This amended and restated 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 PROSPECTUS

(Amending and restating the prospectus dated September 24, 2008)

Initial Public Offering **December 8, 2008**

Breaking Point Developments Inc.
(a Capital Pool Company)

MINIMUM OFFERING: $500,000.10 or 3,333,334 Class "A" Common Shares
MAXIMUM OFFERING: $1,825,000.05 or 12,166,667 Class "A" Common Shares
Price: $0.15 per Class "A" Common Share

The purpose of this offering (the "Offering") is to provide Breaking Point Developments Inc. (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 hereafter defined. This Offering is made on a commercially reasonable efforts basis by PI Financial Corp. (the "Agent") pursuant to an amended agency agreement to be entered into between the Corporation and the Agent (the "Amended Agency Agreement") and is subject to a minimum subscription of 3,333,334 common shares in the capital of the Corporation ("Common Shares") for total gross proceeds to the Corporation of $500,000.10 ("Minimum Offering") and a maximum of 12,166,667 Common Shares for total gross proceeds to the Corporation of $1,825,000.05 ("Maximum Offering"). 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, as hereafter defined, in accordance with Exchange Policy 2.4 (the "CPC Policy"). The Corporation is a Capital Pool Company ("CPC"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, 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".

	Price to Public	Agent's Commission(1)	Net Proceeds to the Corporation(2)
Per Common Share	$0.15	$0.015	$0.135
Minimum Offering(3)	$500,000.10	$50,000	$450,000.10
Maximum Offering(3)	$1,825,000.05	$182,500	$1,642,500

Notes:

(1) A commission equal to 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent has been paid a corporate finance fee of $10,000 plus GST and will be reimbursed for its legal fees and other expenses incurred pursuant to this Offering (the Corporation has paid a retainer of $15,000 to the Agent). The Corporation will also grant the Agent a non-transferable option (the "Compensation Option"), upon closing of the Offering. The Compensation Option will entitle the Agent to acquire a minimum of 333,333 Common Shares in the event of a Minimum Offering and up to 1,216,666 Common Shares in the event of a Maximum Offering at a price of $0.15 per Common Share, exercisable for a period ending 24 months from the date of listing of the Corporation's Common Shares on the Exchange. See "Plan of Distribution".

(2) Before deducting the balance of the costs of this Offering estimated to be $94,000, which includes the legal and audit fees and other expenses of the Corporation estimated at $60,000, the Agent's corporate finance fee, expenses and legal fees of the Agent, and the listing fee payable to the Exchange. See "Use of Proceeds".

(3) A minimum of 3,333,334 Common Shares and a maximum of 12,166,667 Common Shares are offered hereunder. In addition, this amended and restated prospectus qualifies for distribution the grant of the Compensation Options, and

options to purchase 1,215,000 Common Shares which are to be granted to the directors and officers of the Corporation. See "Plan of Distribution" and "Options to Purchase Securities".

The Common Shares are conditionally offered, subject to prior sale, if, as and when issued by the Company in accordance with the conditions in the Amended Agency Agreement and subject to approval of certain legal matters by TingleMerrett LLP, Calgary, Alberta on behalf of the Corporation and by Burstall Winger LLP, Calgary, Alberta on behalf of the Agent. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. **Members of the Agent's Pro Group hold 133,333 Common Shares purchased at $0.075 per Common Share. These Common Shares will be deposited with the Trustee, as hereinafter defined pursuant to the Escrow Agreement. See "Escrowed Shares."**

All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Amended Agency Agreement. This Offering is not underwritten and if the minimum subscription is not raised within 90 days of the issuance of a receipt for the amended and restated final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, or such other time as may be authorized by the Alberta Securities Commission ("ASC"), the British Columbia Securities Commission ("BCSC"), Saskatchewan Financial Services Commission ("SFSC"), the Ontario Securities Commission ("OSC") and the Nova Scotia Securities Commission ("NSSC") as well as agreed to by the Agent, all subscription monies will be returned to subscribers without interest or deduction unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

Pursuant to the Amended Agency Agreement, the Agent will be granted a non-transferable option (the "Compensation Option") to purchase up to a minimum of 333,333 Common Shares and up to a maximum of 1,216,666 Common Shares of the Company at a price of $0.15 per share expiring 24 months from the date the Company's shares are listed on the Exchange. See "Plan of Distribution" - Agent and Agent's Compensation". In addition, and subject to regulatory approval, the Company intends to grant options to purchase 1,215,000 Common Shares at a price of $0.15 per share for a period of five years from the date of grant to its directors and officer under an incentive stock option plan (the "Incentive Stock Options"). See "Options to Purchase Securities". The Compensation Option and the Incentive Stock Options are qualified for distribution under this amended and restated prospectus.

Investment in the Common Shares offered by this amended and restated 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 no market through which the Common Shares offered by this amended and restated prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of $0.03 or 20.6% per Common Share assuming the completion of the Minimum Offering and of $0.012 or 8.0% assuming the completion of the Maximum Offering. The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange and the majority of the minority of the Corporation's shareholders; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. Although the Corporation has commenced the process of identifying potential acquisitions, the Corporation has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation has not entered into an Agreement in Principle, as hereafter defined. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the

Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction (other than the requirement under the CPC Policy that the Significant Assets must be located in Canada or the United States, unless the Resulting Issuer is an oil and gas issuer or a mining issuer), such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws of Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. 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 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 of the Common Shares on the Exchange. The applicable securities regulatory authority may issue an interim cease trade order against the Corporation's securities if the Common Shares of the Corporation 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 of the Common Shares of the Corporation owned by insiders issued prior to this offering. Investors must rely solely on the expertise of the Corporation's promoters, directors and officers for any possible return on their investment. The Corporation's promoters, directors, officers and control persons, and their associates and affiliates, as a group, beneficially own or control, directly or indirectly 1,466,666 Common Shares, which represents 62.86% of the issued and outstanding Common Shares before giving effect to this Offering and between approximately 25.88% of the issued and outstanding Common Shares assuming the completion of the Minimum Offering to approximately 10.11% of the issued and outstanding Common Shares assuming the completion of the Maximum Offering, assuming in each case that no Common Shares are bought by these persons under this 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 "Dilution", "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Risk Factors" and "Conflicts of Interest".

The Exchange has conditionally accepted listing of the Common Shares under the symbol BPD. Listing is subject to the Corporation fulfilling all the requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this amended and restated prospectus, the grant of the Compensation Options and the grant of Incentive Stock Options to the directors and officers of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 66,666 of the total Common Shares in the event of a Minimum Offering or in the event of a Maximum Offering 243,333 of the total Common Shares offered under this amended and restated prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 133,333 of the total Common Shares in the event of a Minimum Offering or in the event of a Maximum Offering 486,666 of the total Common Shares offered under this amended and restated prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part and the Corporation and the Agent reserve 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 date of the closing of this offering.

PI FINANCIAL CORP.
1900 – 666 Burrard Street
Vancouver, British Colombia
V6C 3N1

Telephone: (604) 664-2900
Facsimile: (604) 664-2666

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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.

"Amended Agency Agreement" means the amended agency agreement dated December 8, 2008 between the Corporation and the Agent.

"Agent" means PI Financial Corp.

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

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

(a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets 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% 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 a 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 the 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.

"Capital Pool Company" or "CPC" means a corporation:

(a) that has been incorporated or organized in a jurisdiction in Canada,

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

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

"**Capital Pool Company Policy" or "CPC Policy"** means policy 2.4 of the Exchange and such other policies and rules of the Exchange that may be applicable.

"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.

"Corporation" means Breaking Point Developments Inc., a corporation incorporated under the laws of the Province of Alberta.

