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

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

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING **July 17, 2008**

WARNIC 1 ENTERPRISES LTD.

(a capital pool company)
Maximum of 12,333,333 Common Shares ($1,850,000.00)
Minimum of 6,666,666 Common Shares ($1,000,000.00)
at $0.15 per Common Share

Warnic 1 Enterprises Ltd. (the "Corporation") hereby offers through its agent, Wolverton Securities Ltd. (the "Agent") a minimum of 6,666,666 common shares (the "Common Shares") (the "Minimum Offering") and a maximum of 12,333,333 Common Shares (the "Maximum Offering") in the capital of the Corporation for sale to the public at a price of $0.15 per Common Share.

The purpose of this offering (the "Offering") is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as defined in this prospectus. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the "Exchange") and in the case of a Non Arm's Length Qualifying Transaction must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the "CPC Policy"). The Corporation is a Capital Pool Company ("CPC"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".

	Common Shares	**Price to Public**	**Agent's Commission(1)**	**Proceeds to the Corporation(2)**
Per Common Share	1	$0.15	$0.015	$0.135
Maximum Offering	12,333,333	$1,850,000.00	$185,000.00	$1,665,000.00
Minimum Offering	6,666,666	$1,000,000.00	$100,000.00	$900,000.00

Notes:

(1) The Agent will receive a total commission equal to 10% of the gross proceeds of this offering payable in cash. The Agent will also be paid a corporate finance fee of $20,000.00 (plus GST) of which $10,000 (plus GST) has been paid as a non-refundable corporate finance fee and the balance due on closing of the offering, and the Corporation will reimburse the Agent for its legal fees incurred pursuant to the Offering plus GST and disbursements. The Corporation has paid $8,000.00 as an initial deposit towards the Agent's legal fees and other expenses. The Agent will also be granted an option to purchase 10% of the number of Common Shares subscribed for under this Offering at a price of $0.15 per Common Share (the "Agent's Option"), which options are qualified for distribution under this prospectus. The Agent's Option may be exercised for a period of 24 months following the date of listing of the Common Shares on the Exchange. See "Plan of Distribution - Agent and Agent's Compensation".

(2) Before deducting the expenses of the Offering estimated at $83,750.00, not including the commission of the Agent. See "Use of Proceeds".

The Offering is made on a commercially reasonable efforts basis by the Agent and is subject to a minimum subscription of 6,666,666 Common Shares for minimum total gross proceeds to the Corporation of $1,000,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the minimum subscription amount is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period and all applicable regulatory authorities, all subscription monies will be returned to subscribers without interest or deduction unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

Pursuant to the Agency Agreement, the Corporation will also grant the Agent a non-transferable option (the "Agent's Option"). The Agent's Option will entitle the Agent to purchase up to 1,233,333 Common Shares at a price of $0.15 per Common Share, exercisable for a period ending 24 months from the date of listing of the Corporation's Common Shares on the Exchange. See "Plan of Distribution". The Agent's Option is qualified under this prospectus for distribution. In addition, and subject to regulatory approval, the Corporation intends to grant options to purchase up to 1,411,333 (assuming the Maximum Offering and 844,666 assuming the Minimum Offering) Common Shares under the Corporation's stock option plan. These options are also qualified under this prospectus for distribution. See "Plan of Distribution" and "Options to Purchase Securities".

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

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

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. The Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See "Risk Factors".

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% (or 246,666 Common Shares if the Maximum Offering is obtained or 133,333 Common Shares if the Minimum Offering is obtained) of the total number of Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% (or 493,333 Common Shares if the Maximum Offering is obtained and 266,666 Common Shares if the Minimum Offering is obtained) of the total number of Common Shares offered under this prospectus.

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

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

Wolverton Securities Ltd.
17th Floor, 777 Dunsmuir Street
Vancouver, British Columbia V7Y 1J5
Telephone: (604) 622-1000
Facsimile: (604) 662-5205

TABLE OF CONTENTS

DEFINITIONS

“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 to be entered into between the Corporation and the Agent;

“Agent” means Wolverton Securities Ltd.;

“Agent’s Option” means the non-transferable option to be granted by the Corporation to the Agent entitling the Agent to acquire up to 1,233,333 Common Shares at an exercise price of $0.15 per Common Share, expiring 24 months from the date of the listing of the Common Shares on the Exchange;

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

“Associate” when used to indicate a relationship with a person or company, means:

(a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the Issuer,

(b) any partner of the person or company,

(c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity,

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

(i) that person’s spouse or child, or

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

but

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

“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 Warnic 1 Enterprises Ltd., a corporation incorporated under the laws of 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;

“Exchange” means the TSX Venture Exchange Inc;

“Final Exchange Bulletin” means the Exchange bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction;

“Insider” if used in relation to an Issuer, means:

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

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

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

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

“Initial Public Offering” or **“IPO”** means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus;

“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 between the Exchange and each Person who, from time to time, is accepted as and becomes a member of the Exchange under the Exchange requirements;

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

“Non Arm’s Length Party” means 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 Qualifying Transaction” means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction;

“Offering” means the offering of a minimum of 6,666,666 Common Shares and a maximum of 12,333,333 Common Shares at a price of $0.15 per Common Share, being the number of Common Shares which may be sold hereunder;

“Person” means a company or individual;

“**Principal**” means:

(a) a person or company who acted as a Promoter of the Issuer within two years or their respective Associates or Affiliates, before the initial public offering prospectus or Exchange Bulletin confirming final acceptance of a transaction (“Final Exchange Bulletin”);

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

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

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

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

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

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

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

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

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

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

"Related Party Transaction" has the meaning ascribed to that term under Multilateral Instrument 61-101, and includes a related party transaction that is determined by the Exchange to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction;

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

"SEDAR" means the 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 of the Exchange;

