267,000 8.05%	267,000 4.73%	267,000 4.02%
Jeffrey R. Clarke Ottawa, Ontario	Director	President and Chief Executive Officer of Inflector Environmental Services since December 1994	170,000 5.13%	170,000 3.01%	170,000 2.56%
Jason Donville Oakville, Ontario	Director	President and Chief Executive Officer of Donville Kent Asset Management Inc. since January 2008	267,000 8.05%	267,000 4.73%	267,000 4.02%
Jason Sparaga Burlington, Ontario	Director	President of Spara Capital Partners Inc. since July 2001	200,000 6.03%	200,000 3.54%	200,000 3.01%

(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Option, the Incentive Stock Options and the Charitable Stock Options

The following is a brief description of the principal occupations of the above named individuals during the last five years, along with other biographical information:

Kevin D. Reed, President and Director, 40 years of age. During the past 15 years, Kevin Reed has served in the President and CEO positions with various public and private companies in Canada and the United States. Prior to co-founding Grey Horse Capital Corporation (TSX:GHC) in June 2003, Mr. Reed provided management services and capital markets advice in preparation for the public listing of a Toronto-based technology company. From July 2002 to May 2003, Mr. Reed was a consultant for Management Consultant. From June 2000 to June 2002, he was the co-founder, Chairman and CEO of IE-Engine Inc., a private Boston-based enterprise software company providing the software platform for insurance and employee benefits to Fortune 1000 companies. In 1991, Mr. Reed co-founded Magellan Engineering, a risk management company serving the offshore oil and gas industry, financial services sector and governments institutions. Mr. Reed holds a BA in Social Sciences from the University of Ottawa and is a graduate from the Canadian Securities Institute.

Mr. Reed will devote such time to the business of the Corporation as is required to effectively fulfill his duties as a director of the Corporation.

Paul G. Smith, CFO and Director, 43 years of age. Paul G. Smith is executive Vice-President and Chief Financial Officer of Grey Horse Corporation (TSX:GHC) and of Equity Transfer & Trust Company, a wholly-owned subsidiary of Grey Horse Corporation. Prior to his present position, he held various management positions within Bell Canada affiliates including Chief Financial Officer of Bell Conferia Inc. and Director of Finance at Bell Zinc Corporation. From 1991 to 1993, Mr. Smith served as Executive Assistant to the Prime Minister of Canada before which he was an aide to the Minister of Foreign Affairs then to the Minister of International Cooperation. He holds a Master of Business Administration from INSEAD (France), a Master in Public Administration from Carleton University and under-graduate degrees from the University of Ottawa. Mr. Smith is a member of the board of directors of VIA Rail Canada Inc. and of the Atlantic Council of Canada, and a member of the C.D. Howe Institute's Financial Services Research Initiative.

Mr. Smith will devote such time to the business of the Corporation as is required to effectively fulfill his duties as a director of the Corporation.

Stephen J. Headford, Director, 61 years of age. Stephen Headford joined Equity Transfer & Trust Company in July, 2005 and is currently Vice-President, Business Development. From 1987 to January 2005 Mr. Headford was President of Multistream Power Corporation (a private electricity generator). Mr. Headford's public company experience in the last ten years includes roles with Iceberg Media.com Inc. (TSXV), Kyrgoil Corporation (TSX), Atikwa Minerals Corporation (TSXV), Grey Horse Corporation (TSX, formely AFL Capital Ventures Inc., a CPC) and TayCon Capital Corporation (TSXV). Mr. Headford graduated from the University of Toronto Law School (LL.B.) in 1972, and from the Univeristy of Western Ontario (B.A.) in 1969 and is a member in good standing with the Law Society of Upper Canada.

Mr. Headford will devote such time to the business of the Corporation as is required to effectively fulfill his duties as a director of the Corporation.

Jeffrey Robert Clarke, Director, 51 years of age. Mr. Clarke began his career in the real estate industry after attending St. Mary's University. This led him to the position of executive vice president charged with real estate syndication for Centennial Hotels in Atlantic Canada. He is currently president and chief executive officer of Ottawa's Inflector Environmental Services and has held such position since December 1994. Through his company, Mr. Clarke has managed projects in over fifteen countries, addressing environmental issues such as mould / bacterial contamination, indoor air quality problems and asbestos abatement in institutional and commercial properties. Mr. Clarke has most recently been appointed member of the board of directors of VIA Rail Canada Inc. for a period of four years.

Mr. Clarke will devote such time to the business of the Corporation as is required to effectively fulfill his duties as a director of the Corporation.