"Exchange" means the TSX Venture Exchange Inc.

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

"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 a Non-Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

(a) Non-Arm's Length Parties to the CPC;

(b) Non-Arm's Length Parties to the Qualifying Transaction; and

(c) in the case of a Related Party Transaction:

(i) if the CPC holds its own shares, the CPC, and

(ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or

(d) in respect of the transaction

(e) at a properly constituted meeting of the common shareholders of the CPC.

"Maximum Offering" means an offering of a maximum of 12,166,667 Common Shares equaling gross proceeds in the amount of $1,825,000.05.

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

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

"Minimum Offering" means an offering of a minimum of 3,333,334 Common Shares equaling gross proceeds in the amount of $500,000.10.

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

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

"Non-Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

"Person" means a company or individual.

"Principal" means:

(a) a person or company who acted as a promoter of the Issuer within two years or their respective Associates or Affiliates, before the initial public offering ("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 or company 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; or

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

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

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

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

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

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

"Pro Group" includes, either individually or as a group: (a) the Member; (b) employees of the Member; (c) partners, officers and directors of the Member; (d) Affiliates of the Member; and (e) Associates of any parties referred to in (a) through (d) of this definition. In addition, the Exchange may in its discretion include any Person from the Pro Group where it determines that the Person is acting at arm's length of the Member or exclude at its discretion any Person where it determines that the Person is not acting at arm's length of the Member. In certain circumstances, the Member may deem a Person who would otherwise be included in the Pro Group to be excluded from the Pro Group, as set out in the definition of the "Pro Group" in Exchange *Policy 1.1 Interpretation*.

"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.

"Register and Transfer Agent" means Valiant Trust Company.

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

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

"Sponsor" has the meaning specified in 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).

AMENDED AND RESTATED PROSPECTUS SUMMARY

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

The Corporation:	Breaking Point Developments Inc.
Business of the Corporation:	The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Corporation" and "Use of Proceeds".
Offering:	The Corporation is offering to the public, through the Agent, a minimum of 3,333,334 Common Shares and up to a maximum of 12,166,667 Common Shares at a price of $0.15 per Common Share for gross proceeds of $500,000.10 in the event of a Minimum Offering or $1,825,000.05 in the event of a Maximum Offering. In addition, the Corporation will grant an option to the Agent to purchase up to 10% of the total number of Common Shares sold under the Offering being 333,333 Common Shares in the event of a Minimum Offering up to 1,216,666 Common Shares in the event of a Maximum Offering at a price of $0.15 per Common Share respectively for a period of 24 months from the date of listing of the Common Shares on the Exchange, and intends to grant Incentive Stock Options to purchase an aggregate of up to 1,215,000 Common Shares to directors and officers of the Corporation at $0.15 per Common Share, exercisable for a period of five (5) years from the date of the grant, which options are qualified for distribution under this amended and restated prospectus. See "Plan of Distribution".

Directors and Management:

Michael D. Windle	President, Chief Executive Officer and Director
Ken Johnston	Chief Financial Officer and Director
Doug Hassell	Director
Don McIvor	Director
Scott Reeves	Corporate Secretary

See "Directors, Officers and Promoter" and "Management of the Corporation".

Use of Proceeds: The Corporation estimates that, after expenses, total net proceeds after deduction of all listing and filing fees, Agent's fees and offering expenses, an amount of between $525,000.10 in the event of a Minimum Offering and up to $1,715,000.05 in the event of a Maximum Offering will be available to it from the sale of the Common Shares distributed under this amended and restated prospectus and prior sales of Common Shares. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such 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 business or assets. See "Use of Proceeds", "Business of the Corporation - Method of Financing" and "Risk Factors".

Escrowed Shares: All of the currently issued and outstanding Common Shares of the Corporation, being 2,333,332 Common Shares will be deposited in escrow pursuant to an escrow agreement, as hereafter defined. Such Common Shares will only be released from escrow in accordance with the terms of such agreement over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

Risk Factors: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 20.6% or $0.03 per Common Share assuming completion of the Minimum Offering and of 8.00% or $0.012 per Common Share assuming completion of the Maximum Offering. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transactions. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

The Corporation was incorporated pursuant to provisions of the *Business Corporations Act* (Alberta) on August 8, 2007. By Certificate of Amendment and Registration of Restated Articles of Incorporation dated August 27, 2008 the Corporation amended its Articles of Incorporation to remove the "private company restrictions" set forth therein.

The head office of the Corporation is located at 109 Scenic Park Place NW, Calgary, Alberta, T3L 1N8 and the registered office of the Corporation is located at 1250, 639-5th Avenue SW, Calgary, Alberta, T2P 0M9. The Corporation does not have any subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As of the date hereof, the Corporation has paid a corporate finance fee of $10,000 plus GST to the Agent, advanced a retainer of $15,000 towards the Agent's expenses, including legal fees, in connection with this Offering, paid approximately $3,700 to the securities regulatory authorities in the Provinces of Alberta, British Columbia and Saskatchewan and paid $5,250.00 plus GST to the Exchange, in addition the Corporation has incurred expenses in the amount of $10,000.00 for accounting and auditing services and $50,000.00 for legal services. Other than as detailed above the Corporation has not incurred any additional expenses to date in proceeding with this Offering. Part of the gross proceeds of the Offering may be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel and the Agent's legal counsel. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation is a CPC pursuant to the policies of the Exchange. To date, the Corporation has not conducted operations of any kind. 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 CPC Policy. The Corporation currently intends to pursue a Qualifying Transaction in the energy or resource industry but there is no assurance that these will, in fact, be the business sectors of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

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

Method of Financing

The Corporation proposes to use cash, bank financing, issuance of treasury shares, private or public financing or debt or equity or some combination thereof to finance its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares could result in a change of 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 must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors.

Process of Identification of a Qualifying Transaction

The Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Corporation's 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.

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

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

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

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

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

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

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

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

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

Minimum Listing Requirements

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

Trading Halts, Suspension 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 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 CPC 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 CPC 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 Shareholders Approval of a Non-Arm's Length Qualifying Transaction" above.

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

(a) The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of the amended and restated prospectus amounts to $175,000.

(b) The Corporation has not incurred any expenses and costs with respect to the issue of Common Shares referred in (a) above.

(c) The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this amended and restated prospectus will be between $500,000.10 and $1,825,000.05.

(d) The expenses and cost of this Offering, incurred to date and expected to be incurred amount to approximately $150,000 in the event of the Minimum Offering and $250,000 in the event of the Maximum Offering.

(e) The Corporation estimates that, after expenses, an amount of $525,000.10 in the event of the Minimum Offering and $1,750,000.05 in the event of the Maximum Offering will be available to it from the sale of the Common Shares distributed under this amended and restated prospectus and prior sales of Common Shares.

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

Proceeds and Expenses	Minimum	Maximum
Cash proceeds raised prior to this Offering (1)	$175,000	$175,000
Expenses and costs relating to raising the seed share proceeds (2)	Nil	Nil
Cash proceeds to be raised pursuant to this Offering	$500,000.10	$1,825,000.05
Expenses and costs relating to the Offering (including listing fees, Agent's commission, legal fees, audit fees and expenses)	($150,000)	($285,000)
Estimated funds available (on completion of the Offering)	$525,000.10	$1,715,000.05
Use of Proceeds		
Funds available for identifying and evaluating assets or business prospects (3)	$490,000.10	$1,680,000.05
Estimated general and administrative expenses until Completion	$35,000	$35,000

of a Qualifying Transaction		
Total Net Proceeds	$525,000.10	$1,715,000.05

Notes:

(1) See "Prior Sales".

(2) No costs have been allocated towards the issuance of these shares.