"Sponsor" has the meaning specified in Exchange *Policy 2.2 – Sponsorship and Sponsorship Requirements*;

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

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

PROSPECTUS SUMMARY

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

The Corporation:	Warnic 1 Enterprises Ltd.
Business of the Corporation:	The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See “Business of the Corporation” and “Dilution”.
Offering:	The Corporation is offering to the public, through the Agent up to 12,333,333 Common Shares at a price of $0.15 per Common Share for gross proceeds of up to $1,850,000.00. In addition, the Corporation will grant an option to the Agent to purchase up to 1,233,333 Common Shares at a price of $0.15 per Common Share for a period of 24 months from the date of listing of the Common Shares on the Exchange which options are qualified under this prospectus and will grant stock options to purchase up to an aggregate of 1,411,333 (assuming the Maximum Offering and 844,666 assuming the Minimum Offering) Common Shares to directors and officers of the Corporation at $0.15 per Common Share, which options are qualified for distribution under this prospectus. See “Plan of Distribution” and “Options to Purchase Securities”.
Use of Proceeds:	The net proceeds to the Corporation will be $900,000 in the case of the Minimum Offering and $1,665,000 in the case of the Maximum Offering (after deduction of the Agent’s commission but before deduction of the offering costs). The net proceeds of the Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating business or assets. See “Use of Proceeds”, “Business of the Corporation - Method of Financing” and “Risk Factors”.

Directors and Management:	**John F. Dunlop**	President, Chief Executive Officer and Director
	Massimo Giovannetti	Director
	Scott Nicoll	Director
	David Soles	Director
	Donna Childs	Chief Financial Officer and Director
	Timothy Sebastian	Director

Dividend Policy	It is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See “Dividend Policy”

Risk Factors:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming the Maximum Offering, an investor will suffer an immediate dilution on investment of 6.6% or $0.01 per Common Share and assuming the Minimum Offering, an investor will suffer an immediate dilution on investment of 10.66% or $0.016 per Common Share, all based on the total gross proceeds from the sale of Common Shares, before deduction of commission and expenses. 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 affect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada against such persons or companies. See "Business of the Corporation", "Directors, Officers and Promoters - Conflicts of Interest", "Capitalization", "Dilution" and "Risk Factors".
Escrowed Shares:	All of the currently issued and outstanding Common Shares, being 1,780,000 Common Shares, will be deposited in escrow pursuant to an Escrow Agreement, as defined in this prospectus, and will be released from escrow in accordance with the terms of such agreement in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrow Securities".

THE CORPORATION

The Corporation was incorporated under the *Business Corporations Act* (British Columbia) on November 16, 2007. The head and registered office of the Corporation is located at Suite 1450, 13401 – 108th Avenue, Surrey, British Columbia, V3T 5T3. The Corporation does not have any subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expense

As at the date of this prospectus, the Corporation has only incurred approximately $56,886.00 expenses relating to the incorporation of the Corporation, the preparation of this prospectus, including legal and audit fees, as well as the expenses associated with regulatory review of this prospectus. Certain of the proceeds of this Offering may be used to satisfy the obligations of the Corporation related to this Offering, including expenses of the Corporation's auditor and legal counsel and the Agent's legal counsel. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

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

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

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

Method of Financing

The Corporation may use either cash, bank financing, issuance of treasury shares, private or public financing of debt or equity or some combination thereof to finance its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares could result in a change of control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.** See "Risk Factors"

Criteria for a Qualifying Transaction

The board of directors of the Corporation must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Corporation's directors. Once a prospective acquisition target has been identified and evaluated, the Corporation will proceed to negotiate the terms upon which it may acquire an interest in the asset or business.

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

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

Minimum Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

A trading halt may also be imposed by the Exchange where the Corporation fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the 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 "Filings and Shareholders Approval of a Non Arm's Length Qualifying Transaction" above.

Refusal of Qualifying Transaction

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

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

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

  (i) a Member firm of the Exchange;

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

  (iii) associates of any such person,

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

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

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

(e) in the case of a Resulting Issuer, other than an oil and gas or mining issuer, the Qualifying Transaction involves the acquisition of Significant Assets, outside of Canada or the United States; or

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

USE OF PROCEEDS

Proceeds and Principal Purposes

(a) The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus were $133,500.

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

(c) The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this prospectus shall be $1,000,000 assuming the Minimum Offering and $1,850,000 assuming the Maximum Offering.

(d) The expenses and cost of the issue referred to in (c) above, incurred to date and expected to be incurred, including the Agent's commission for the Offering are estimated to be approximately $183,750.00 assuming the Minimum Offering and $268,750.00 assuming the Maximum Offering.

(e) The Corporation estimates that an amount of $949,750.00 will be available to it from the sale of (i) the Common Shares distributed under this prospectus and (ii) prior sales of Common Shares assuming the Minimum Offering and $1,714,750.00 assuming the Maximum Offering.

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

Proceeds and Expenses	**Minimum Offering**	**Maximum Offering**
Cash proceeds raised prior to the Offering [1]	$133,500	$133,500
Expenses and costs relating to raising the cash proceeds [2]	Nil	Nil
Cash proceeds to be raised pursuant to the Offering	$ 1,000,000	$1,850,000
Estimated expenses and costs relating to the Offering (including listing fees, Agent's commission, corporate finance fee, legal fees, audit fees and expenses)	(183,750)	(268,750)
Estimated funds available (on completion of the Offering)	$949,750	$1,714,750
Funds available for identifying and evaluating assets or business prospects [3] [4]	$924,750	$1,689,750
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$25,000	$25,000
Total	$949,750	$1,714,750

Notes:

(1) See "Prior Sales".

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

(3) In the event that the Agent exercises the Agent's Option, and the directors, officers or eligible consultants exercise their options, there will be available to the Corporation an additional $396,700.00 which will be added to the working capital of the Corporation if the Maximum Offering is obtained and an additional $226,700.00 if the Minimum Offering is obtained. There is no assurance that any of these options will be exercised.