Jason Donville, Director, 44 years of age. Mr. Donville has more than 15 years of experience in the financial services industry in Canada and Asia. He has held various senior management positions with domestic and international investment banks including Credit Lyonnais, Credit Suisse First Boston and most recently, Cormark Securities Inc. (formerly Sprott Securities Inc.) in Toronto as financial services analyst and director from February 2003 to June 2007. Mr. Donville is well known to the Canadian institutional investment community having received several awards for his equity research. Most recently, Mr. Donville was hired in June 2007 as Chief Investment Officer of Home Capital. Mr. Donville is a graduate of the Royal Military College of Canada and the Richard Ivey School of Business, University of Western Ontario.

Mr. Donville will devote such time to the business of the Corporation as is required to effectively fulfill his duties as a director of the Corporation.

Jason Sparaga, Director, 37 years of age. Mr. Sparaga is currently the Chief Executive Officer and President of Spara Capital Partners Inc. Previous to his current position he was the founder and former Managing Director of TL Corporate Finance Inc. from October 1996 to July 2001. Mr. Sparaga served as the President of the Association of Corporate Growth, Toronto Chapter from 2000 – 2005 and founded and chairs the annual Capital Connection, Canada's Premier Private Equity Showcase. Mr. Sparaga is a chartered accountant and holds an undergraduate degree from Brock University.

Mr. Sparaga will devote such time to the business of the Corporation as is required to effectively fulfill his duties as a director of the Corporation.

Other Reporting issuer Experience of the Directors, Officers and promoters of the Corporation

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

Name	**Name of Reporting issuer**	**Name of Exchange or Market**	**Position**	**From**	**To**
Kevin D. Reed	GA Capital Corp.	TSXV	Director	June 2007	Present
	TayCon Capital Corporation	TSXV	Director	April 2007	Present
	Grey Horse Corporation	TSX	Director, President & CEO	September 2001	Present
Paul G. Smith	StorageVault Canada Inc.	TSXV	Director	May 2007	Present
	Grey Horse Corporation	TSX	Executive Vice President & CFO	April 2004	Present
	TayCon Capital Corporation	TSXV	Director & CFO	April 2007	March 5, 2008
Stephen J.	TayCon Capital Corporation	TSX-V	Director	April 2007	Present

Name	Name of Reporting issuer	Name of Exchange or Market	Position	From	To
Headford					
	Atikwa Minerals Corporation	TSX-V	Vice-President	Aug.2003	May 2004
	Grey Horse Corporation	TSX	Director	Sept. 2001	July 2005
	Iceberg Media	TSX-V	Director and Vice-President	June 1999	June 2000
	Kyrgoil Corporation (now Serica Energy Corporation)	TSX	Director and Vice-President	May 1996	March 1997

Corporate Cease Trade Orders or Bankruptcies

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

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, Insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers, Insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Kevin Reed is a director of GA Capital Corp. and TayCon Capital Corporation, each of which is a CPC. Paul G. Smith is a director of StorageVault Canada Inc. and Stephen J. Headford is a director of TayCon Capital Corporation. Accordingly, situations may arise where some or 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 *Canada Business Corporations Act*.

EXECUTIVE COMPENSATION

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

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

  (i) salaries;

  (ii) consulting fees;

  (iii) management contract fees or directors' fees;

  (iv) finder's fees;

  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

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**"). There have been no such reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation have also been granted Incentive Stock Options as more particularly described in "***Options to Purchase Securities***".

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

PROMOTERS

The Corporation has no promoters other than the persons who serve as its directors and officers and who have subscribed for and received Common Shares and will be granted stock options to purchase Common Shares. See "***Prior Sales***", "***Directors, Officers and Promoters***", "***Principal Shareholders***" and "***Stock Options***".

DILUTION

Purchasers of Common Shares offered under this prospectus will suffer an immediate dilution of approximately \$0.088 or 29.35% per Share on the basis that there will be 5,648,667 Common Shares of the Corporation issued and outstanding assuming completion of the Minimum Offering, and \$0.075 or 24.93% per Share on the basis that there will be 6,648,667 Common Shares of the Corporation issued and outstanding assuming completion of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

A purchase of Common Shares of the Corporation and the purchaser's investment will be highly speculative due to the substantial risk of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation, which list is not exhaustive:

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

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

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 29.35% or $0.088 per Common Share assuming that the Minimum Offering is completed, and of 24.93% or $0.075 per Common Share assuming that the Maximum Offering is completed, as set forth under "***Dilution***" above;