(3) In the event the Agent exercises the Compensation Options or Option, or the directors or officers exercise their Incentive Stock Options, there will be available to the Corporation additional funds of between $50,000.10 and $364,750 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(4) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire sum of between $490,000.10 to $1,680,000.05 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 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) Agents' fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or $210,000, will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Use 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 amended and restated 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 amended and restated prospectus and share certificates);

  (iii) equipment leases; and

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

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the 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

Agent and Agent's Compensation

Pursuant to the Amended Agency Agreement dated December 8, 2008, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public a minimum of 3,333,334 Common Shares being contemplated and a maximum of 12,166,667 Common Shares as provided in this amended and restated prospectus, at a price of $0.15 per Common Share, for gross proceeds of between $500,000.10 in the event of the Minimum Offering and $1,825,000.05 in the event of the Maximum Offering, subject to the terms and conditions in the Amended Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation has paid to the Agent a corporate finance fee of $10,000 plus GST and will pay the Agent's legal fees and other expenses (the Corporation has paid a retainer of $15,000 to the Agent).

The Corporation has also agreed to grant to the Agent a non-transferable option (the "Compensation Options") to purchase up to 10% of the total number of Common Shares sold under the Offering representing 333,333 Common Shares in the event of the Minimum Offering up to 1,216,666 Common Shares in the event of the Maximum Offering at a price of $0.15 per Common Share respectively, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. All of the Compensation Options is qualified under this amended and restated prospectus. Not more than 50% of the aggregate number of Common Shares which can be acquired by the Agent on the exercise of the entire Compensation Options may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Amended Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Amended Agency Agreement.

Ken Johnston, a former investment advisor employed by the Agent until his retirement on January 30, 2008, was appointed as director of the Corporation on March 17, 2008 and was appointed Chief Financial Officer of the Corporation on March 17, 2008. As part of the agreement between the Agent and Mr. Johnston, Mr. Johnston is to receive certain compensation for clients of Mr. Johnston that remain with the Agent following his resignation, which includes compensation from the Agent for the Corporation's initial public offering. This compensation is being paid by the Agent from compensation it receives pursuant to the Amended Agency Agreement and is not an obligation of the Corporation.

Offering and Minimum Distribution

The total Offering is 3,333,334 Common Shares for total gross proceeds of $500,000.10 in the event of the Minimum Offering being completed and 12,166,667 Common Shares for total gross proceeds of $1,825,000.05 in the event of the Maximum Offering being completed. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 66,666 of the total Common Shares in the event of a Minimum Offering or in the event of a Maximum Offering 243,333 of the total Common Shares offered under this amended and restated prospectus. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4% 133,333 of the total Common Shares in the event of a Minimum Offering or in the event of a Maximum Offering 486,666 of the total Common Shares offered under this amended and restated prospectus. The funds received from this Offering will be deposited with the Agent, and will not be released until a minimum of $500,000.10 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the amended and restated prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, or such other time as may be authorized by the Alberta Securities Commission, the British Columbia Securities Commission, the Saskatchewan Financial Services Commission the Ontario Securities Commission and the Nova Scotia Securities Commission as well as agreed to by the Agent, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant Incentive Stock Options to purchase between 555,333 in the event of the Minimum Offering up to 1,215,000 Common Shares in the event of the Maximum Offering to directors and officers in accordance with the policies of the Exchange, which options and Common Shares issuable pursuant thereto are qualified for distribution under this amended and restated prospectus. See "Options to Purchase Securities - Options Granted"

Determination of Price

The price of the Common Shares has been determined through negotiation between the Corporation and the Agent.

Listing Application

The Exchange has conditionally accepted listing of the Common Shares under the symbol BPD. Listing is subject to the Corporation fulfilling all the requirements of the Exchange.

Restrictions on the Agent

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

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

The Agent has advised the Corporation that to the best of its knowledge and belief, the following directors, officers, employees or contractors of the Agent, or any Associate or Affiliate of the foregoing, have subscribed for Common Shares of the Corporation in the following amounts:

Name	Number of Common Shares	Price
Alex Tadich	133,333	$0.075

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this amended and restated prospectus, the grant of the Compensation Options and the grant of Incentive Stock Options to the directors and officers of the Corporation, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities regulatory authorities 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 THE SECURITIES

Authorized Capital

The authorized capital of the Corporation consists of an unlimited number of Class "A" Common Shares without par value, an unlimited number of Class "B" Common Shares without par value and an unlimited Class "C" Shares without par value. As at the date hereof there are 2,333,332 Common Shares (Class "A" common shares) issued and outstanding as fully paid and non-assessable. There are, assuming completion of the Maximum Offering, 12,166,667 Common Shares reserved for issuance pursuant to this Offering. In addition, assuming completion of the Maximum Offering, 1,216,666 Common Shares are reserved for issuance pursuant to the exercise of the Compensation Options and 1,215,000 Common Shares are reserved for issuance under Incentive Stock Options granted to directors and officers. See "Plan of Distribution" and "Options to Purchase Securities – Options Granted".

Class "A" Common Shares

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

Class "B" Common Shares

The holders of the Class "B" Common Shares are entitled to dividends, if, as and when declared by the board of directors and, upon liquidation, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares and Class "B" Common Shares. There are currently no Class "B" Shares issued and outstanding. All Class "B" Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable. No Class "B" Common Shares may be issue while the Corporation is classified as a CPC according to the CPC Policy of the Exchange.

Class "C" Shares

The may be issued from time to time in one or more series, each consisting of such number of Class "C" Shares as determined by the board of directors of the Corporation, who also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of Class "C" Shares. There are currently no Class "C" Shares issued and outstanding. No Class "C" Common Shares may be issue while the Corporation is classified as a CPC according to the CPC Policy of the Exchange.

CAPITALIZATION

Designation of Security	Authorized	Outstanding as at date of the most recent balance sheet contained in the amended and restated Prospectus(1)	Outstanding as at the date hereof	Outstanding as at December 8, 2008 after giving effect to the Minimum Offering(2)(3)	Outstanding as at December 8, 2008 after giving effect to the Maximum Offering (2)(3)
Class "A" Common Shares	Unlimited	$175,000 (2,333,332 shares) (4)	$175,000 (2,333,332 shares) (4)	$675,000 (5,666,666 shares)	$1,999,999.95 (14,449,998 shares)
Class "B" Common Shares	Unlimited	Nil	Nil	Nil	Nil
Class "C" Shares	Unlimited	Nil	Nil	Nil	Nil
Preferred Shares	Unlimited	Nil	Nil	Nil	Nil

Notes:

(1) As at the date herein the Corporation had not commenced operations.

(2) The Corporation has additionally reserved an aggregate of between 555,333 Common Shares in the event of the Minimum Offering up to 1,215,000 Common Shares in the event of the Maximum Offering each at $0.15 per Common Share pursuant to Incentive Stock Options to be granted to directors and officers of the Corporation. See "Options to Purchase Securities – Options Granted". The Corporation has also reserved an aggregate of between 333,333 Common Shares in the event of the Minimum Offering up to 1,216,666 Common Shares in the event of the Maximum Offering each at $0.15 per share pursuant to the Compensation Options. See "Plan of Distribution"

(3) Funds estimated available on completion of the Offering amount to between $675,000 in the event of the Minimum Offering up to $1,999,999.95 in the event of the Maximum Offering. See "Use of Proceeds – Proceeds and Principal Purposes", before deducting expenses related to the Offering estimated to be between $150,000 in the event of the Minimum Offering up to $285,000 in the event of the Maximum Offering.

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

If the Corporation issues treasury shares to finance an acquisition or participation, control of the Corporation may change and subscribers may suffer additional dilution of their investment.