(4) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $924,750.00 assuming the Minimum Offering, or $1,689,750 assuming the Maximum Offering, 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 the Offering and any prior sale of Common Shares, after deducting the expenses associated with the 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. See "Risk Factors".

Permitted Use of Funds

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

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

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agent and Agent's Compensation

Pursuant to an agency agreement (the "Agency Agreement") dated ◆, 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 a minimum of 6,666,666 Common Shares and a maximum of 12,333,333 Common Shares as provided in this prospectus, at a price of $0.15 per Common Share, for gross proceeds of $1,000,000 assuming the Minimum Offering and $1,850,000 assuming the Maximum Offering, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay to the Agent a corporate finance fee of $20,000.00 plus GST, of which $10,000 plus GST has been paid as a non-refundable corporate finance fee and the balance is due on the closing of the offering. The Corporation will also pay the Agent's expenses, including the Agent's legal fees, plus GST and disbursements. The Corporation has paid the Agent an $8,000.00 retainer to offset its expenses.

The Corporation has also agreed to grant to the Agent a non-transferable option (the "Agent's Option") to purchase a number of Common Shares equal to 10% of the Common Shares sold in the Offering at a price of $0.15 per Common Share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement. The Corporation has also agreed to grant to the Agent a right of first refusal to participate in and act as agent on future financings for a period of 24 months from the date of the closing of the Offering as well as a right of first refusal, for a period of 24 months from closing of the Offering, to act as sponsor in connection with the Corporation's Qualifying Transaction.

Commercially Reasonable Efforts Offering and Minimum Distribution

The Maximum Offering is 12,333,333 Common Shares for total gross proceeds of $1,850,000.00. The Minimum Offering is 6,666,666 Common Shares for total gross proceeds of $1,000,000.00. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% (133,333 under the Minimum Offering or 246,666 if the Maximum Offering is sold) of the total Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4% (266,666 under the Minimum Offering or 493,333 if the Maximum Offering is sold) of the total number of Common Shares under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of $1,000,000 has 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 persons or companies who subscribed within that period**,** failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities To Be Distributed

The Corporation proposes to issue 1,411,333 stock options to its officers and directors in accordance with the policies of the Exchange if the Maximum Offering is obtained and 844,666 stock options if the Minimum Offering is obtained (the "Stock Options"), which options are qualified for distribution under this prospectus. See "Options to Purchase Securities".

Determination of Price

The price of the Common Shares to be distributed under the Offering has been determined through negotiation between the Corporation and the Agent.

Listing Application

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

Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, neither it, nor any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing:

(a) has subscribed for Common Shares of the Corporation.

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

Restrictions on Trading

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

DESCRIPTION OF THE SECURITIES

Common Shares

The authorized capital of the Corporation consists of an unlimited number of Common Shares without nominal or par value. As at the date hereof there are 1,780,000 Common Shares issued and outstanding as fully paid and non-assessable. In addition, 666,666 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Option if the Minimum Offering is obtained and 1,233,333 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Option if the Maximum Offering is obtained. 1,411,333 (assuming the Maximum Offering and 844,666 assuming the Minimum Offering) Common Shares are reserved for issuance under stock options to be granted to directors and officers. See "Plan of Distribution" and "Options to Purchase Securities – Options To Be Granted".

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

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of March 31, 2008 (1)	Outstanding as of the date hereof (1)(2)	Amount to be Outstanding After Completion of the Offering (1)(3)(4)
Common Shares	unlimited	$133,500 (1,780,000 Common Shares)	$133,500 (1,780,000 Common Shares)(5)	$1,133,500 (8,446,666 Common Shares assuming Minimum Offering) $1,983,500 (14,113,333 Common Shares assuming Maximum Offering)

Notes:

(1) As of the date hereof, the Corporation has not commenced commercial operations.

(2) The Corporation issued 1,580,000 seed capital Common Shares on November 16, 2007 and 200,000 seed shares on March 20, 2008.

(3) The Corporation has reserved an aggregate of 1,411,333 (assuming the Maximum Offering and 844,666 assuming the Minimum Offering) Common Shares at $0.15 per Common Share pursuant to stock options to be granted to directors and officers of the Corporation. See "Options to Purchase Securities – Options To Be Granted". The Corporation has also reserved a maximum of 1,233,333 Common Shares and a minimum of 666,666 Common Shares at $0.15 per Common Share pursuant to the Agent's Option expiring 24 months from the date the Corporation's share are listed on the Exchange. See "Plan of Distribution".

(4) Values represent gross proceeds raised without deduction of commissions and other expenses. Estimated total expenses for the issuance of Common Shares, including the Offering are approximately $183,750.00 assuming the Minimum Offering and $268,750.00 assuming the Maximum Offering.

(5) These Common Shares are subject to escrow restrictions. See "Escrow Securities". If the Corporation issues treasury shares to finance an acquisition or participation, control of the Corporation may change and subscribers may suffer additional dilution of their investment. See "Risk Factors".

OPTIONS TO PURCHASE SECURITIES

Stock Option Terms

The options to purchase 1,411,333 (assuming the Maximum Offering and 844,666 assuming the Minimum Offering) Common Shares to be granted after closing of this Offering to directors, officers and consultants (subject to regulatory approval) are qualified for distribution pursuant to this Prospectus. The Corporation has adopted an option plan (the "Plan") effective July 17, 2008 to assist in attracting, retaining and motivating directors, officers, employees and consultants of the Corporation and its subsidiaries and to closely align the personal interests of such directors, officers, employees and consultants with those of the shareholders of the Corporation by providing them with the opportunity, through the issuance of options, to acquire Common Shares. The Board of Directors of the Corporation may from time to time in its discretion and in accordance with Exchange requirements and the terms of the Plan, grant to directors, officers and eligible 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 of the Corporation exercisable for a period of up to 5 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding number of Common Shares at the date of the grant and the maximum number of Common Shares reserved for issuance to all eligible consultants within a one year period will not exceed 2% of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, (other than consultants whose options will expire 30 days following cessation of the consultant's position with Corporation) provided that if the cessation of office, directorship or eligible consulting arrangement was by reason of death, the option may be exercised within a maximum one year period after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of the options prior to the completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin. See "Escrow Securities".

