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

PROSPECTUS

Initial Public Offering **June 18, 2008**

BROOKLYN VENTURES CORP.

(a capital pool company)

OFFERING: $200,000 (2,000,000 COMMON SHARES)

Price: $0.10 per Common Share

Brooklyn Ventures Corp. (the "**Corporation**") hereby qualifies for distribution, through its agent, Canaccord Capital Corporation (the "**Agent**"), 2,000,000 common shares in the share capital of the Corporation (the "**Common Shares**") for aggregate gross proceeds of $200,000 (the "**Offering**"). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 - *Capital Pool Companies* (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

	Common Shares	**Price to Public**	**Agent's Commission(1)**	**Net Proceeds to the Corporation(2)**
Per Common Share	1	$0.10	$0.01	$0.09
Total Offering	2,000,000	$200,000	$20,000	$180,000

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent will also be paid an administration fee of $10,000 at the Closing of the Offering. In addition, the Agent will be reimbursed by the Corporation for its reasonable expenses and legal fees plus disbursements and will be granted that number of warrants (the "Agent's Warrants") as is equal to 10% of the number of Common Shares sold. Each Agent's Warrant will entitle the Agent to purchase a Common Share for a period of 24 months from the day the Common Shares are listed on the Exchange for a price of $0.10. The Agent's Warrants are qualified for distribution under this Prospectus. See "*Plan of Distribution - Agency Agreement and Agent's Compensation*".

(2) Before deducting the costs of this issue estimated at $65,000 which includes legal and audit fees and other expenses of the Corporation, the administration fee and the listing fee payable to the Exchange and filing fees payable to the Commissions. See "*Use of Proceeds*".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to the completion of a minimum subscription of 2,000,000 Common Shares for gross proceeds to the Corporation of $200,000. The Offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement between the Corporation and the Agent (the "**Agency Agreement**"). If the minimum subscription is not completed within 90 days of the issuance of a receipt for this prospectus or such other time as may be consented to by the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and any sub-agents will be granted non-transferable Agent's Warrants to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange. The Agent's Warrants are qualified for distribution under this prospectus. See *"Plan of Distribution - Agency Agreement and Agent's Compensation"*.

This prospectus also qualifies for distribution options to be granted to the directors and officers of the Corporation (the "**Stock Options**") at the closing (the "**Closing**") of the Offering. Options entitle the holders to purchase an aggregate of 1,410,000 Common Shares under the Offering at a price of $0.10 per Common Share and such options may be exercised for a period of 5 years from the date of grant.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Warrants and the grant of the Stock Options, 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 commission that is designated the principal regulator pursuant to National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority(ies) grants a discretionary order.

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. See *"Risk Factors"*.

As at the date of this prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

The Exchange has conditionally accepted the listing of the Corporation's Common Shares. Listing is subject to the Corporation fulfilling all of the listing requirements of the Exchange.

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

The Agent conditionally offers these Common Shares on a commercially reasonable agency basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by McCullough O'Connor Irwin LLP, on behalf of the Corporation, and by Miller Thomson LLP, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 40,000 Common Shares ($4,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 80,000 Common Shares ($8,000). Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the Closing.

CANACCORD CAPITAL CORPORATION
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Toll Free: 1-800-663-1899

TABLE OF CONTENTS

Page Number

GLOSSARY

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

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

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

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

A Company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

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

"**Agency Agreement**" means the agency agreement dated June 18, 2008 between the Corporation and the Agent.

"**Agent**" means Canaccord Capital Corporation at its office in the City of Vancouver, in the Province of British Columbia.

"**Agent's Warrants**" means the non-transferable warrants to be granted by the Corporation to the Agent and any sub-agents entitling the Agent and any sub-agents to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange.

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

"**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 all outstanding voting securities of the Issuer;

(b) any partner of the Person or Company;

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

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

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

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

but

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

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

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

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

"**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 Brooklyn Ventures Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia), having its registered office in the City of Vancouver, in the Province of British Columbia.

"**CPC**" means a corporation:

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

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

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

"**CPC Policy**" means Policy 2.4 - *Capital Pool Companies* of the Exchange.

"**Escrow Agreement**" means the escrow agreement dated May 26, 2008 among the Corporation, the Trustee and the founding shareholders of the Corporation.

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

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

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

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

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

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

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

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

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

“**Majority of the Minority Approval**” means the approval of a Non Arm’s Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

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

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

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

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

(ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction;

at a properly constituted meeting of the common shareholders of the CPC.

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

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

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

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

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

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

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

“**Person**” means a Company or individual.

“**Principal**” means:

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

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

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

(d) a “10% holder” – a Person that:

(iii) 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

(iv) 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.

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

“Pro Group” means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

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

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

(ii) the Associate or Affiliate has a separate corporate and reporting structure;

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

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

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

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

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

"Seed Shares" means securities issued before an Issuer's IPO, or by a private Target Company before a reverse take-over bid, change of business or Qualifying Transaction, regardless of whether the securities are subject to resale restrictions or are free trading.

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

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

"**Sponsor**" means a Member that meets the criteria specified in the Exchange Policy 2.2 - *Sponsorship and Sponsorship Requirements*, which has an agreement with an Issuer to undertake the functions of sponsorship as required by that policy and various other Exchange policies.

"**Sponsor Report**" means the report to be provided to the Exchange by the Sponsor.