OPTIONS TO PURCHASE SECURITIES

Incentive Stock Options Terms

The Corporation has established a share incentive plan pursuant to which the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 5 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised 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".

Options Granted

Name	Shares Reserved under Option if Minimum Offering Completed	Shares Reserved under Option if Maximum Offering Completed	Exercise or Base Price ($/Share)	Expiration Date (1)
Michael D. Windle	144,000	336,000	$0.15	5 years from date of grant
Ken Johnston	144,000	336,000	$0.15	5 years from date of grant
Doug Hassell	103,000	223,000	$0.15	5 years from date of grant
Don McIvor	103,000	223,000	$0.15	5 years from date of grant
Scott Reeves	61,333	97,000	$0.15	5 years from date of grant
TOTAL	**555,333**	**1,215,000**		

Note:

(1) The Incentive Stock Options to purchase between 555,333 Common Shares in the event of the Minimum Offering up to 1,215,000 Common Shares in the event of the Maximum Offering to be granted to directors and officers after the closing of this Offering (subject to regulatory approval) are qualified for distribution pursuant to this amended and restated prospectus. The Incentive Stock Options will vest immediately on the date of grant, namely the date on which a receipt is issued for the amended and restated prospectus and will expire five (5) years from the date of grant.

PRIOR SALES

Since the date of incorporation, 2,333,332 Common Shares have been issued as follows:

Date	Number of Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
August 8, 2007	1,866,665(1)(2)	$0.075	$140,000	Cash
March 17, 2008	133,334(1)	$0.075	$10,000	Cash
August 11, 2008	333,333(1)	$0.075	$25,000	Cash

Note:

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

(2) 133,333 of these Common Shares are held by Agent's Pro Group.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 2,333,332 Common Shares issued prior to this Offering and any Common Shares issued at a price below $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 will be deposited with Valiant Trust Company under an escrow agreement dated September 24, 2008 (the "Escrow Agreement").

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

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

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

Name and Municipality of Residence of Shareholder	**Common Shares**	**Number of Escrowed Shares**	**Percentage of Shares Prior to Giving Effect to the Offering**	**Percentage of Common Shares after Giving Effect to the Minimum Offering**	**Percentage of Common Shares after giving effect to the Maximum Offering**
Michael D. Windle *Calgary, AB*	333,333	333,333	14.29%	5.88%	2.30%
Gary Voncina *Calgary, AB*	333,333	333,333	14.29%	5.88%	2.30%
Doug Hassell *Calgary, AB*	333,333	333,333	14.29%	5.88%	2.30%
Don McIvor *Calgary, AB*	333,333	333,333	14.29%	5.88%	2.30%
Ken Johnston *Victoria, BC*	333,333	333,333	14.29%	5.88%	2.30%
Walter Henry *Toronto, ON*	333,333	333,333	14.29%	5.88%	2.30%
Alex Tadich(1) *Calgary, AB*	133,333	133,333	5.71%	2.35%	0.92%
Niels Hansen *Calgary, AB*	66,667	66,667	2.86%	1.18%	0.46%
Pam Johnston *Victoria, BC*	66,667	66,667	2.86%	1.18%	0.46%
Scott Reeves *Calgary, AB*	66,667	66,667	2.86%	1.18%	0.46%
Totals	**2,333,332**	**2,333,332**	**100.00%**	**41.18%**	**16.10%**

Note:

(1) Member of the Agent's Pro Group.

The Escrow Agreement provides that the Common Shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without prior consent of the Exchange. The Escrow Agreement provides that if the holder of the escrowed shares becomes bankrupt, the Common Shares will be transferred within escrow to the trustee in bankruptcy or to such other person as is legally entitled to the Common Shares. The Escrow Agreement further provides that upon the death of the holder of the escrowed shares, the Common Shares will be released from escrow and certificates for the Common Shares will be delivered to the legal representative of the deceased shareholder.

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

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

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

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

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

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

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

   (i) cancel all the seed shares purchased by Non-Arm's Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of TSX Venture *Policy 2.4 – Capital Pool Companies*, or

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

Escrowed Securities On Qualifying Transaction

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

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

Bulletin. In the case of a Resulting Issuer that will be a Tier 2 Issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a six year escrow release mechanism with:

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

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

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

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

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

Escrowed Securities on Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

To the best knowledge of the directors and senior officers of the Corporation, as of the date hereof, the only persons who beneficially own, directly or indirectly, or exercise control or direction over, 10 percent or more of the issued and outstanding Common Shares of the Corporation are as follows:

Name and Municipality of Residence	Type of Ownership	Number of Common Shares (1)	Percentage of Common Shares Prior to Offering	Percentage of Common Shares After Minimum Offering (2)(3)	Percentage of Common Shares After Maximum Offering (2)(3)	Percentage of Common Shares Owned After Minimum Offering, Assuming the Exercise of all Options (3)(4)	Percentage of Common Shares Owned After Maximum Offering, Assuming the Exercise of all Options (3)(4)
Michael D. Windle *Calgary, AB*	Direct	333,333	14.29%	5.88%	2.30%	7.28%	3.95%
Ken Johnston *Victoria,, BC*	Direct	333,333	14.29%	5.88%	2.30%	7.28%	3.95%
Doug Hassell *Calgary, AB*	Direct	333,333	14.29%	5.88%	2.30%	6.66%	3.29%
Don McIvor *Calgary, AB*	Direct	333,333	14.29%	5.88%	2.30%	6.66%	3.29%
Gary Voncina *Calgary, AB*	Direct	333,333	14.29%	5.88%	2.30%	5.08%	1.97%
Walter Henry *Toronto, ON*	Direct	333,333	14.29%	5.88%	2.30%	5.08%	1.97%
	Totals	**1,999,998**	**85.74%**	**26.09%**	**13.79%**	**38.04%**	**18.42%**

Notes: In addition, Messrs. Windle, Johnson, Hassell, and McIvor, all directors of the Corporation, will be granted Incentive Stock Options to purchase an aggregate of between 555,333 assuming the completion of the Minimum Offering up to 1,215,000 Common Shares assuming the completion of the Maximum Offering upon issuance by the ASC, BCSC, SFSC, OSC and NSSC a receipt for the final prospectus (see "Options to Purchase Securities")

(1) These securities are subject to escrow pursuant to the policies of the Exchange. See "Escrowed Securities".

(2) Before giving effect to the exercise of the Compensation Options or the exercise of Incentive Stock Options granted to directors and officers and assuming no Common Shares are purchased by any of the above shareholders under this Offering.

(3) Assuming that no Common Shares are purchased by any of the above shareholders under this Offering.

(4) Assuming that options are exercised and not sold.