Options Granted

The Board of Directors has approved the granting of the following options under the Plan, subject to regulatory approval:

Name	Common Shares Reserved Under Option (#)	Exercise or Base Price ($/Share)	Expiration Date(1)
Massimo R. Giovannetti	115,000	$ 0.15	5 years from date of grant
John F. Dunlop	165,000	$ 0.15	5 years from date of grant
Donna Childs	786,333(2)	$ 0.15	5 years from date of grant
David Soles	115,000	$ 0.15	5 years from date of grant
Scott Nicoll	115,000	$ 0.15	5 years from date of grant
Timothy Sebastian	115,000	$ 0.15	5 years from date of grant

The foregoing options are qualified by and will be distributed under this Prospectus.

Note:

(1) The options to purchase 1,411,333 (assuming the Maximum Offering and 844,666 assuming the Minimum Offering) Common Shares will vest immediately on the date of grant.

(2) To be granted only if the Maximum Offering is sold. In the event that the Maximum Offering is not obtained, the number of stock options granted to Donna Childs shall be reduced by 566,667 options and she will be granted 219,666 options.

PRIOR SALES

Since the date of incorporation, 1,780,000 Common Shares have been issued as follows:

Date	Number of Shares	Issue Price per Share	Aggregate Total Issue Price	Nature of Consideration Received
[1] November 16, 2007	1	$0.10	$0.10	Cash
[1] November 16, 2007	1,579,999	$0.075	$118,425.00	Cash
[1] March 20, 2008	200,000	$0.075	$15,000.00	Cash

Note:

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

ESCROW SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 1,780,000 Common Shares issued prior to the Offering at a price below $0.15 per common share and all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction will be deposited with Olympia Trust Company (the "Escrow Holder") under an escrow agreement dated July 17, 2008 (the "Escrow Agreement").

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

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

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

Name and Municipality of Residence	Common Shares	Number of Shares held in escrow	Percentage of Shares prior to giving effect to the Offering	Percentage of Shares after giving effect to the Maximum Offering	Percentage of Shares after giving effect to the Minimum Offering
Massimo Giovannetti Maple, Ontario	200,000	200,000	11.24%	1.42%	2.36%
John F. Dunlop Vancouver, BC	200,000	200,000	11.24%	1.42%	2.36%
Green Chip Consulting Ltd.[1] Prince George, BC	400,000	400,000	22.47%	2.83%	4.7%
R 489 Enterprises Ltd. [2] Golden, BC	340,000	340,000	19.1 %	2.40%	4%
Scott Nicoll	100,000	100,000	5.6%	0.7%	1.18%

Law Corporation [3] Surrey, BC					
Kazuhiro Okitsu Vancouver, BC	100,000	100,000	5.6%	0.7%	1.18%
Benson Services Law Corporation. [4] Surrey, BC	26,667	26,667	1.5%	0.2%	0.3%
James B. Stewart Surrey, BC	26,667	26,667	1.5%	0.2%	0.3%
Trevor Charles Armstrong Surrey, BC	26,667	26,667	1.5%	0.2%	0.3%
David Soles Fort St. James, BC	133,333	133,333	7.5%	0.9%	1.6%
G. Brent Stickland Surrey, BC	26,666	26,666	1.5%	0.2%	0.3%
Natal Holdings Corporation[5] Calgary, AB	200,000	200,000	11.24%	1.42%	2.36%
TOTALS	**1,780,000**	**1,780,000**	**100%**	**12.59%**	**20.94%**

Note:

(1) Donna Childs, a director of the Corporation, is the sole shareholder of Green Chip Consulting Ltd.

(2) The shareholders of R489 Enterprises Ltd. are the Daniel Soles Family Trust, The David Soles Family Trust, the James Soles Family Trust, the John Soles Family Trust, The Jennifer Kennedy Family Trust, the Diane Soles Family Trust and the Elizabeth Mandell Family Trust. David Soles a director of the Corporation exercises no direction or control over this company.

(3) Scott Nicoll Law Corporation is wholly owned by the Scott Nicoll Family Trust of which Scott Nicoll, a director of the Corporation is a trustee.

(4) Benson Services Law Corporation. is a corporation wholly owned by Brian C. Duncan.

(5) Natal Holdings Corporation is a corporation of which Timothy Sebastian, a director of the Corporation, is a majority shareholder.

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

Where the Common Shares of the Corporation which are required to be held in escrow are held by a non-individual (a "holding company"), each holding company pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities 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 Escrow Holder 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 Corporations lists on NEX (i) cancel all Seed Shares purchased by Non-Arm's Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of TSX Venture Policy 2.4 Capital Pool Companies; or (ii) subject to majority shareholders approval, cancel an amount of Seed Shares purchased by Non-Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities On Qualifying Transaction

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

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

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

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

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

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

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

Escrowed Securities on Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence	Type of Ownership	Number of Common Shares[(1)]	Percentage of Common Shares Prior to Offering	Percentage of Common Shares After Maximum Offering[(2)]	Percentage of Common Shares After Minimum Offering[(2)]
Green Chip Consulting Ltd.[(3)] Prince George, BC	Direct	400,000	22.47%	2.83%	4.7%
John F. Dunlop Vancouver, BC	Direct	200,000	11.24%	1.42%	2.36%
Massimo Giovannetti Maple, Ontario	Direct	200,000	11.24%	1.42%	2.36%
Natal Holdings Corporation Calgary, AB	Direct	200,000	11.24%	1.42%	2.36%
R 489 Enterprises Ltd. Golden, BC	Direct	340,000	19%	2.4%	4%