"**Stock Options**" means options to be granted at the Closing of the Offering to the directors and officers of the Corporation which options entitle the holders to purchase an aggregate of 1,410,000 Common Shares at a price of $0.10 per Common Share and which options may be exercised for a period of 5 years from the date of grant.

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

“Trustee” means Computershare Investor Services Inc., a trust corporation having an office in the City of Vancouver, in the Province of British Columbia.

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

PROSPECTUS SUMMARY

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

The Corporation: Brooklyn Ventures Corp.

Business of the Corporation: The Corporation is a CPC. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a Company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See "*Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction* ".

Offering: A total of 2,000,000 Common Shares are being offered and qualified under this prospectus at a price of $0.10 per Common Share. In addition, the Corporation will grant to the Agent and any sub-agents non-transferable Agent's Warrants to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange. The Agent's Warrants are qualified for distribution under this prospectus. This prospectus also qualifies for distribution the Stock Options to be granted at the Closing which entitle the holders to purchase an aggregate of 1,410,000 Common Shares at a price of $0.10 per Common Share and which Stock Options may be exercised for a period of 5 years from the date of grant. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Use of Proceeds: The total net proceeds to the Corporation, accounting for total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses, will be approximately $1,227,500. The Corporation estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of approximately $50,000 which will reduce the total net funds available for pursuing a Qualifying Transaction to $1,177,500 under the Offering. The net funds available will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*".

Directors and Management:	Ronald A. Coombes	-	President, Chief Executive Officer & Director
	Sead Hamzagic	-	Chief Financial Officer & Director
	Douglas L. Mason	-	Director
	Bruce E. Morley	-	Director
	John Kowalchuk	-	Director

Escrow Securities: 2,000,000 Common Shares of the Corporation issued at $0.05 per Common Share, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. 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. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will 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 (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) per Common Share of $0.0071 or 7.1%. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service 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*", "*Directors, Officers and Promoters - Conflicts of Interest"*, "*Capitalization*", "*Dilution*" and "*Risk Factors*".

THE CORPORATION

The Corporation was incorporated on October 15, 2007, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Brooklyn Ventures Corp.".

The registered and records office of the Corporation is located at Suite 1100 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4. The head office of the Corporation is located at 2489 Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at March 31, 2008, the Corporation had incurred preliminary expenses for administration fees, office supplies, professional fees and rent in the amount of $17,184. Subsequent to March 31, 2008, the Corporation paid to the Agent the amount of $10,000 as a retainer for legal fees and $5,250 to the Exchange as part of the Corporation's listing fee. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange, the Agent's commission, legal and administration fees and expenses and the fees of the securities regulatory authorities. See "*Use of Proceeds*".

Proposed Operations until Completion of a Qualifying Transaction

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

Filings and Shareholder Approval of the Qualifying Transaction

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

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

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

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

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

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

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

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

Minimum Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

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

If the Corporation has not completed a Qualifying Transaction within the time frame prescribed by the CPC Policy, it may apply for listing on NEX (the market on which former Exchange and Toronto Stock Exchange Issuers that do not meet the minimum listing requirements for Tier 2 issuers may continue to trade) rather than be delisted. In order to be eligible to list on NEX the Corporation must:

(a) obtain majority shareholder approval for the transfer to NEX exclusive of the votes of Non Arm's Length Parties of the Corporation; and

(b) either:

  (i) cancel all Seed Shares purchased by Non Arm's Length Parties to the Corporation at a discount to the IPO price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange, or

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

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

Refusal of Qualifying Transaction

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

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

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

  (i) a Member firm of the Exchange;

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

  (iii) Associates of any such Person,

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

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

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

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

USE OF PROCEEDS

Net Proceeds

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be $200,000. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus was $1,112,500. From the aggregate gross proceeds of $1,312,500 will be deducted the expenses and costs of this issue, including legal, accounting, audit, printing, regulatory fees and the Agent's commission, fees and expenses, estimated in the aggregate, to be approximately $85,000. The Corporation estimates that $1,177,500 will be available to the Corporation from the sale of Common Shares distributed by this 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 the Corporation upon the completion of this Offering:

Item	**Total Offering**
Gross cash proceeds raised prior to this Offering (seed shares)(1)	$1,112,500
Expenses and costs relating to raising seed share proceeds	Nil (2)
Gross cash proceeds to be raised pursuant to this Offering	$200,000
Estimated expenses and costs relating to the Offering (3)	($85,000)
Estimated funds available on completion of the Offering (4)	**$1,227,500**
Funds available for identifying and evaluating assets or business prospects (4)(5)	$1,177,500
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$50,000
Total Net Proceeds	**1,227,500**

Notes:

(1) See "*Prior Sales*".

(2) No issue costs have been allocated towards the issuance of these shares. See the Corporation's balance sheet as at March 31, 2008.

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

(4) In the event the Agent exercises the Agent's Warrants and all of the Stock Options are exercised, there will be available to the Corporation a maximum of an additional $161,000 which will be added to the working capital of the Corporation. There is no assurance that any of the Agent's Warrants or Stock Options will be exercised.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $1,177,500 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 "*Use of Proceeds - Restrictions on Use of Proceeds*", "*Use of Proceeds - Private Placements for Cash*" and "*Use of Proceeds - 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:

(a) valuations or appraisals;

(b) business plans;

(c) feasibility studies and technical assessments;

(d) sponsorship reports;

(e) engineering or geological reports;

(f) financial statements, including audited financial statements;

(g) fees for legal and accounting services; and

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

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

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

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

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

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

(iii) equipment leases; and

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

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

Private Placements for Cash

After the Closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of 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 "*Use of Proceeds - 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 "*Use of Proceeds - Permitted Use of Funds*".