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors, senior officers, insiders and control persons of the Corporation, and their associates and affiliates, collectively, is 62.86% prior to giving effect to this Offering and approximately 25.88% assuming the completion of the Minimum Offering and 10.11% assuming the completion of the Maximum Offering, assuming in each case that no such individuals acquire any further Common Shares under this Offering.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation, Security Holdings and Involvement with other Reporting Issuers

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, on a collective basis, possess the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

The following is a list of the current directors, officers and promoters of the Corporation, their municipalities of residence, their current positions with the Corporation, their principal occupations during the past five years and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name, Age, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held (2)	Percentage before Completion of Offering	Percentage on Completion of Minimum Offering (3)	Percentage on Completion of Maximum Offering (3)
Michael D. Windle(1), 53, Calgary, Alberta *President, Chief Executive Officer, Director and Promoter*	President of 1143536 Alberta Ltd. a private oil and gas consulting company since 2004. Prior to was a manger with PetroKazakahstan Overseas Inc. from 1999-2004.	333,333	14.23%	5.88%	2.30%
Ken Johnston, 48, Victoria, B.C. *Chief Financial Officer, Director*	Retired, prior to Mr. Johnston's retirement he was an investment advisor with PI Financial Corp., and Global Securities Corp.	333,333	14.23%	5.88%	2.30%
Doug Hassell(1), 54, Calgary, Alberta *Director*	President of Hassell Construction Ltd. a private residential construction company.	333,333	14.23%	5.88%	2.30%
Don McIvor(1), 48, Calgary, Alberta *Director*	President of Storm Front Promo an advertising and promotional services company. Prior thereto he was the President of Perfect Image another advertising firm.	333,333	14.23%	5.88%	2.30%
Scott Reeves, 38 Calgary , Alberta *Corporate Secretary*	Partner with the law firm of TingleMerrett LLP. Prior to that he was a lawyer with Bennett Jones LLP.	66,667	2.86%	1.18%	0.46%
	Totals	**1,399,999**	**60%**	**24.7%**	**9.66%**

Notes:

(1) Member of the Corporation's audit committee. The Corporation does not have an executive committee. Each director holds office until the next annual meeting of shareholders.

(2) These shares are subject to escrow restrictions. See "Escrow Provisions". Such number does not include the between 555,333 in the event of the Minimum Offering and up to 1,215,000 in the event of the Maximum Offering Incentive Stock Options granted to the Corporation's directors and officers. See "Options to Purchase Securities – Options Granted".

(3) These numbers assume that no Common Shares are purchased by any of the above shareholders under this Offering and assuming no exercise of the Compensation Options or the Incentive Stock Options granted to the Corporation's directors and officers. See "Plan of Distribution" and "Options to Purchase Securities – Options Granted".

It is expected that, initially, Michael D. Windle will devote approximately 20% of his time to the affairs of the Corporation. The remaining directors will devote such time and expertise as is required by the Corporation.

Mike Windle, age 53, President, Chief Executive Officer and Director – Mr. Mike Windle was a Manager of SAP with PetroKazakhstan Overseas Inc., an oil and gas development company from 1999 to 2004 and is currently the President of 1143536 Alberta Ltd., a private company engaged in business development consulting to the oil and gas industry. He is currently on the Board for Seaway Energy Services Inc; a public company engaged in providing environmental services to the oil and gas industry. He also served on the Board of Directors of Dolce Enterprises Inc., a public company trading on the TSX Venture Exchange from 2006 to 2007. Mr. Windle holds a Bachelor of Commerce degree from the University of Alberta (1978).

Ken Johnston, age 48, Chief Financial Officer and Director – Mr. Johnston is a retired investment advisor, having spent the last twenty eight years as an investment advisor most recently with PI Financial Corp. Prior thereto he was with Global Securities Corp. He was originally licensed as a securities broker and has been employed in many roles in the industry since then, including option trading supervisor. Mr. Johnston holds a Bachelor of Arts degree (Psychology) from the University of New Brunswick (1980).

Don McIvor, age 48, Director – Mr. McIvor is President and Partner of StormFront Promotions Inc., an advertising and promotional products company. Prior thereto he was the President of Perfect Image, another advertising firm. He was previously in sales several large transportation companies. Don brings over 20 years of sales and marketing experience to the Board.

Doug Hassell, age 54, Director – Mr. Hassell is President of Hassell Construction Ltd. He has been building and renovating houses in higher end neighborhoods of Calgary and rural acreages since 1981. He has recently started Bedwell Homes Ltd. to build speculative new homes in and around Calgary. Mr. Hassell graduated from Queen's University with a Bachelor of Arts degree in 1975.

Scott Reeves, age 38, Corporate Secretary – Mr. Reeves is a partner at the law firm of TingleMerrett LLP. He has acted for numerous Canadian and International public and private corporations, including technology, oil and gas, mining and industrial issuers, and has wide experience in private and public debt and equity offerings, corporate acquisitions of assets and/or shares, corporate structurings and debt financing. He has extensive experience assisting issuers intending to list and operate on Canadian stock exchanges and teaches nationally in the area of e-Commerce financing. He is currently a director or officer of the several Canadian public and private companies Mr. Reeves has been with TingleMerrett LLP since 2003 prior to which he was an associate with Bennett Jones LLP. Mr. Reeves has a Bachelor of Commerce degree (hons.-1990) from the University of Alberta and a Bachelor of Laws (hons.-1995) degree from the University of Alberta.

Aggregate Ownership of Securities

Upon the completion of the Offering, the directors, officers, promoters and other members of management of the Corporation, as a group, will own, directly or indirectly or exercise control over 1,466,666 Common Shares of the Corporation representing between approximately 25.88% of the Common Shares then issued and outstanding assuming the completion of the Minimum Offering, to approximately 10.11% of the Common Shares then issued and outstanding assuming the completion of the Maximum Offering (assuming in each case no exercise of the Compensation Options or the Incentive Stock Options granted to the Corporation's directors and officers). In addition to the foregoing, if the directors and officers of the Corporation were to exercise the Incentive Stock Options to purchase between 555,333 Common Shares in the event of the Minimum Offering up to 1,215,000 Common

Shares in the event of the Maximum Offering as proposed to be issued to them under the Incentive Stock Option plan, subject to the regulation approved, such individuals as a group would beneficially own a control, directly or indirectly, 2,021,999 Common Shares representing approximately 35.68% of the Common Shares then issued and outstanding assuming the completion of the Minimum Offering, up to 2,681,666 representing approximately 15.84% of the Common Shares then issued and outstanding assuming the completion of the Maximum Offering in each case after giving effect to the Offering and the exercise of the Incentive Stock Options and Compensation Options.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Position	Name of Exchange or Market	From	To
Michael D. Windle	Seaway Energy Services Inc.	Director	TSX-V	Feb 2005	Present
	Dolce Enterprises Inc.	Director	TSX-V	May 2006	Dec 2006
Scott Reeves	Welwyn Energy Ltd.	Corporate Secretary	TSX-V	June 2000	May 2002
	Shore Gold Inc.	Corporate Secretary	TSX-V	June 2001	January 2004
	Red-Tail Infotech Inc.	Corporate Secretary	TSX-V	September 2001	September 2002
	Rockvale Resources Ltd.	Corporate Secretary	TSX-V	December 2001	September 2002
	Canyon Creek Food Company Ltd.	Director and Corporate Secretary	TSX-V	November 2003	Present
	Promotional Products International, Ltd.	Director and Corporate Secretary	TSX-V	November 2003	March 2004
	Kodiak Energy Services Ltd.	Director and Corporate Secretary	TSX-V	October 2003	April 2006
	Madison Energy Corp.	Director	TSX-V	August 2003	Present
	Madison Energy Corp.	Corporate Secretary	TSX-V	August 2004	Present
	Bishop Gold Inc.	Director	TSX-V	August 2004	January 2005
	Bishop Gold Inc.	Corporate Secretary	TSX-V	August 2004	November 2005
	Life Science Institute Inc.	Director and Corporate Secretary	TSX-V	December 2004	January 2005
	Guardian Exploration Inc.	Corporate Secretary	TSX-V	April 2006	Present
	Guardian Exploration Inc.	Director	TSX-V	November 2006	Present
	Seriatim Ventures Inc.	Director and Corporate Secretary	TSX-V	May 2006	Present