Notes:

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

(2) Before giving effect to the exercise of the Agent's Option or the exercise of stock options granted to directors and officers, assuming no Common Shares are purchased by any of the above shareholders under the Offering and assuming the Offering is sold. The percentage of Common Shares after the Offering, assuming full exercise of all options will be:

Name	Percentage after Exercise of all Options (Maximum Offering)	Percentage after Exercise of all Options (Minimum Offering)
Green Chip Consulting Ltd. [(4)] [(5)]	7.1%	6.2%
John F. Dunlop [(4)]	2.18%	3.66%
Massimo Giovannetti [(4)]	1.87%	3.16%
Natal Holdings Corporation [(6)]	1.87%	3.16%

(3) Green Chip Consulting Ltd. is a BC Corporation, which is controlled by Donna Childs, a director of the Corporation.

(4) Assuming that no Common Shares are purchased by any of the above shareholders under the Offering and assuming all directors and officers exercise all stock options granted to them.

(5) Donna Childs, a director of the Corporation, is a controlling shareholder of Green Chip Consulting Ltd. Assuming she exercises all stock options granted to her if the Maximum Offering is obtained (786,333 options), she will exercise direction and control over 1,186,333 Common Shares of the Corporation. Assuming she exercises all stock options granted to her if the Minimum Offering is obtained (219,666 options), she will exercise direction and control over 619,666 Common Shares of the Corporation.

(6) Natal Holdings Corporation is controlled by Timothy Sebastian, a director of the Corporation.

The percentage of Common Shares beneficially owned, directly or indirectly, by Promoters, directors, senior officers, insiders and control persons of the Corporation, collectively, is 69.29% prior to giving effect to the Offering and 8.69% after giving effect to the Offering (assuming the Maximum Offering is obtained and 14.56% assuming the Minimum Offering is obtained).

DIRECTORS, OFFICERS AND PROMOTERS

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

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

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held[2]	Percentage before Completion of Offering	Percentage on Completion of Maximum Offering[3]	Percentage on Completion of Minimum Offering[3]
Massimo R. Giovannetti Maple, Ontario Director	President of Virgin Venture Capital Corp. since 2002	200,000	11.24%	1.42%	2.36%
John F. Dunlop [1] Vancouver, BC President and Director	President and Director of Addison Bates Capital since May 2001	200,000	11.24%	1.42%	2.36%
Donna Childs [4] [1] Prince George, BC Director	Controller and Secretary for Bluekey Energy Inc. since May, 2006. Payroll clerk for Canfor Forest Products Ltd. May 2005 to August 2005. Contract Financial Analyst with Manitoba Lotteries from September 2002 to May 2003	400,000	22.47%	2.83%	4.7%
David Soles [6] Fort St. James, BC Director	Operations Manager with Ministry of Forests since July 1995	133,333	7.5%	0.9%	1.6%
Scott Nicoll [5] [1] Surrey, BC Director	Partner with law firm of Hamilton Duncan Armstrong & Stewart Law Corporation since April 2003. Associate Lawyer with Hamilton Duncan Armstrong & Stewart Law Corporation from May 1999 to April 2003	100,000	5.6%	0.7%	1.18%
Timothy Sebastian Calgary, AB Director	VP Corporate Development and General Counsel of IROC Energy Services Partnership since January 2008. Counsel with McCarthy Tetrault LLP from March 2006 to January 2008. Lawyer with Bryan & Company LLP from May 2002 to March 2006	200,000	11.24%	1.42%	2.36%
	Total	**1,233,333**	**69.29%**	**8.69%**	**14.56%**

Notes:

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

(2) These shares are subject to escrow restrictions. See "Escrow Provisions". Also, does not include a total of 844,666 stock options (assuming the Maximum Offering is obtained) granted to the Corporation's directors and officers. See "Options to Purchase Securities – Options To Be Granted".

(3) Assuming that no Common Shares are purchased by any of the above shareholders under the Offering and assuming no exercise of the Agent's Option or the stock options granted to the Corporation's directors and officers. See "Plan of Distribution" and "Options to Purchase Securities – Options To Be Granted".

(4) Donna Childs exercises direction and control over 400,000 Common Shares of the Corporation which are owned by Green Chip Consulting Ltd., a B.C. company wholly owned by Donna Childs.

(5) Scott Nicoll exercises direction and control over 100,000 Common Shares of the Corporation which are owned by Scott Nicoll Law Corporation, a B.C. company wholly owned by the Scott Nicoll Family Trust of which Scott Nicoll is a trustee.

Upon the completion of the Offering, the directors, officers, Promoters and other members of management of the Corporation, as a group, will own, directly or indirectly, 1,233,333 Common Shares of the Corporation representing approximately 8.69% (assuming the Maximum Offering is obtained or 14.56% assuming the Minimum Offering is obtained) of the Common Shares then issued and outstanding (assuming none of the directors, officers or Promoters purchase any additional Common Shares in the Offering and assuming no exercise of the Agent's Option or the options granted to the Corporation's directors and officers).

The directors and officers of the Corporation will devote such time and expertise as is required by the Corporation.

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

Massimo R. Giovannetti, 41

Mr. Giovannetti, a Director of the Corporation, has been the President of Virgin Venture Capital Corp., a private mortgage company, since September 2002. He was the sole shareholder of Westminster Securities Inc. from June 2000 to May 2001. He was employed as a salesman for Westminster Insurance Inc. from May 2001 to August 2002. Mr. Giovannetti obtained his Bachelor of Arts degree from York University in 1992. He completed the Canadian Securities Course in 1992, Partners and Director Exam from the Canadian Securities Institute in 2000 and Life Insurance Level 1 (Financial Services Commission of Ontario) in 2001. Mr. Giovannetti was a Director of Cleanfield Alternative Energy Inc. a TSXV company from June 2004 to April 2008.