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement dated as of June 18, 2008 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 2,000,000 Common Shares, at a price of $0.10 per Common Share for aggregate gross proceeds of $200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive in aggregate a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay the Agent an administration fee of $10,000 and will pay the Agent's legal fees, estimated at $10,000 plus disbursements and taxes and any other reasonable expenses of the Agent. As at the date hereof, the Corporation has paid to the Agent a $10,000 retainer for legal fees and expenses.

The Corporation has also agreed to grant to the Agent, and any sub-agents, non-transferable Agent's Warrants which entitle the Agent and any sub-agents to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange. The Agent's Warrants are qualified under this prospectus for distribution. Not more than 50% of the Common Shares received on the exercise of the Agent's Warrant may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

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

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for 2,000,000 Common Shares at a price of $0.10 per Common Share for total gross proceeds of $200,000. Under the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 40,000 Common Shares ($4,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares in the Offering, or 80,000 Common Shares ($8,000). The funds received from the Offering will be deposited with the Agent, and will not be released until proceeds of $200,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent and Persons or Companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Stock Options at the Closing of the Offering in accordance with the policies of the Exchange, which Stock Options are qualified for distribution pursuant to this prospectus. The Stock Options entitle the holders to purchase an aggregate of 1,410,000 Common Shares at a price of $0.10 per Common Share and such options may be exercised for a period of 5 years from the date of grant. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Determination of Price

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

Listing Application

The Exchange has conditionally accepted the listing of the Corporation's Common Shares. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

As of the date of this prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

Subscriptions by and Restrictions on the Agent

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

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

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

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, the grant of the Agent's Warrants and the grant of the Stock Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 12,125,000 Common Shares are issued and outstanding as fully paid and non-assessable Common Shares of the Corporation, 2,000,000 Common Shares are reserved for issuance under this prospectus, 200,000 Common Shares are reserved for issuance pursuant to the Agent's Warrants and 1,410,000 Common Shares are reserved for issuance pursuant to the Stock Options to be granted at the Closing. See "*Plan of Distribution*". The Corporation is also authorized to issue an unlimited number of preferred shares without nominal or par value of which, as the date hereof, none are issued and outstanding.

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

CAPITALIZATION

Designation of Security	**Amount Authorized**	**Amount Outstanding as of March 31, 2008[(1)]**	**Amount Outstanding as of the Date Hereof[(1)]**	**Amount Outstanding After Giving Effect to the Offering[(2)(3)]**
Common Shares	unlimited	$1,112,500 (12,125,000 Shares)	$1,112,500 (12,125,000 Shares)	$1,312,500 (14,125,000 Shares)
Long Term Debt	nil	nil	nil	nil

Notes:

(1) As at March 31, 2008 and as of the date hereof, the Corporation had not commenced commercial operations.

(2) The Corporation has reserved a maximum of 200,000 Common Shares at $0.10 per Common Share pursuant to the Agent's Warrants. The Corporation has also reserved a maximum of 1,410,000 Common Shares at $0.10 per Common Share pursuant to the Stock Options to be granted at the Closing. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

(3) Based on the gross proceeds of the Offering of $200,000 and before deducting the Agent's commission, legal and administration fees and expenses and the other costs of this Offering, estimated at $85,000.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan (the "**Option Plan**") which provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers 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. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to 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 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 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*".

As at the date hereof, the Corporation has reserved 1,410,000 Common Shares pursuant to the Stock Options. The Stock Options will be granted at the Closing of the Offering, are qualified for distribution pursuant to this prospectus and are expected to be allocated on the following basis:

Optionee	**Number of Common Shares Reserved Under Option under the Offering**	**Exercise Price**	**Expiry Date**
Ronald A. Coombes	410,000	$0.10	Five Years from the Date of Grant
Sead Hamzagic	270,000	$0.10	Five Years from the Date of Grant
Douglas L. Mason	410,000	$0.10	Five Years from the Date of Grant
Bruce E. Morley	270,000	$0.10	Five Years from the Date of Grant
John Kowalchuk	50,000	$0.10	Five Years from the Date of Grant
Total	**1,410,000**		

PRIOR SALES

Since the date of incorporation of the Corporation, 12,125,001 Common Shares have been issued as follows:

Date	**Number of Common Shares**	**Issue Price Per Share**	**Aggregate Issue Price**	**Consideration Received**
October 15, 2007	2,000,001(1)(2)	$0.05	$100,000	Cash
February 28, 2008	10,125,000	$0.10	$1,012,500	Cash

Notes:

(1) One Common Share was repurchased and cancelled by the Corporation on October 15, 2007 for $0.05.

(2) 2,000,000 of these Common Shares will be held in escrow. See "*Escrowed Securities*".

ESCROWED SECURITIES

An aggregate of 2,000,000 Common Shares issued prior to this Offering (which were issued at a price of $0.05 per Common Share) and all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Computershare Investor Services Inc. (previously defined as the "**Trustee**") under the Escrow Agreement.

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

In addition, all Common Shares of the Corporation acquired in the secondary market prior to the Completion of a Qualifying Transaction by 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.