Name	Name of Reporting Issuer	Position	Name of Exchange or Market	From	To
	Vanguard Investments Inc.	Director and Corporate Secretary	TSX-V (delisted)	September 2006	Present
	Seaway Energy Services Inc.	Corporate Secretary	TSX-V	October 2006	Present
	Wedge Energy International Inc.	Corporate Secretary	Unlisted	February 2007	June 2007
	Tyler Resources Inc.	Director	TSX-V	May 2007	March 2008
	Okalla Corp.	Corporate Secretary	TSX-V	June 2007	Present
	Silverwing Energy Inc.	Corporate Secretary	TSX	December 2003	Present
	Silverwing Energy Inc.	Director	TSX	August 2007	Present
	Champlain Resources Inc.	Corporate Secretary	NEX	September 2007	Present
	Poplar Point Energy Inc.	Corporate Secretary	N/A	November 2007	Present
	Rochester Energy Inc.	Director and Corporate Secretary	TSX-V	December 2007	Present

Corporate Cease Trade Orders or Bankruptcies

No director, officer, insider or promoter of the Corporation has or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within the last ten (10) years, been a director, officer, insider or promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

No director, officer, insider or promoter of the Corporation other than those listed below, has or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or:

(a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Gary Voncina, an insider of the Corporation, entered into a settlement agreement with the Investment Dealers Association in 1995 for failure to disclose certain private board participation, and was fined $5,000.00 as part of such settlement agreement. Mr. Voncina is currently being investigated by the Investment Dealers Association, however as of the date hereof has not been fined or entered into any settlement agreements with regard to the current investigation.

Personal Bankruptcies

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

Indebtedness of Directors and Officers

No directors or officers of the Corporation are indebted to the Corporation as of the date herein.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers, insider and promoter of the Corporation also holding positions as directors and/or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to the potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (Alberta). See "Risk Factors".

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this amended and restated 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) finders' 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"), which reimbursements, since incorporation, have totaled the aggregate of approximately $1,000.00. No reimbursement may be made for any payment made to lease or buy a vehicle.

The Corporation has reserved up to 1,215,000 Common Shares for Incentive Stock Options to be granted to its directors and officers. See "Principal Shareholders" and "Options to Purchase Securities – Options Granted".

After completion of its Qualifying Transaction, the Corporation may pay remuneration to its officers. No remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future. 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. There are no material transactions with the directors, officers, promoters or principal holders of the Corporation's securities that has occurred since incorporation of the Corporation.

RELATED PARTY TRANSACTIONS

Other than as disclosed herein, there are no material transactions with the directors, officers or principal holders of the Corporation’s securities, or any Associates or Affiliates thereof that have occurred since the date of incorporation of the Corporation.

PROMOTER

Michael D. Windle may be considered to be a promoter of the Corporation, in that he took the initiative in founding and organizing the Corporation. See "Principal Shareholders" and "Options to Purchase Securities – Options Granted".

DILUTION

Purchasers of Common Shares under this amended and restated prospectus will suffer an immediate dilution of 20.6% or $0.03 per Common Share assuming completion of the Minimum Offering and of 8.0% or $0.012 per Common Share assuming completion of the Maximum Offering on the basis of there being 75,666,666 and 14,499,999 Common Shares of the Corporation issued and outstanding following completion the Minimum Offering and Maximum Offering respectively. Dilution has been computed on the basis of total gross proceeds to be raised by this amended and restated prospectus and from sales of securities prior to filing this amended and restated prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares:

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

(b) investment in the Common Shares offered by the amended and restated 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 only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other

(d) projects or businesses such that conflicts of interest may arise from time to time;

(e) an investor will suffer an immediate dilution to its investment of between 20.6% or $0.03 per Common Share assuming completion of the Minimum Offering to 8.0% or $0.012 per Common Share assuming completion of the Maximum Offering under this amended and restated prospectus;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DIVIDEND RECORD AND POLICY

The Corporation has not paid any dividends since incorporation and it has no plans to pay dividends. 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 in any dividends declared and paid.

INVESTOR RELATIONS AGREEMENTS

The Corporation has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Corporation or its securities or to engage in activities for the purposes of stabilizing the market.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by TingleMerrett LLP on behalf of the Corporation, and by Burstall Winger LLP on behalf of the Agent. Scott Reeves is a partner with TingleMerrett LLP and also owns 66,667 Common Shares of the Corporation and is the Corporate Secretary for the Corporation. Other than as stated above no person whose profession or business gives authority to a statement made by such Person and who is named in this amended and restated prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or 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.

AUDITORS

The auditors of the Corporation are MacKay LLP, Elveden House, 1700, 717 - 7th Avenue SW, Calgary, Alberta T2P 0Z3.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Common Shares is Valiant Trust Company, 310, 606 4th Street SW Calgary, AB T2P 1T1.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

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

MATERIAL CONTRACTS

The following are the material contracts of the Corporation entered into since the date of its incorporation:

(a) Escrow Agreement dated September 24, 2008 among the Corporation, Valiant Trust Company and certain shareholders of the Corporation. See "Escrow Securities".

(b) Transfer Agency and Registrarship Agreement dated September 24, 2008 between the Corporation Valiant Trust Company.

(c) Agency Agreement dated September 24, 2008 between the Corporation and the Agent..

(d) Amended Agency Agreement dated December 8, 2008 between the Corporation and the Agent. See "Plan of Distribution".

(e) The Incentive Stock Option Plan of the Corporation. See "Options to Purchase Securities".

The material contracts described above may be inspected at the registered office of the Corporation at 1250, 639 – 5th Avenue SW, Calgary, Alberta, T2P 0M9 during normal business hours during the period of the distribution of the Common Shares being distributed hereunder and for a period of thirty days thereafter.

ELIGIBILITY FOR INVESTMENT

In the opinion of TingleMerrett LLP, counsel to the Corporation, the Common Shares, if as, and when listed on a prescribed stock exchange (which includes Tiers 1 and 2 of the Exchange), will be qualified investments for a trust governed by a registered retirement savings pan, a registered income fund, a registered education savings plan or a deferred profit plan under the *Income Tax Act* (Canada) (the "ITA") and the regulations made under the ITA. The Exchange is a prescribed stock exchange for the purposes of the ITA.

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 amended and restated prospectus, or are necessary in order for the amended and restated 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, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price 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 applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

We have read the amended and restated prospectus of Breaking Point Developments Inc. (the "Corporation") dated December 8, 2008 relating to the sale and issuance of a minimum of 3,333,334 Common Shares up to a maximum of 12,166,667 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 amended and restated prospectus of our report to the directors of the Corporation on the balance sheet of the Corporation as at September 30, 2008 and the statement of cash flows for the initial period from the date of incorporation, August 8, 2007 to September 30, 2008. Our report is dated August 21, 2008 except for Note 2 which is dated as of December 8, 2008.

Calgary, Alberta
December 8, 2008

"MacKay LLP"
MacKay LLP
Chartered Accountants

Breaking Point Developments Inc.

Interim Financial Statements

(Unaudited)

For the three month period ended September 30, 2008

Breaking Point Developments Inc.

Interim Financial Statements

September 30, 2008

Breaking Point Developments Inc.

Notes to the Interim Financial Statements

Three month period ended September 30, 2008

Balance Sheet

As at,		September 30, 2008		June 30, 2008
Assets				
Current				
Cash	$	**95,823**	$	75,982
Short term investments		**41,593**		40,000
Interest receivable		**75**		1,320
		137,491		117,302
Prepaid expenses (note 2)		**92,914**		49,103
	$	**230,405**	$	166,405
Liabilities				
Current				
Accounts payable and accrued liabilities (note 6)	$	**55,405**	$	16,405
Shareholders' Equity				
Share capital (note 5)		**175,000**		150,000
	$	**230,405**	$	166,405

Nature and continuance of operations (note 2)
Subsequent event (note 7)

Approved by the Board:

(Signed) "Michael D. Windle", Director

(Signed) "Ken Johnston", Director

Statements of Cash Flows

	Three month period ended September 30, 2008	Period from incorporation on August 8, 2007 to September 30, 2007
Financing activities		
Shares issued for cash	**$ 25,000**	$ 140,000
Accounts payable and accrued liabilities	**39,000**	-
Interest receivable	**1,245**	-
Prepaid expenses	**(43,811)**	-
	21,434	140,000
Investing activity		
Purchase of short-term investment	**(1,593)**	-
Increase in cash	**19,841**	140,000
Cash and cash equivalents, beginning of period	**75,982**	-
Cash and cash equivalents, end of period	**$ 95,823**	$ 140,000

1. Incorporation

Breaking Point Developments Inc. (the “Corporation”) was incorporated under the Business Corporation Act (Alberta) on August 8, 2007 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the “Exchange”).