John F. Dunlop, 73

Mr. Dunlop obtained his Chartered Financial Planner designation in 1987 and his Professional Administrator designation in 1986 (both inactive). He is also a fellow of the Institute of Chartered Secretaries. He is presently President and Director of Addison Bates Capital Corp., a private British Columbia holding company. From June 2000 to September 2003, Mr. Dunlop served as a Director of Far West Industries Inc., a public company listed on the TSXV which manufactured recreational clothing in Vernon, British Columbia. In June 2000, Mr. Dunlop became a Chairman of the Board of Far West Industries Inc. Mr. Dunlop has also served as a director of Paxton International Resources Ltd. (June 2000 to March 2001) and CFE Industries Inc. (March 1999 to April 2000). Mr. Dunlop was also a Director and President of Red Chip Inc. (now Arrow Energy Ltd.) a TSXV company from August 2001 to March 2004.

Donna Childs, 39

Ms. Childs, a Director of the Corporation, has been the Secretary and controller of Bluekey Energy Inc., a biofuel company, since May 2006. She was a payroll clerk with Canfor Forest Products Inc. from May 2005 to August

2005 and was a contract financial analyst with Manitoba Lotteries from September 2002 to May 2003. Ms. Childs attended the College of New Caledonia from 1999 – 2005 and completed the Fast Track CMA Strategic Partner program in 2005 – 2006. She has been a CMA member since September 2005.

David Soles, 53

Mr. Soles, a Director of the Corporation, has been an Operations Manager with the Ministry of Forests since July 1995. He received his Professional Forester (ABCFP) designation in November 1988 and ceased to be an active member as of 2007. Mr. Soles received his Forest Technician diploma from Selkirk College, Castlegar, British Columbia in May 1978.

Scott Nicoll, 44

Mr. Nicoll, Director of the Corporation, has been a partner at the law firm of Hamilton Duncan Armstrong and Stewart Law Corporation ("HDAS") in Surrey, British Columbia since April 2003. Prior to that Mr. Nicoll was an associate Lawyer with HDAS from May 1999 to April 2003. He received his LLB from the University of British Columbia in April 1993, his M.A. from the University of Victoria in April 1988 and his B.A. (Hons.) from Queens University in Kingston, Ontario in April 1986. He has been a member of the Law Society of B.C. since 1994

Timothy John Sebastian, 43

Mr. Sebastian, a Director of the Corporation has been the Vice President of Corporate Development and General Counsel for IROC Energy Services Corp since January 2008. He was counsel with McCarthy Tetrault LLP from March 2006 to January 2008. He was a lawyer with Bryan & Company LLP in Calgary, Alberta from May 2002 to March 2006. Mr. Sebastian obtained his LLB from the University of Alberta, Edmonton in June 1990, and his B.A. from the University of Alberta in April 1987. He has been a member of the Law Society of Alberta since July 1991.

Other Reporting Issuers Experience

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

Name	Name of Reporting Issuer	Position	Name of Exchange or Market (If Applicable)	Period
Massimo Giovannetti	Cleanfield Alternative Energy Inc. (formerly Strike Resources Ltd.)	President Director	TSXV	June 2, 2004 - Sept 15, 2006 June 2, 2004 - April 25, 2008
John F. Dunlop	Red Chip Inc. (now Arrow Energy Ltd.)	President and Director	TSXV	August 2001 – March 2004
	Far West Industries Inc.	Chairman and Director	TSXV	June 2000 – Sept. 2003
Timothy Sebastian	VHQ Entertainment Inc.	Corporate Secretary Director	TSE	October 2000 – May 2002 November 2002 to April 2005
	IROC Services Corp.	Corporate Secretary	TSX	October 2000 – present
	Gamehost Income Fund	Trustee	TSX	June 2004 – present
	E-Quisitions Inc.	Director	TSXV	March 2002 – August 2005

Name	Name of Reporting Issuer	Position	Name of Exchange or Market (If Applicable)	Period
	Virtual Universe Corporation	Director	TSXV	July 2002 - present

Corporate Cease Trade Orders or Bankruptcies

In September 1992, the VSE suspended the shares of Bradbury International Equities Ltd. ("Bradbury") for failure to file financial statements. John F. Dunlop, a director of the Corporation, was a director of Bradbury from September 1991 to December 1992.

In August 2000, the TSXV suspended the shares of Far West Industries Ltd. ("Far West") for failing to meet listing requirements with respect to the market value of Far West's freely tradable publicly held securities. Mr. Dunlop, a director of the Corporation was a director of Far West at that time. Mr. Dunlop was also a director of Jupiter Resources Ltd. from February 1988 to January 1989. Jupiter's shares were suspended from trading due to a reorganization of its affairs.

Other than as stated above, no director, officer, Insider or Promoter of the Corporation has, within the last 10 years, been a director, officer or Promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

No director, officer, Insider or Promoter of the Corporation, or any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by 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 be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

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

Conflicts of Interest

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

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) finders fees;
(v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursement"). No reimbursement may be made for any payment made to lease or buy a vehicle. The Corporation will pay Hamilton, Duncan, Armstrong & Stewart Law Corporation for acting as legal counsel to the Corporation.

The Corporation has reserved up to 1,411,333 Common Shares for options issued to its directors and officers. See "Principal Shareholders" and "Options to Purchase Securities – Options To Be Granted".