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

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

Name and Municipality of Residence of Shareholder	Number of Escrowed Common Shares	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering(1)
Douglas L. Mason West Vancouver, B.C.	800,000	6.6%	5.7%
Ronald A. Coombes Surrey, B.C.	500,000	4.1%	3.5%
Hazmagic Holdings Inc.(2) Surrey, B.C.	300,000	2.5%	2.1%
Bruce E. Morley West Vancouver, B.C.	300,000	2.5%	2.1%
John Kowalchuk Richmond, B.C.	100,000	0.8%	0.7%
Total:	**2,000,000**	**16.5%**	**14.1%**

Notes:

(1) Assuming no Common Shares are purchased by these persons under the Offering.

(2) Hazmagic Holdings Inc. is a holding company wholly owned by Sead Hamzagic, a director and chief financial officer of the Corporation.

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

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

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

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

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

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

   (ii) subject to majority shareholder approval, cancel an amount of the Seed Shares purchased by Non Arm's Length Parties to the Corporation 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

As at the date hereof, there are no persons who own 10% or more of the issued and outstanding Common Shares of the Corporation.

DIRECTORS, OFFICERS AND PROMOTERS

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

Ronald A. Coombes – Surrey, British Columbia – President, Chief Executive Officer and Director

Mr. Coombes, 49, is a businessman and is an experienced entrepreneur and fundraiser and is currently involved in mineral exploration and junior exploration company management.

Mr. Coombes is the President of Coombes and Sons Administration Inc. (a private consulting company) and is also the President and Chief Executive Officer of International Bethlehem Mining Corp., Columbia Yukon Explorations Inc., Venturex Explorations Inc. and BHR Buffalo Head Resources Ltd.

Mr. Coombes will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

Sead Hamzagic – Surrey, British Columbia – Chief Financial Officer and Director

Mr. Hamzagic, 45, has over 10 years of public accounting practice experience and has held a number of senior management positions in a variety of businesses and industries. Recently Mr. Hamzagic was the Vice President of Finance for a large group of privately held companies that were involved in property development and management. Mr. Hamzagic is a member in good standing with the Certified General Accountants Association of British Columbia.

Mr. Hamzagic will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

Douglas L. Mason – West Vancouver, British Columbia – Director

Mr. Mason, 60, is the former President and Chief Executive Officer of Clearly Canadian Beverage Corporation and has spent over 20 years in the public and private financial arenas. Mr. Mason is President and Chief Executive Officer of Waterfront Capital Corporation and President, director and sole shareholder of Criterion Capital Corporation (a private investment and financial consulting company). Mr. Mason is also a director of a number of Exchange listed junior resource exploration companies.

Mr. Mason will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

Bruce E. Morley – West Vancouver, British Columbia – Director

Mr. Morley, 55, is a director of the Company and has been a practicing lawyer and a member in good standing with the Law Society of British Columbia since 1981. Mr. Morley also has a Bachelor of Commerce degree and has held a variety of senior positions with public companies since 1994.

Mr. Morley will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

John Kowalchuk – Richmond, British Columbia – Director

Mr. Kowalchuk, 61, a professional geoscientist, is a member of the Association of Professional Engineers and Geoscientists of British Columbia. Mr. Kowalchuk has experience in developing and managing exploration projects and has been a director and officer of several junior mining companies.

Mr. Kowalchuk will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

Other Corporate Information

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Bruce E. Morley, Douglas L. Mason and Sead Hamzagic.

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

Prior to this Offering, the directors and officers beneficially own, directly or indirectly, or have control or direction over, an aggregate of 2,000,000 Common Shares (16.5%) in the capital of the Corporation.

Other Reporting Issuer Experience

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

Name of Director or Officer	Name of Reporting Issuer	Market	Position	Term
Ronald A. Coombes	BHR Buffalo Head Resources Ltd.	NEX	Director, CEO & President	June 2007 – Present
	Columbia Yukon Explorations Inc.	Exchange	Director, CEO & President	October 2005 – Present
	International Bethlehem Mining Corp. (formerly Orphan Boy Resources Inc.)	Exchange	Director, CEO & President	April 1995 – Present
	Venturex Explorations Inc. (formerly Consolidated Venturex Holdings Ltd.)	Exchange	Director, CEO & President	December 2005 – Present

Name of Director or Officer	Name of Reporting Issuer	Market	Position	Term
Douglas L. Mason	BHR Buffalo Head Resources Ltd.	NEX	Director	June 2007 – Present
			President	February 1998 – August 2004
	Columbia Yukon Explorations Inc.	Exchange	Director, Chairman & Secretary	November 1994 – Present
	International Bethlehem Mining Corp. (formerly Orphan Boy Resources Inc.)	Exchange	Director & Chairman	May 2006 – Present
	Venture One Capital Corp.	Exchange	Director	August 2007 – Present
	Venturex Explorations Inc. (formerly Consolidated Venturex Holdings Ltd.)	Exchange	Director, Chairman & Secretary	June 1990 – August 2004 April 2006 – Present
	Waterfront Capital Corporation	Exchange	Director & President	September 1993 – August 2004 February 2006 – Present
			CEO	June 2007 - Present
	Clearly Canadian Beverage Corporation	TSX & OTCBB (no longer trading on the TSX)	Director, President & CEO	June 1986 – March 2006
	SWI Steelworks Inc.	Exchange (no longer trading)	Director	Jan 1991 – August 2004
Bruce E. Morley	BHR Buffalo Head Resources Ltd.	NEX	Director	June 2007 – Present
	Clearly Canadian Beverage Corporation	TSX & OTCBB (no longer trading on the TSX)	Director, Chief Legal Officer & Secretary	June 1994 – March 2006
	Columbia Yukon Explorations Inc.	Exchange	Director	August 2004 – Present
	International Bethlehem Mining Corp. (formerly Orphan Boy Resources Inc.)	Exchange	Director	May 2006 – Present
	Venturex Explorations Inc. (formerly Consolidated Venturex Holdings Ltd.)	Exchange	Director	December 2005 – Present
			Secretary	November 2000 – April 2006