2. Nature and continuance of operations

Pursuant to the amended agency agreement with PI Financial Corp. (the “Agent”) dated December 8, 2008, the Corporation has agreed to file an amended and restated prospectus for an initial public offering (“IPO”) in Alberta, British Columbia, Saskatchewan, Ontario and Nova Scotia of a minimum offering of 3,333,334 common shares to a maximum offering of 12,166,666 common shares at $0.15 per share for gross proceeds of $500,000 and $1,825,000 respectively. The net proceeds of the issue assuming a maximum offering will be approximately $1,540,000, net of a 10% cash commission and a $10,000 corporate finance fee (plus GST) and a $15,000 retainer paid to the Agent and other costs of the issue of approximately $75,000 which includes legal, audit and regulatory fees and other direct expenses of which a total of $67,414, has been incurred to date. The Agent for the IPO has agreed to use its commercially reasonable efforts to secure subscriptions for these shares. The total subscription must be raised within 90 days of the receipt for the final prospectus relating to the IPO, otherwise all funds collected under subscription will be returned and the IPO cancelled.

Under the agency agreement, the Agent was granted an option to acquire an additional number of common shares equal to 10% of the number of common shares sold in the IPO at a price of $0.15 per share, exercisable for a period of two years from the date the common shares are first listed for trading.

The completion of the Offering is dependent upon the issuance by regulatory authorities of a receipt in respect of the Corporation’s prospectus.

The Corporation’s principal business activity upon the successful completion of the Offering will be to identify and evaluate opportunities for an acquisition of an asset, assets or a business that will meet the definition of a “Qualifying Transaction” (“QT”) as defined in Policy 2.4.

This financial statement has been prepared in accordance with generally accepted accounting principles with the assumption that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

The Corporation’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate the acquisition of an interest in properties, assets or businesses which is considered a QT. Such an acquisition will be subject to shareholder and regulatory approval.

Should the Corporation be unable to complete such a transaction, its ability to raise sufficient financing to maintain operations may be impaired and accordingly, the Corporation may be unable to realize on the carrying value of its net assets.

3. Summary significant accounting policies

These interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and notes to the financial statements required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. Operating results for the three month period ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ended June 30, 2009. The balance sheet as at June 30, 2008 has been derived from the audited financial statements at that date. These interim financial statements do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements.

These interim financial statements have been prepared by management in accordance with the accounting policies described in the Corporation's annual financial statements for the period ended June 30, 2008. For further information, refer to the financial statements and notes thereto for the period ended June 30, 2008.

4. Cash

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets of businesses for future investment, with the exception that the lesser of 30% of the gross proceeds and $210,000 may be used to cover prescribed costs of issuing the common shares, other than Agent Commissions and fees, and general and administrative expense of the Corporation. These restrictions apply until completion of a Qualifying Translation by the Corporation as defined under the policies of the Exchange.

5. Share capital

Authorized:

Unlimited number of:

Class A common voting shares
Class B common non-voting shares
Class C non-voting shares

Issued and outstanding:

Class A common voting shares

	Number	Amount
On incorporation	**1,866,665**	**$ 140,000**
On March 17, 2008	**133,334**	**10,000**
Balance, June 30, 2008	**1,999,999**	**$ 150,000**
On August 11, 2008	**333,333**	**25,000**
Balance, September 30, 2008	**2,333,332**	**$ 175,000**

5. Share capital (continued)

The Corporation has issued 2,333,332 Class A common voting shares at a price of $0.075 per share for total proceeds of $175,000 received in cash. In accordance with the requirement of the Exchange these common shares will be held in escrow. Under the escrow agreement, 10% of the escrowed common shares will be released from escrow on the acceptance of the Exchange of a QT made by the Corporation. An additional 15% of the escrowed common shares will be released every 6 months following the acceptance of the QT, unless otherwise permitted by the Exchange.

The Corporation has adopted an incentive stock option plan which provides that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of completion of the IPO. Such options will be exercisable up to five years from the date of grant. The fair value of each option grant will be estimated on the date of grant using the Black-Scholes option pricing model.

Pursuant to the stock option plan and concurrently with closing of the IPO, the Board of Directors intends to grant the following options to purchase common shares to officers and directors. Additionally, pursuant to the agency agreement, the Board of Directors will issue the following options to purchase common shares to Agent (see note 2):

	Number of common shares under option			
Optionee	**Minimum offering**	**Maximum offering**	**Exercise price**	**Expiry date**
Officers/directors	555,333	1,215,000	$ 0.15	5 years from issue date
Agent	333,333	1,216,666	$ 0.15	2 years from listing date

6. Related party transactions

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount which is the amount of consideration established and approved by the related parties. Related party transactions are disclosed below, unless they have been disclosed elsewhere in the financial statements.

During the three month period ended September 30, 2008 and period from incorporation to June 30, 2008, the Corporation incurred $39,000, and $10,000 respectively in legal fees to a law firm of which one officer of the Corporation is a partner. Fees incurred relate to professional services incurred in respect of the prospectus for the initial public offering. As at September 30, and June 30, 2008, these fees have been included as prepaid expenses and included in accounts payable and accrued liabilities.

7. Subsequent event

Subsequent to September 30, 2008, the Corporation filed an amended and restated prospectus in connection with its IPO as described in note 2 on December 8, 2008.

Breaking Point Developments Inc.

Financial Statements

Period from Incorporation on August 8, 2007
to June 30, 2008

Breaking Point Developments Inc.

Notes to the Interim Financial Statements

Three month period ended September 30, 2008

Breaking Point Developments Inc.

Financial Statements

June 30, 2008

CHARTERED ACCOUNTANTS

MacKay LLP

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Auditors' Report

To the Directors of Breaking Point Developments Inc.:

We have audited the balance sheet of Breaking Point Developments Inc. as at June 30, 2008 and the statement of cash flows for the period from incorporation on August 8, 2007 to June 30, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2008 and the results of its cash flows for the period from incorporation on August 8, 2007 to June 30, 2008 in accordance with Canadian generally accepted accounting principles.

(Signed) "MacKay LLP"

Chartered Accountants

Calgary, Canada
August 21, 2008, (except as to note 2
which is as of December 8, 2008)

Balance Sheet

As at June 30,		**2008**
Assets		
Current		
Cash	**$**	**75,982**
Short term investments		**40,000**
Interest receivable		**1,320**
		117,302
Prepaid expenses (note 2)		**49,103**
	$	**166,405**
Liabilities		
Current		
Accounts payable and accrued liabilities	**$**	**16,405**
Shareholders' Equity		
Share capital (note 5)		**150,000**
	$	**166,405**

Nature and continuance of operations (note 2)
Subsequent events (note 7)

Approved by the Board:

(Signed) "Michael D. Windle", Director

(Signed) "Ken Johnston", Director

Statement of Cash Flows

Period from incorporation on August 8 to June 30,		**2008**
Financing activities		
Shares issued for cash	**$**	**150,000**
Accounts payable and accrued liabilities		**16,405**
Interest receivable		**(1,320)**
Prepaid expenses		**(49,103)**
		115,982
Investing activities		
Purchase of short term investment		**(40,000)**
Increase in cash, balance, end of period	**$**	**75,982**

3. Incorporation

Breaking Point Developments Inc. (the "Corporation") was incorporated under the Business Corporation Act (Alberta) on August 8, 2007 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange").