Following completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay remuneration to its officers and directors. 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 6.6% or $0.01 per Common Share assuming the Maximum Offering is obtained and there are 14,113,333 Common Shares of the Corporation issued and outstanding following completion of the Offering and immediate dilution of 10.66% or $0.016 per Common Share assuming the Minimum Offering is obtained and there are 8,446,666 Common Shares of the Corporation issued and outstanding following completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

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

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

(b) investment in the Common Shares offered by the 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;

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 10.66% or $0.016 per Common Share assuming the Maximum Offering and 6.6% or $0.01 assuming the Minimum Offering;

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

(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 or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

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

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

DIVIDEND RECORD AND POLICY

The Corporation has not declared and paid any dividends since incorporation and it has no foreseeable plans to declare and pay any dividends. The directors of the Corporation will determine if and when dividends should be declared and paid in the future based on the Corporation's financial position at the relevant time.

INVESTOR RELATIONS AGREEMENTS

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Hamilton Duncan Armstrong & Stewart Law Corporation on behalf of the Corporation, and by Getz Prince Wells LLP on behalf of the Agent.

Other than Scott Nicoll, the majority shareholder of Scott Nicoll Law Corporation, James Stewart, Brian C. Duncan, the sole shareholder of Benson Services Law Corporation, Trevor C. Armstrong, and G. Brent Stickland, all partners in the law firm of Hamilton Duncan Armstrong & Stewart Law Corporation, no beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an associate or affiliate of the Corporation, are held by a professional person, a responsible solicitor or any partner of a responsible solicitor's firm. As of the date hereof, the partners of Hamilton Duncan Armstrong & Stewart Law Corporation, as a group, beneficially own, directly or indirectly, 206,667 Common Shares and will be granted options to purchase an aggregate of 115,000 Common Shares.

Other than Scott Nicoll who is a director of the Corporation, no professional person, nor the responsible solicitor or any partner of the responsible solicitor's firm is, or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an associate or affiliate of the Corporation, or a promoter of the Corporation or of an associate or affiliate of the Corporation.

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

In this section, “responsible solicitor” means the solicitor who is primarily responsible for the preparation of or for advice to the Corporation or Agent with respect to the contents of this prospectus.

AUDITORS

The auditors of the Corporation are Dale Matheson Carr, Suite 301 – 1656 Martin Drive, White Rock, BC V4A 6E7

TRANSFER AGENT AND REGISTRAR

The registrar and transfer agent of the Common Shares is Olympia Trust Company, 1900 Cathedral Place, 925 West Georgia Street, Vancouver, BC V6C 3L2.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Certain directors and officers of the Corporation have acquired Common Shares of the Corporation. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares pursuant to the Corporation’s Option Plan. See “Principal Shareholders” and “Options to Purchase Securities”.

MATERIAL CONTRACTS

The following are the material contracts of the Corporation entered into since the date of its incorporation and prior to the date of this prospectus:

(1) Escrow Agreement dated the date hereof among the Corporation, Olympia Trust Company and certain shareholders of the Corporation. See “Escrow Securities”.

(2) Transfer Agency and Registrarship Agreement dated the date hereof between the Corporation and Olympia Trust Company.

(3) Agency Agreement dated ◆ between the Corporation and the Agent. See “Plan of Distribution”.

The material contracts described above may be inspected at the registered office of the Corporation at Suite 1450, 13401 – 108th Avenue, Surrey, BC, V3T 5T3 during normal business hours during the period of the distribution of the Common Shares being distributed hereunder and for a period of thirty days thereafter.

OTHER MATERIAL FACTS

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

PURCHASERS’ STATUTORY RIGHTS

Securities legislation in the provinces of Alberta, Ontario and British Columbia provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contain 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 applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal advisor.

WARNIC 1 ENTERPRISES LTD.

FINANCIAL STATEMENTS

JUNE 30, 2008

AUDITORS' REPORT

To the Directors of
Warnic 1 Enterprises Ltd.

We have audited the balance sheet of Warnic 1 Enterprises Ltd. as at June 30, 2008 and the statements of loss and deficit and cash flows for the period from the date of incorporation on November 16, 2007 to June 30, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2008 and the results of its operations and its cash flows for the period from the date of incorporation on November 16, 2007 to June 30, 2008 in accordance with Canadian generally accepted accounting principles.

White Rock, Canada

Dale Matheson Carr-Hilton LaBonte LLP
Chartered Accountants

WARNIC 1 ENTERPRISES LTD.
Balance Sheet
June 30, 2008

Assets		
Current assets:		
Cash	**$**	**74,878**
Deferred costs (note 3)		**56,886**
	$	**131,764**
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	**$**	**8,642**
Shareholders' equity:		
Share capital (note 4)		**133,500**
Deficit		**(10,378)**
		123,122
	$	**131,764**

Nature of operations (note 1)

Prospectus (note 5)

Approved on behalf of the Board:

______________________________ ______________________________

See accompanying notes to financial statements.

WARNIC 1 ENTERPRISES LTD.

Statement of Operations and Deficit
For the period November 16, 2007 (Date of Incorporation) to June 30, 2008

Expenses:		
Professional fees (note 6)	**$**	**10,378**
Loss, being deficit end of the period		**(10,378)**
Weighted average number of common shares outstanding – basic and diluted		**590,410**
Basic and diluted loss per common share	**$**	**(0.01)**

See accompanying notes to financial statements.

WARNIC 1 ENTERPRISES LTD.

Statement of Cash Flows
For the period November 16, 2007 (Date of Incorporation) to June 30, 2008

Cash provided by (used in):		
Operating Activities:		
Loss for the period	$	**(10,378)**
Changes in non-cash working capital:		
Accounts payable and accrued liabilities		**8,642**
Net cash used in operating activities		**(1,736)**
Financing Activities:		
Deferred costs		**(56,886)**
Proceeds on share issuance		**133,500**
Net cash provided by financing activities		**76,614**
Cash, end of period	$	**74,878**

Supplementary cash flow information:

Significant non-cash transactions for the period ended June 30, 2008 include the Company accruing professional fees of $8,642.