Name of Director or Officer	Name of Reporting Issuer	Market	Position	Term
	Waterfront Capital Corporation	Exchange	Director	March 2000 – Present
	SWI Steelworks Inc.	Exchange (no longer trading)	Director	Sept 1999 – October 2006
John Kowalchuk	Action Minerals Inc.	Exchange	Director	April 2004 – January 2008
	Aries Resource Corp.	Exchange	Director	April 2004 – January 2008
	Castillian Resources Corp.	Exchange	Director, President & CEO	March 2003 – January 2005
	Lions Gate Energy Inc.	Exchange	Director	Sept 2001 – January 2008
	SNL Enterprises Ltd.	Exchange	Director	October 2003 – January 2008
	Columbia Yukon Explorations Inc.	Exchange	Vice-President of Exploration	May 2006– Present
	Cuda Capital Corp.	Exchange	Director	May 2007 – Present
	Diamond Discoveries International Corp.	OTCBB	Director, President & CEO	December 2003 – December 2005
	Firestone Ventures Inc.	Exchange	Director	September 2005 – Present
	Gold Key Capital Corp.	Exchange	Director	May 2007 – Present
	Gold Star Resources Corp.	Exchange	Director	December 2003 – December 2007
			President & CEO	December 2003 – December 2005
	International Bethlehem Mining Corp. (formerly Orphan Boy Resources Inc.)	Exchange	Vice-President of Exploration	May 2006 – Present
	Lomiko Enterprises Ltd.	Exchange	Director	July 2005 – October 2005
	Venturex Explorations Inc. (formerly Consolidated Venturex Holdings Ltd.)	Exchange	Vice-President of Exploration	May 2006 – Present
	Winchester Minerals and Gold Exploration Ltd.	Exchange	Director	July 2005 – June 2006
Sead Hamzagic	BHR Buffalo Head Resources Ltd.	NEX	Director, CFO & Secretary	February 2008 – Present
	Columbia Yukon Explorations Inc.	Exchange	Director & CFO	February 2008 – Present

Name of Director or Officer	Name of Reporting Issuer	Market	Position	Term
	International Bethlehem Mining Corp. (formerly Orphan Boy Resources Inc.)	Exchange	Director, CFO & Secretary	February 2008 – Present
	Venturex Explorations Inc. (formerly Consolidated Venturex Holdings Ltd.)	Exchange	Director & CFO	February 2008 – Present
	Waterfront Capital Corporation	Exchange	Director & CFO	February 2008 - Present

Corporate Cease Trade Orders or Bankruptcies

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

Douglas Mason and Bruce Morley, directors of the Company, previously served on the board of directors of SWI Steelworks Inc. ("SWI"), a public company whose shares were formerly traded on the Canadian Venture Exchange (now the TSX Venture Exchange). Mr. Mason was appointed as a director of SWI in January 1991 and resigned in August 2004 and Mr. Morley was appointed as a director of SWI in September 1999 and resigned on October 3, 2006. SWI is an inactive company and in 2002 did not have the financial resources to complete, file and mail to its shareholders its audited and unaudited financial statements. As a result, SWI, is the subject of (a) a cease trade order issued by the Executive Director of the British Columbia Securities Commission on May 29, 2002, for failure to file annual audited financial statements for the year ended December 31, 2001; and (b) a cease trade order issued by the Alberta Securities Commission on July 19, 2002, for failure to file and send to its shareholders in Alberta annual audited financial statements for the year ended December 31, 2001 and first quarter interim unaudited financial statements for the period ended March 31, 2002. These cease trade orders remain in effect.

International Steelworks Industries Ltd., a subsidiary of SWI, was petitioned into bankruptcy on October 18, 2001 and was subsequently struck by the British Columbia Registrar of Companies on July 11, 2005 for failure to file annual reports. The company no longer exists.

Bruce Morley was also a director of CPG Capital Corp. ("CPG"). CPG became a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba and Ontario (the "Jurisdictions") by obtaining receipts for its final prospectus on April 17, 2003. CPG, together with Churchill Institutional Real Estate Limited Partnership ("CIRE LP"), completed an offering of Series A Debentures of CPG and limited partnership units of CIRE LP. On March 11, 2004, all of the Series A Debentures of CPG were redeemed, and therefore CPG determined to make application to obtain non-reporting issuer status in each of the Jurisdictions. Prior to such applications being filed, cease trade orders were issued against CPG by the Executive Director of the British Columbia Securities Commission on June 10, 2004 and by the Director of Ontario Securities Commission and the Director of Manitoba Securities Commission on June 28, 2004 for the failure by CPG to file its interim financial statements for the financial period ended March 31, 2004. CPG was granted non-reporting status in British Columbia on July 23, 2004 and in the other

Jurisdictions on December 15, 2004. CPG was subsequently dissolved by the British Columbia Registrar of Companies on December 17, 2007.