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

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

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

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

(i) Completion of 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. See "***Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction***";

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

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

(l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required. See "***Trading, Halts, Suspensions and Delisting***";

(m) the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing. See "***Trading, Halts, Suspensions and Delisting***";

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

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

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

(q) 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. See "***Permitted Use of Funds***"; and

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

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

LEGAL PROCEEDINGS

The Corporation is not currently a party to any actual or pending 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

Neither the Corporation nor any of its directors or officers is a "related" or "connected issuer" as such terms are defined in National Instrument 33-105, "*Underwriting Conflicts*" of the Agent.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

As of the date hereof and as disclosed herein, Daniel Ratushny owns 50,000 Common Shares of the Corporation, or 1.5% of the Common Shares of the Corporation, and no other Professional Person, Responsible Solicitor or any partner of a Responsible Solicitor's firm holds any beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an Associate or Affiliate of the Corporation.

No Professional Person, Responsible Solicitor or any partner of a Responsible Solicitor's firm 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

Auditor

The auditor of the Corporation is MSCM LLP, 8th Floor, 701 Evans Avenue, Toronto, Ontario, M9C 1A3

Transfer Agent and Registrar

The registrar and transfer agent of the Common Shares of the Corporation is Equity Transfer & Trust Company.

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:

(a) Transfer Agent, Registrar and Disbursing Agent Agreement dated as of January 15, 2008 between the Corporation and the Escrow Agent. See ***"Auditor Transfer Agent and Registrar".***

(b) Agency Agreement dated as of March ●, 2008 between the Corporation and the Agent. See ***"Plan of Distribution"***.

(c) Subscription Agreements dated various dates between the Corporation and each holder of the Common Shares issue prior to the date of this prospectus. See ***"Prior Sales"***.

(d) Escrow Agreement dated as of March ●, 2008 among the Corporation, the Escrow Agent and those shareholders that executed such agreement. See ***"Escrowed Securities"***.

Copies of these agreements will be available for inspection at the offices of Stikeman Elliott LLP, solicitors of the Corporation, located at 199 Bay Street, Suite 5300, Commerce Court West, Toronto, Ontario, M5L 1B9 during ordinary business hours while the Common Shares offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

AUDITOR'S CONSENT

We have read the prospectus of Podium Capital Corporation (the Corporation) dated●, 2008 relating to the issue and sale of common shares of the Corporation. 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 Corporation on the balance sheet of the Corporation as at January 31, 2008 and the statements of loss and comprehensive loss, changes in shareholder's equity and cash flows for the period ended January 31, 2008. Our report is dated ● (except as to note 6 which is as of ● 2008).

Toronto, Ontario

● 2008

Licensed Public Accountants

Chartered Accountants

PODIUM CAPITAL CORPORATION

(A CAPITAL POOL CORPORATION)

FINANCIAL STATEMENTS

PERIOD FROM SEPTEMBER 26, 2007 (DATE OF INCORPORATION) TO January 31, 2008

(AUDITED)

(EXPRESSED IN CANADIAN DOLLARS)

TABLE OF CONTENTS

AUDITORS' REPORT

To the Directors of
Podium Capital Corporation
(A Capital Pool Corporation)

We have audited the balance sheet of Podium Capital Corporation (A Capital Pool Corporation) as at January 31, 2008 and the statements of loss, comprehensive loss, changes in shareholders' equity and cash flows for the period from September 26, 2007 (date of incorporation) to January 31, 2008. These financial statements are the responsibility of the Corporation'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 Corporation as at January 31, 2008 and the results of its operations and its cash flows for the period then ended in accordance with Canadian generally accepted accounting principles.

Licensed Public Accountants
Chartered Accountants
Toronto, Ontario
February 29, 2008
(except for note 6, which is dated XX)

PODIUM CAPITAL CORPORATION
(A Capital Pool Corporation)
Balance Sheet
(Expressed in Canadian Dollars)

As at January 31, 2008		**2008**
Assets		
Current		
Cash	**$**	**446,002**
Sundry receivable		**2,716**
Deferred financing costs		**57,225**
	$	**505,943**
Liabilities		
Current		
Accounts payable and accrued liabilities	**$**	**33,997**
Shareholders' equity		
Share capital (note 4)		**497,300**
Deficit		**(25,354)**
		471,946
	$	**505,943**

Nature of operations (Note 1)

Approved by the board of directors:

Signed "Jason Donville" Director

Jason Donville

Signed "Jeffrey Clarke" Director

Jeffrey Clarke

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

PODIUM CAPITAL CORPORATION

(A Capital Pool Corporation)
Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

Period from September 26, 2007 to January 31, 2008		2008
Expenses		
Consulting fees	$	18,750
Professional fees		6,590
Office and administration		14
Net loss and comprehensive loss for the period	$	25,354
Loss per share	$	0.01
Weighted average shares outstanding		1,815,570

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

PODIUM CAPITAL CORPORATION

(A Capital Pool Corporation)
Statement of Changes in Shareholders' Equity

Period from September 26, 2007 to January 31, 2008		2008
Share capital		
Balance, beginning of period	$	-
Proceeds from issuance of shares		497,300
Balance, end of period	$	497,300
Deficit		
Balance, beginning of period	$	
Net loss		(25,354)
Balance, end of period	$	(25,354)
Total	$	471,946

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

PODIUM CAPITAL CORPORATION

(A Capital Pool Corporation)
Statement of Cash Flows
(Expressed in Canadian Dollars)

Period from September 26, 2007 to January 31, 2008		**2008**
Cash provided by (used in)		
Operating activities		
Net loss	**$**	**(25,354)**
Net change in non-cash working capital		
Sundry receivable		**(2,716)**
Accounts payable and accrued liabilities		**3,937**
		(24,133)
Financing activities		
Proceeds from issuance of shares		**497,300**
Deferred financing costs		**(27,165)**
Net change in cash		**446,002**
Cash, beginning of period		**-**
Cash, end of period	**$**	**446,002**

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

PODIUM CAPITAL CORPORATION
(A Capital Pool Corporation)
Notes to Financial Statements
(Expressed in Canadian Dollars)

Period from September 26, 2007 to January 31, 2008

1. NATURE OF OPERATIONS

Podium Capital Corporation (the "Corporation") was incorporated under the Canada Business Corporation Act on September 26, 2007 and is classified as a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

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

The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition (a "Qualifying Transaction") will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's-length transaction, of the majority of the minority shareholders.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

The preparation of financial statements under Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Significant estimates used in the preparation of these financial statements include, but are not limited to the composition of future income tax assets and related valuation allowance.

Deferred financing costs

Deferred financing costs relate to expenditures incurred in connection with the Corporation's proposed public share offering (note 6) and will be charged against share capital upon issuance of the shares or expensed if the offering is not completed.

Income Taxes

The Corporation follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on the differences between the carrying amount of assets and liabilities on the balance sheet and their corresponding tax values, using the substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Future income tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, it is more likely than not that they will be realized.

Loss per share

Loss per share is computed by dividing the loss for the period by the weighted average number of common shares outstanding during the period.

PODIUM CAPITAL CORPORATION

(A Capital Pool Corporation)
Notes to Financial Statements
(Expressed in Canadian Dollars)

Period from September 26, 2007 to January 31, 2008

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Financial Instruments

In accordance with CICA Handbook Section 3855, “Financial Instruments – Recognition and Measurement”, and Section 3861, “Financial Instruments – Disclosure and Presentation”, all financial instruments are classified into one of the following five categories: held for trading, held-to-maturity, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments are included on the balance sheet and are measured at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities which are measured at amortized cost. Held for trading financial instruments are subsequently measured at fair value and all gains and losses are included in net income in the period which they arise. Available-for-sale financial instruments are subsequently measured at fair value with revaluation gains and losses included in other comprehensive income until the instrument is derecognized or impaired. The Corporation has classified its cash as held-for trading, which is measured at fair value. Sundry receivable is classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities which are measured at amortized cost. The Corporation had neither available-for-sale, nor held-to-maturity instruments during the period ended January 31, 2008.

Comprehensive Income and Equity

CICA Handbook Section 1530, “Comprehensive Income”, and Section 3251, “Equity” establish standards for reporting comprehensive income, equity and changes in equity during the reporting period. The Corporation had no "other comprehensive income" transactions during the period ended January 31, 2008 and no opening or closing balances for accumulated other comprehensive income, and as such, comprehensive income is equal to net income.

3. RECENT ACCOUNTING PRONOUNCEMENTS

Financial Instruments - Disclosure

CICA Handbook Sections 3862 and 3863, "Financial Instruments – Disclosure" and "Financial Instruments – Presentation", replace the existing requirements on disclosure and presentation of financial instruments. The new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks. These standards are effective for interim and annual financial statements relating to the Corporation's fiscal year beginning February 1, 2008. The Corporation is prepared to adopt these standards.