Cash paid for interest	$	–
Cash paid for income taxes	$	–

See accompanying notes to financial statements.

1. Nature of operations

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) on November 16, 2007.

The Company has applied to become a Capital Pool Company as its principal business is the identification and evaluation of companies, assets or a business with a view to completing a Qualifying Transaction in accordance with Policy 2.4 of the TSX Venture Exchange ("Exchange"). Such a transaction will be subject to shareholder and regulatory approval.

The Company's continuing operations are dependent upon its ability to identify, evaluate and negotiate a Qualifying Transaction.

2. Significant account policies

a. Use of estimates

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

b. Financial instruments

The carrying amounts of cash and accounts payable approximate fair value because of the short-term maturity of these items.

c. Stock-based compensation

The Company has adopted the accounting recommendations of the CICA Handbook, *Stock-based compensation and other stock-based payments*, whereby it will be expensing all stock-based compensation awards at fair value commencing with its initial fiscal period ending June 30, 2008.

d. Loss per share

The Company uses the treasury stock method for the computation and disclosure of loss per share. The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments which assume that proceeds received from in-the-money stock options are used to repurchase common shares at the prevailing market rate.

Basic loss per share figure has been calculated using the weighted average number of shares outstanding during the period. Diluted loss per share figure is equal to that of basic loss per share for the period because there are no dilutive instruments outstanding.

2. Significant account policies (continued)

e. Future income taxes

Future income taxes are recognized for the future income tax consequences attributable to differences between financial statement carrying values and their corresponding tax values (temporary differences). Future income tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in years in which temporary differences are expected to be recovered, or settled. The effect on futures income tax assets and liabilities of a change in tax rates is included in income in the period in which the change occurs. The amount of future income tax assets that would be recognized is limited to the amount that, in the opinion of management, is more likely than not to be realized.

f. Risk management

The Company is not exposed to significant interest rate risk or credit risk.

The Company's functional currency is the Canadian dollar. All current operations occur within Canada. There is currently no significant foreign exchange risk to the Company.

3. Deferred costs

Deferred costs include $38,386 paid in legal fees (see Note 6) and $18,500 paid to the Agent (see Note 5). These costs relate to the listing of the Company on the Exchange and undertaking an initial public offering ("IPO"). Upon successful completion of the IPO, these costs will be recorded as a reduction of share capital. If the IPO is not successfully completed, these costs will be charged to the statement of loss and deficit.

4. Share capital

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and fully paid

	Number of Shares	Amount
Common shares issued for cash	1,780,000	$133,500

During the current period ended, 1,780,000 common shares at $0.075 per share were issued to directors, associates of directors and officers of the Company, for gross proceeds of $133,500. All shares will be held in escrow and will be deposited with a trustee under an escrow agreement.

4. Share Capital (continued)

Under the escrow agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin approving a Qualifying Transaction and an additional 15% will be released every six months following the initial release over a period of thirty six months.

(c) Stock Options

On July 17, 2008, the Company adopted an incentive stock option plan, which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares to be outstanding at Closing. 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 will not exceed the issued and outstanding common shares by five percent (5%) to any individual director or officer, ten percent (10%) to any insiders and two percent (2%) to any technical consultants. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company, 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.

On July 17, 2008 the Company approved the grant of minimum 844,666 and maximum 1,411,333 incentive stock options pursuant to the Stock Option Plan to its directors and officers subject to approval of the Company's IPO by the securities regulatory authorities. The options are exercisable for a period of up to five years at a price of $0.15 per share. The Company will record a fair value for the stock options on the date the IPO is approved.

5. Prospectus

On January 9, 2008, the Company entered into a letter of engagement and appointed Wolverton Securities Ltd. (the "Agent") as lead agent of a proposed IPO with a minimum of 6,666,666 common shares and a maximum of 12,333,333 common shares at $0.15 per share for gross proceeds of $1,000,000 and $1,850,000 respectively. The Agent will receive a commission of 10% of the gross proceeds of the offering and a corporate finance fee of $20,000, of which $10,000 plus GST has been paid as a non-refundable fee and the balance is due on the closing. The Company will also grant the Agent a non-transferable option ("agent's option") to acquire up to 10% of all common shares issued under the offering at an exercise price of $0.15 per common share, exercisable for a period of 24 months from the date the Company's common shares are listed for trading on the Exchange.

The Company has also advanced the Agent $8,000 as an initial retainer to pay for costs of the offering. A total of $18,500, recorded as deferred costs until the completion of the IPO, has been provided to the Agent. See note 3.

6. Related Party Transaction

During the period ended June 30, 2008, the Company paid professional fees of $41,149 to a law firm of which a director of the Company is a partner. Of this amount, $38,386 is included in deferred costs (see Note 3) and $2,763 is included in professional fees expense.

CERTIFICATE OF THE CORPORATION

Date: July 17, 2008

The foregoing 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, Alberta and Ontario.

Original signed by "*John F. Dunlop*"	Original signed by "*Donna Childs*"
John F. Dunlop, President and Director	Donna Childs, CFO and Director

ON BEHALF OF THE BOARD OF DIRECTORS

Original signed by "*Massimo R. Giovannetti*"	Original signed by "*Scott Nicoll*"
Massimo R. Giovannetti Director	Scott Nicoll Director

CERTIFICATE OF THE PROMOTERS

Date: July 17, 2008

The foregoing 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, Alberta and Ontario.

Original signed by "*John F. Dunlop*"

John F. Dunlop
Promoter

CERTIFICATE OF THE AGENT

Date: July 17, 2008

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

Wolverton Securities Ltd.

Original signed by *"Brent Wolverton"*

Brent Wolverton, President