Penalties or Sanctions

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

On October 30, 2000, the British Columbia Securities Commission (the "Commission") issued a Notice of Hearing with respect to regulatory proceedings against Douglas Mason, a director of the Company. The Notice of Hearing alleged that Mr. Mason failed to comply with certain insider reporting and control person reporting requirements with respect to certain trades in the shares of certain other publicly traded companies, and that Mr. Mason engaged or participated in improper trading of shares of certain companies. On August 25, 2004, Mr. Mason entered into a settlement agreement (the "Settlement") with the Commission. The Settlement provided that Mr. Mason, subject to certain exceptions, cease trading, directly or indirectly, in securities for a period of 12 months (from August 25, 2004 and expiring August 24, 2005). All such restrictions expired on August 24, 2005. As part of the Settlement, the Commission acknowledged and agreed that none of the trading in question was undertaken by Mr. Mason in reliance upon undisclosed material facts or changes and that there was no evidence of any illicit purpose on the part of Mr. Mason in connection with the subject trading.

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the

Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

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

(i) salaries;

(ii) consulting fees;

(iii) management contract fees or directors' fees;

(iv) finder's fees;

(v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Corporation will also be granted the Stock Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of $0.0071 per Common Share or 7.1% on the basis of there being 14,125,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Item	Total Offering ($)
Gross proceeds of prior share issues	1,112,500
Gross proceeds of this Offering	200,000
Total gross proceeds after this Offering	1,312,500
Offering price per share	0.10
Proceeds per share after this Offering	0.0929
Dilution per share to subscriber	0.0071
Percentage of dilution in relation to offering price	7.1%

RISK FACTORS

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

(a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. 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 this preliminary 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 projects or businesses such that conflicts of interest may arise from time to time. See "*Directors, Officers and Promoter - Conflicts of Interest*";

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of $0.0071 per Common Share or 7.1%;

(e) 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;

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

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

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

(i) Completion of the 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;

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

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

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

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

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

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

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

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

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.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a "related issuer" or "connected issuer" of the Agent for the purposes of National Instrument 33-105 - *Underwriting Conflicts*.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by McCullough O'Connor Irwin LLP, on behalf of the Corporation, and by Miller Thomson LLP, on behalf of the Agent.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Davidson & Company LLP, at Suite 1200 – 609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

Computershare Investor Services Inc., at its Vancouver office located at 510 Burrard Street, Third Floor, Vancouver, British Columbia, V6C 3B9, is the transfer agent and registrar for the Corporation's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares. In addition, each of the directors and officers of the Corporation will be granted Stock Options to purchase Common Shares at the Closing of the Offering. Except as disclosed herein, none of the directors, officers or principal shareholders of the Corporation, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Corporation. See *"Options to Purchase Securities" and "Escrow Securities"*.

From January 2008 to March 2008, the Corporation paid administrative fees of $1,500 to Waterfront Capital Corporation, a company whose common directors are Mr. Douglas Mason and Mr. Bruce Morley. During this period, the Corporation also paid rent in the amount of $1,500 to Beachfront Enterprises Limited Partnership, a limited partnership, the majority of which is owned by Mr. Douglas Mason, a director of the Company.

MATERIAL CONTRACTS

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

1. Agency Agreement dated as of June 18, 2008 between the Corporation and the Agent. See "*Plan of Distribution*".

2. Escrow Agreement dated as of May 26, 2008 among the Corporation, the Trustee and those shareholders that executed such agreement. See "*Escrowed Securities*".

3. Transfer Agency and Registrarship Agreement dated as of May 26, 2008 between the Corporation and the Trustee.

4. Stock Option Plan adopted by the Board of Directors on May 26, 2008.

5. Stock Option Agreements to be entered into with each of the directors of the Corporation.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at the offices of McCullough O'Connor Irwin LLP, solicitors of the Corporation, located at 1100 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

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

PURCHASERS' STATUTORY RIGHTS

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

DAVIDSON & COMPANY LLP Chartered Accountants A Partnership of Incorporated Professionals

AUDITORS' CONSENT

We have read the prospectus of Brooklyn Ventures Corp. (the "Company") dated June 18, 2008 relating to the issue and sale of 2,000,000 common shares of the Company at a price of $0.10 per common share. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above mentioned prospectus of our report to the directors of the Company on the balance sheets of the Company as at March 31, 2008 and November 30, 2007 and the statements of operations and deficit and cash flows for the period from incorporation on October 15, 2007 to November 30, 2007 and from December 1, 2007 to March 31, 2008. Our report is dated May 8, 2008 (except as to Note 8 which is as of June 18, 2008).

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Accountants

June 18, 2008

NEXIA INTERNATIONAL
1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, BC, Canada, V7Y 1G6
Telephone (604) 687-0947 Fax (604) 687-6172

BROOKLYN VENTURES CORP.

FINANCIAL STATEMENTS

NOVEMBER 30, 2007 AND MARCH 31, 2008

Contact Information:

Brooklyn Ventures Corp.
2489 Bellevue Avenue
West Vancouver, BC
V7V 1E1
Phone: (604) 922-2030
Fax: (604) 922-2037

Contact Person: Mr. Clive Shallow

DAVIDSON & COMPANY LLP Chartered Accountants A Partnership of Incorporated Professionals

AUDITORS' REPORT

To the Directors of
Brooklyn Ventures Corp.