4. Nature and continuance of operations

Pursuant to the amended and agency agreement with PI Financial Corp. (the "Agent") dated December 8, 2008, the Corporation has agreed to file an amended and restated prospectus for an initial public offering ("IPO") in Alberta, British Columbia, Saskatchewan, Ontario and Nova Scotia of a minimum offering of 3,333,334 common shares to a maximum offering of 12,166,666 common shares at $0.15 per share for gross proceeds of $500,000 and $1,825,000 respectively. The net proceeds of the issue assuming a maximum offering will be approximately $1,540,000, net of a 10% cash commission and a $10,000 corporate finance fee (plus GST) payable to the Agent and other costs of the issue of approximately $75,000 which includes legal, audit and regulatory fees and other direct expenses of which a total of $49,103, has been incurred to date. The Agent for the IPO has agreed to use its commercially reasonable efforts to secure subscriptions for these shares. The total subscription must be raised within 90 days of the receipt for the final prospectus relating to the IPO, otherwise all funds collected under subscription will be returned and the IPO cancelled.

Under the agency agreement, the Agent was granted an option to acquire an additional number of common shares equal to 10% of the number of common shares sold in the IPO at a price of $0.15 per share, exercisable for a period of two years from the date the common shares are first listed for trading.

The completion of the Offering is dependent upon the issuance by regulatory authorities of a receipt in respect of the Corporation's prospectus.

The Corporation's principal business activity upon the successful completion of the Offering will be to identify and evaluate opportunities for an acquisition of an asset, assets or a business that will meet the definition of a "Qualifying Transaction" ("QT") as defined in Policy 2.4.

This financial statement has been prepared in accordance with generally accepted accounting principles with the assumption that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

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

Should the Corporation be unable to complete such a transaction, its ability to raise sufficient financing to maintain operations may be impaired and accordingly, the Corporation may be unable to realize on the carrying value of its net assets.

3. Summary significant accounting policies

Basis of presentation

These financial statements are prepared in accordance with Canadian generally accepted accounting principles (GAAP), which include the following accounting principles:

(a) Measurement uncertainty

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from these estimates.

(b) Cash and cash equivalents

Cash and cash equivalents are comprised of cash in banks and balances held in trust with the Corporation's lawyer with original maturities of three months or less at the acquisition date.

(c) Financing costs

Costs directly attributable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as prepaid expenses. These costs will be deferred until the issuance of the shares to which the costs relates, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

(d) Stock based compensation

The Corporation intends to grant options to purchase common shares under the terms described in note 6. When options to purchase shares are granted to employees or directors, the fair value of the options on the date of the grant is recognized as a compensation expense, with a corresponding increase in contributed surplus, over the period during which the related options vest. When options to purchase shares are granted to non-employees in return for goods or services, the fair value of the options granted is recognized as an expense, with a corresponding increase in contributed surplus, in the period in which the goods or services are received or are expected to be received. The consideration received on the exercise of share options is credited to share capital. When options are exercised, previously recorded compensation is transferred from contributed surplus to share capital to fully reflect the consideration for the shares issued.

(e) Financial instruments

The Corporation's financial instruments consist of cash and cash equivalents, short term investments, interest receivable, prepaid expenses and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Corporation is not exposed significant interest, currency or credit risk arising from these financial instruments. The fair values of these financial instruments approximate their carrying values due to their short term nature, unless otherwise noted.

4. Cash

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets of businesses for future investment, with the exception that the lesser of 30% of the gross proceeds and $210,000 may be used to cover prescribed costs of issuing the common shares, other than Agent Commissions and fees, and general and administrative expense of the Corporation. These restrictions apply until completion of a Qualifying Translation by the Corporation as defined under the policies of the Exchange.

5. Share capital

Authorized:

Unlimited number of:

Class A common voting shares
Class B common non-voting shares
Class C non-voting shares

Issued and outstanding:

Class A common voting shares

	Number	Amount
On incorporation	**1,866,665**	**$ 140,000**
On March 17, 2008	**133,334**	**10,000**
Balance, June 30, 2008	**1,999,999**	**$ 150,000**

The Corporation issued 1,999,999 Class A common voting shares at a price of $0.075 per share for total proceeds of $150,000 received in cash. In accordance with the requirement of the Exchange these common shares will be held in escrow. Under the escrow agreement, 10% of the escrowed common shares will be released from escrow on the acceptance of the Exchange of a QT made by the Corporation. An additional 15% of the escrowed common shares will be released every 6 months following the acceptance of the QT, unless otherwise permitted by the Exchange.

The Corporation has adopted an incentive stock option plan which provides that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of completion of the IPO. Such options will be exercisable up to five years from the date of grant. The fair value of each option grant will be estimated on the date of grant using the Black-Scholes option pricing model.

Pursuant to the stock option plan and concurrently with closing of the IPO, the Board of Directors intends to grant the following options to purchase common shares to officers and directors. Additionally, pursuant to the agency agreement, the Board of Directors will issue the following options to purchase common shares to Agent (see note 2):

	Number of common shares under option			
Optionee	**Minimum offering**	**Maximum offering**	**Exercise price**	**Expiry date**
Officers/directors	555,333	1,215,000	$ 0.15	5 years from issue date
Agent	333,333	1,216,666	$ 0.15	2 years from listing date

6. Related party transactions

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount which is the amount of consideration established and approved by the related parties. Related party transactions are disclosed below, unless they have been disclosed elsewhere in the financial statements.

During the period from incorporation to June 30, 2008, the Corporation incurred $10,000 in legal fees to a law firm of which one officer of the Corporation is a partner. Fees incurred relate to professional services incurred in respect of the prospectus for the initial public offering. As at June 30, 2008, these fees have been included as prepaid expenses and included in accounts payable and accrued liabilities.

7. Subsequent event

Subsequent to June 30, 2008, the Corporation issued an additional 333,333 common shares at a per share price of $0.075 for gross proceeds of $25,000 to bring the total number of issued and outstanding shares to 2,333,332 prior to the IPO. These shares will be subject to the same escrow requirements as outlined in note 5 to the financial statements.

Subsequent to June 30, 2008, the Corporation filed an amended and restated prospectus in connection with its IPO as described in note 2 on December 8, 2008.

CERTIFICATE OF THE CORPORATION

Date: December 8, 2008

This amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by the securities legislation of Alberta, British Columbia, Saskatchewan, Ontario and Nova Scotia.

"Michael D. Windle"	*"Ken Johnston"*
Michael D. Windle President, Chief Executive Officer and a Director	Ken Johnston Chief Financial Officer and a Director

ON BEHALF OF THE BOARD OF DIRECTORS

"Don McIvor"	*"Doug Hassell"*
Don McIvor Director	Doug Hassell Director

CERTIFICATE OF THE PROMOTER

Date: December 8, 2008

This amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by the securities legislation of Alberta, British Columbia, Saskatchewan, Ontario and Nova Scotia.

"Michael D. Windle"
Michael D. Windle
Promoter

CERTIFICATE OF THE AGENT

Date: December 8, 2008

To the best of our knowledge, information and belief, this amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by the securities legislation of Alberta, British Columbia, Saskatchewan Ontario and Nova Scotia.

PI FINANCIAL CORP.

"Bert Quattrociocchi"
Bert Quattrociocchi
Executive Vice President