Capital Disclosure

CICA Handbook Section 1535, "Capital Disclosure", specifies the disclosure of an entity's objectives, policies and processes for managing capital, quantitative data about what the entity regards as capital, whether the entity has complied with any capital requirements and if it has not complied, the consequences of such non-compliance. This standard is effective for interim and annual financial statements relating to the Corporation’s fiscal year beginning February 1, 2008. The Corporation is prepared to adopt this standard.

PODIUM CAPITAL CORPORATION

(A Capital Pool Corporation)
Notes to Financial Statements
(Expressed in Canadian Dollars)

Period from September 26, 2007 to January 31, 2008

4. SHARE CAPITAL

Authorized

An unlimited number of common shares

Issued	Number of common shares		Amount
Issued for cash during the period	**3,315,333**	**$**	**497,300**
Balance, January 31, 2008	**3,315,333**	**$**	**497,300**

Escrowed shares

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange to be released as to 10% thereof on the completion of the Corporation's Qualifying Transaction, as defined in the policies of the Exchange, and as to 15% thereof on each of the 6th, 12th, 18th, 24th, 30th and 36th months following the initial release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction must also be deposited in escrow until the Final Exchange Bulletin is issued. There were no stock options granted or outstanding as at January 31, 2008.

All common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be escrowed.

5. INCOME TAXES

The Corporation's effective income tax rate differs from the amount that would be computed by applying the Federal and Provincial statutory rate of 36.12% to the net loss for the period. The reason for the difference is as follows:

Period from September 26, 2007 to January 31, 2008	**2008**
Net loss for the period	**$(25,354)**
Income tax recovery at the combined Canadian Federal and Provincial statutory rate of 36.12%	**(9,158)**
Tax loss carried forward	**9,158**
Income tax provision	**$ -**

PODIUM CAPITAL CORPORATION

(A Capital Pool Corporation)
Notes to Financial Statements
(Expressed in Canadian Dollars)

Period from September 26, 2007 to January 31, 2008

5. INCOME TAXES - continued

The tax effects of temporary differences that give rise to significant components of future income tax assets and liabilities are as follows:

As at January 31, 2008		2008
Operating losses available for future years	$	(8,240)
Valuation allowance		8,240
Net future income tax asset	$	-

At January 31, 2008, the Corporation had a non-capital loss for income tax purposes of $25,354 which can be carried forward to be applied against future taxable income. The losses expire, to the extent unutilized against future taxable income, in 2027. The potential benefit of this loss has not been recognized in these financial statements as its realization is not more likely then not.

6. SUBSEQUENT EVENTS

Filing of Prospectus

Pursuant to an agency agreement dated XX, the Corporation has agreed to file a prospectus for the issuance of a minimum of 2,333,334 and a maximum of 3,333,334 common shares at $0.30 per share for gross proceeds between $700,000 and $1,000,000. The estimated expenses relating to the offering, excluding commission payable to the agent, are $72,000. The agent for the offering has agreed, on a commercially reasonable efforts basis, to secure subscriptions for these shares. The total subscription must be raised within 90 days of the date of the receipts for the final prospectus relating to the offering, otherwise all funds collected under subscription will be returned and the offering cancelled.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

Under the agency agreement, the Corporation will grant Canaccord Capital Corporation the option to purchase up to 10% of the aggregate number of common shares sold pursuant to the prospectus at a price of $0.30 per common share. The option will be available for exercise for a period of 24 months from the day the common shares of the Corporation are listed on the Exchange. In addition, the Corporation has agreed to pay a commission of 10% of the aggregate gross proceeds of the offering, being $70,000 to $100,000 as compensation for acting as agent, and a corporate finance fee of $7,500 and reimbursement of legal fees and other expenses estimated at $12,500 plus applicable taxes..

DATE: March 5, 2008

CERTIFICATE OF THE CORPORATION

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

Signed "Kevin Reed"	Signed "Paul Smith"
Kevin Reed	Paul Smith
President and Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

Signed "Jason Donville"	Signed "Jeffrey Clarke"
Jason Donville	Jeffrey Clarke
Director	Director

DATE: March 5, 2008

CERTIFICATE OF THE PROMOTER

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

Signed "Kevin Reed"

Kevin Reed
President and Chief Executive Officer

DATE: March 5, 2008

CERTIFICATE OF THE AGENT

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

CANACCORD CAPITAL CORPORATION

Per: Signed "Jean-Yves Bourgeois"
Jean-Yves Bourgeois
Managing Director