We have audited the balance sheets of Brooklyn Ventures Corp. as at March 31, 2008 and November 30, 2007 and the statements of operations and deficit and cash flows for the period from incorporation on October 15, 2007 to November 30, 2007 and from December 1, 2007 to March 31, 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 audits.

We conducted our audits 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 March 31, 2008 and November 30, 2007 and the results of its operations and its cash flows for the period from incorporation on October 15, 2007 to November 30, 2007 and from December 1, 2007 to March 31, 2008 in accordance with Canadian generally accepted accounting principles.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Accountants

May 8, 2008
(except as to Note 8 which
is dated June 18, 2008)

NEXIA INTERNATIONAL
1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, BC, Canada, V7Y 1G6
Telephone (604) 687-0947 Fax (604) 687-6172

BROOKLYN VENTURES CORP.
BALANCE SHEETS

	March 31, 2008	November 30, 2007
ASSETS		
Current		
Cash	$ 1,107,085	$ 100,145
Receivables	436	80
	$ 1,107,521	$ 100,225
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	$ 10,097	$ 1,885
Shareholders' equity		
Capital stock (Note 3)	1,112,500	100,000
Deficit	(15,076)	(1,660)
	1,097,424	98,340
	$ 1,107,521	$ 100,225

Nature and continuance of operations (Note 1)
Subsequent events (Note 8)

On behalf of the Board:

"Ronald A. Coombes" Director *"Sead Hamzagic"* Director

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

BROOKLYN VENTURES CORP.
STATEMENTS OF OPERATIONS AND DEFICIT

	Four month period ended March 31, 2008	Period from incorporation on October 15, 2007 to November 30, 2007
EXPENSES		
Administration fees	$ 1,500	$ -
Office supplies	700	24
Professional fees	13,484	1,805
Rent	1,500	-
Loss before other item	(17,184)	(1,829)
OTHER ITEM		
Interest income	3,768	169
Loss and comprehensive loss for the period	(13,416)	(1,660)
Deficit, beginning of period	(1,660)	-
Deficit, end of period	$ (15,076)	$ (1,660)
Basic and diluted loss per share	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding	1,928,571	-

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

BROOKLYN VENTURES CORP.
STATEMENTS OF CASH FLOWS

	Four month period ended March 31, 2008	Period from incorporation on October 15, 2007 to November 30, 2007
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (13,416)	$ (1,660)
Changes in non-cash working capital item:		
Increase in receivables	(356)	(80)
Increase in accounts payable and accrued liabilities	8,212	1,885
Net cash provided by (used in) operating activities	(5,560)	145
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of capital stock	1,012,500	100,000
Net cash provided by financing activities	1,012,500	100,000
Change in cash during the period	1,006,940	100,145
Cash, beginning of period	100,145	-
Cash, end of period	$ 1,107,085	$ 100,145
SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -

There were no significant non-cash investing or financing activities during the periods ended November 30, 2007, and March 31, 2008.

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Brooklyn Ventures Corp. (the "Company") was incorporated in British Columbia on October 15, 2007. The Company intends to make an application to have its common shares listed and called for trading on the TSX Venture Exchange ("TSX-V") (Note 8). The Company is a Capital Pool Company ("CPC"), as such term is defined in Policy 2.4 of the TSX-V (the "Policy"). The principal business of the Company is the identification and evaluation of a Qualifying Transaction, as such term is defined in the Policy, and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

The Company's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate opportunities for the acquisition of an interest in properties, corporations, assets or businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of shareholder and regulatory approval.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. The financial statements do not include any adjustments to assets or liabilities should the Company be unable to continue in existence.

	March 31, 2008	November 30, 2007
Working capital	$ 1,097,424	$ 98,340
Deficit	(15,076)	(1,660)

2. SIGNIFICANT ACCOUNTING POLICIES

Changes in accounting policies

Capital disclosures and financial instruments

Effective December 1, 2007, the Company implemented three new accounting standards: Handbook Section 1535, "Capital Disclosure", Handbook Section 3862, "Financial Instruments – Disclosures", and Handbook Section 3863, "Financial Instruments – Presentation". Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance. The new Sections 3862 and 3863 replace handbook Section 3861, "Financial Instruments – Disclosure and Presentation", revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how a company manages those risks.

There was no significant impact on the financial statements as a result of adopting these policies.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Use of estimates

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

Comprehensive income

The Company follows the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 1530 "Comprehensive Income" ("Section 1530"). Section 1530 establishes standards for reporting and presenting comprehensive income which is defined as the change in equity from transactions and other events from non-owner sources. Other comprehensive income refers to items recognized in comprehensive income but that are excluded from net income calculated in accordance with Canadian generally accepted accounting principles.

Financial instruments

All financial instruments are classified into one of five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments and derivatives are measured in the balance sheet at fair value except for loans and receivables, held-to maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification as follows: (1) held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net income; (2) available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired; and (3) all derivative instruments, including embedded derivatives, are recorded in the balance sheet at fair value unless they qualify for the normal sale normal purchase exemption and changes in their fair value are recorded in income unless cash flow hedge accounting is used, in which case changes in fair value are recorded in other comprehensive income.

The Company has classified its cash as held-for-trading. Receivables are classified as loans and receivables. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

Future income taxes

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

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Loss per share

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

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. Shares subject to escrow restrictions have been excluded from the weighted average number of shares outstanding since they are contingently returnable.

Stock-based compensation

The Company uses the fair value based method for recognizing compensation costs over vesting periods for the granting of stock options and direct awards of stock.

Future Accounting Standards

Assessing Going Concern

The AcSB amended CICA Handbook Section 1400, to include requirements for management to assess and disclose an entity's ability to continue as a going concern. This section applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008.

The adoption of this new standard is not expected to have a material impact on the financial statements.

International Financial Reporting Standards

In addition to the above new accounting pronouncements the Canadian Accounting Standards Board ("AcSB") in 2006 published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial reporting Standards ("IFRS") over an expected five-year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended April 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

3. CAPITAL STOCK

	Number of Shares	Amount
Authorized		
Unlimited common shares without par value		
Unlimited preferred shares, issuable in series		
Issued common shares		
As at October 15, 2007	-	$ -
Private placement	2,000,000	100,000
As at November 30, 2007	2,000,000	100,000
Private placement	10,125,000	1,012,500
As at March 31, 2008	12,125,000	$ 1,112,500

During the period ended November 30, 2007, the Company completed seed financing of 2,000,000 common shares at a price of $0.05 per share for gross proceeds of $100,000. The shares will be deposited in escrow pursuant to the terms of an Escrow Agreement and will be released from escrow in stages over a period of up to three years after the completion of its Qualifying Transaction.

During the four month period ended March 31, 2008, the Company issued 10,125,000 common shares at a price of $0.10 per share for gross proceeds of $1,012,500.

4. RELATED PARTY TRANSACTIONS

During the period ended March 31, 2008, the Company paid or accrued administrative fees of $1,500 (period ended November 30, 2007 - $Nil) to a company with common directors and rent of $1,500 (period ended November 30, 2007 - $Nil) to a limited partnership, the majority of which is owned by a director of the Company.

These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

5. FINANCIAL INSTRUMENTS AND RISK

Financial instruments consist of cash, receivables, and accounts payable. The carrying values of these financial instruments approximate their fair values because of their short-term maturity. Cash is exposed to credit risk. To mitigate this risk, cash is placed with major Canadian banks. The Company is not exposed to significant interest rate or currency risk.

6. CAPITAL RISK MANAGEMENT

The Company manages its cash and common shares as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to identify and evaluate opportunities for the acquisition of an interest in properties, corporations, assets or businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares operating and expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regards to the expected timing of expenses and/or expenditures from continuing operations.

The Company expects its current capital resources will be sufficient to carry its inital plans and operations through its current operating period.

7. INCOME TAXES

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

		March 31, 2008		November 30, 2007
Loss for the period	$	(13,416)	$	(1,660)
Expected income tax recovery	$	4,600	$	569
Unrecognized benefit of non-capital losses		(4,600)		(569)
Total income tax recovery	$	-	$	-

The Company has available for deduction against future taxable income non-capital losses of approximately $13,500. These losses, if not utilized, will expire through to 2028. Future tax benefits of approximately $3,600 which may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

8. SUBSEQUENT EVENTS

Subsequent to March 31, 2008:

i) Pursuant to a prospectus filed with the Alberta Securities Commission and the British Columbia Securities Commission, dated June 18, 2008, and an agency agreement between the Company and Canaccord Capital Corporation ("the Agent") dated June 18, 2008 (the "Agency Agreement"), the Company is offering 2,000,000 common shares at $0.10 per share to the public (the "Offering"). The Agent will receive a cash commission of 10% of the gross proceeds of the Offering and an administration fee of $10,000 upon closing of the Offering, as well as reimbursement of related expenses and legal fees, and will be granted that number of warrants ("the Agent's Warrants") equal to 10% of the number of common shares sold pursuant to the Offering. Each Agent's Warrant will entitle the Agent to purchase a common share for a period of 24 months from the day the common shares are listed on the TSX Venture Exchange for a price of $0.10 per common share.

ii) The Company intends to adopt an incentive stock option plan whereby at the discretion of the board of directors, non-transferable options to purchase common shares will be granted to directors and officers which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with the TSX Venture Exchange requirements, grant to directors, officers and employees to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 5 years from the date of grant and may be subject to vesting provisions. In addition, the prospectus qualifies for distribution options to be granted at the closing of the Offering to the directors and officers of the Company, which will entitle the holders to purchase an aggregate of 1,410,000 common shares at an exercise price of $0.10 per share for a period of 5 years from the date of grant.

DATE: June 18, 2008

CERTIFICATE OF THE CORPORATION

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

"Ronald A. Coombes"
Ronald A. Coombes
President, Chief Executive Officer & Director

"Sead Hamzagic"
Sead Hamzagic
Chief Financial Officer & Director

ON BEHALF OF THE BOARD

"Bruce E. Morley"
Bruce E. Morley
Director

"Douglas L. Mason"
Douglas L. Mason
Director

"John Kowalchuk"
John Kowalchuk
Director

DATE: June 18, 2008

CERTIFICATE OF THE AGENT

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

CANACCORD CAPITAL CORPORATION

Per: *"Steve Swaffield"*
Name: Steve Swaffield
Title: Managing Director, Investment Banking