***A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of Alberta and British Columbia and with the TSX Venture Exchange Inc. but has not yet become final for the purposes 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 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 August 1, 2008

# EAGLE I CAPITAL CORPORATION

(a capital pool company)

**$300,000**
**1,500,000 Common Shares**

Price: $0.20 per Common Share

**Agent's Option to Acquire 150,000 Common Shares at a price of $0.20 per Common Share**

**Directors' and Officers' Options to Acquire 500,000 Common Shares at a price of $0.20 per Common Share**

Eagle I Capital Corporation (the "**Corporation**") hereby offers through its agent, Canaccord Capital Corporation, (the "**Agent**"), 1,500,000 common shares in the capital of the Corporation (the "**Common Shares**") for sale to the public at a price of $0.20 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 hereinafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction 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 Corporation(2) |
|---|---|---|---|---|
| Per Common Share | 1 | $0.20 | $0.02 | $0.18 |
| Total Offering(3) | 1,500,000 | $300,000 | $30,000 | $270,000 |

Notes:

(1) A commission of 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent will be paid an administration fee of $10,000 and will be reimbursed by the Corporation for its expenses, including legal fees, estimated at $10,000. The Corporation will also grant to the Agent a non-transferable option (the "**Agent's Option**") to purchase 150,000 Common Shares representing 10% of the total number of Common Shares sold pursuant to the Offering at an exercise price of $0.20 per Common Share. The Agent's Option may be exercised for a period of 24 months from the date the Common Shares are listed on the Exchange. This prospectus qualifies the grant of all of the Agent's Options and all of the options granted to the Corporation's directors and officers. See "Plan of Distribution – Agency Agreement and Agent's Compensation" and "Share Options".

(2) Before deducting the costs of this issue estimated at $70,750, which includes legal and audit fees and other expenses of the Corporation estimated at $43,000, Agent's expenses and legal fees (including GST and disbursements) estimated at $10,000, and the estimated listing fee of $15,000 payable to the Exchange and filing fees of $2,750 payable to the respective Commissions. See "Use of Proceeds".

(3) A total of 1,500,000 Common Shares are offered by this prospectus. In addition, this prospectus qualifies for distribution the grant of the Agent's Option and options granted to directors and officers of the Corporation. See "Plan of Distribution" and "Share Options".

This Offering is made on a best commercial efforts basis by the Agent and is subject to a minimum subscription of 1,500,000 Common Shares for gross proceeds to the Corporation of $300,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the agency agreement between the Corporation and the Agent dated [ • ] (the "**Agency Agreement**"). If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Corporation will grant to the Agent a non-transferable Agent's Option to purchase up to 150,000 Common Shares (the "**Agent's Shares**") equal to 10% of offered securities sold at a price of $0.20 per Agent's Share, and expiring 24 months from the date the Corporation's shares are listed on the Exchange, provided that no more than 50% of the aggregate number of Agent's Shares may be sold by the Agent before the Completion of the Qualifying Transaction:

| **Agent's Position** | **Maximum size or number of securities available** | **Exercise period or acquisition date** | **Exercise price or average acquisition price** |
|---|---|---|---|
| Over-allotment option | -- | -- | -- |
| Compensation option | 150,000 | From date of grant until 24 months from the date the Corporation's shares are listed on the Exchange. | $0.20 |
| Any other option granted by issuer or insider of issuer to Agent | -- | -- | -- |
| Total securities under option issuable to Agent | 150,000(1) | | |
| Other compensation securities issuable to Agent | -- | -- | -- |

Note:

(1) The grant of the Agent's Option is qualified under this prospectus. See "Agency Agreement and Agent's Compensation".

David Horton, a Promoter and director of the Corporation, is also a Senior Vice President and director of the Agent. As such, the Corporation may be considered a "connected issuer" of the Agent within the meaning of National Instrument 33-105 – *Underwriting Conflicts*. See "Relationship Between the Corporation and the Agent".

This prospectus also qualifies for distribution the options that have been granted to directors and officers of the Corporation (the "**Directors' and Officers' Options**"). The Directors' and Officers' Options entitle the holders thereof to purchase up to an aggregate of 500,000 Common Shares at a price of $0.20 per Common Share, and such options may be exercised for a period of five years from the date of grant. See "Share Options".

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

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

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

**There is no market through which the Common Shares offered by this prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of $0.05 or 25%.**

**The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction which receives Exchange approval and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. The Corporation has commenced the process of identifying potential acquisitions, but to date, the Corporation has not identified any potential acquisitions. The Corporation may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation has not entered into an Agreement in Principle, as hereinafter defined. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.**

**The Corporation will be in competition with other entities with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. In addition, delisting of the Common Shares may result in the cancellation of all or some of the Common Shares of the Corporation owned by Non Arm's Length Parties, as hereinafter defined, issued prior to this Offering.**

**Investors must rely solely on the expertise of the Corporation's Promoters, as hereinafter defined, directors and officers for any possible return on their investment. The Corporation's Promoters, directors, officers and Control Persons, as hereinafter defined, and their Associates, as hereinafter defined, and Affiliates, as hereinafter defined, as a group, beneficially own or control, directly or indirectly, 2,750,000 Common Shares, which represents 78.6% of the issued and outstanding Common Shares before giving effect to this Offering and 55% of the issued and outstanding Common Shares after giving effect to this Offering. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "Capitalization", "Dilution", "Business of the Corporation", "Directors and Officers", "Use of Proceeds", "Conflicts of Interest" and "Risk Factors".**

The Agent offers these Common Shares, on a best commercial efforts basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement and subject to the approval of certain legal matters by Fraser Milner Casgrain LLP, on behalf of the Corporation and by Miller Thomson LLP, on behalf of the Agent.

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 30,000 ($6,000) of the total 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 60,000 ($12,000) of the total number of Common Shares offered under this prospectus.

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

Subscriptions will be received subject to rejection or allotment in whole or in part by the Corporation, 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 date.

**Canaccord Capital Corporation**
**P.O. Box 10337**
**2200 – 609 Granville Street**
**Vancouver, B.C. V7Y 1H2**
**Tel: (604) 643-7300**
**Fax: (604) 643-7493**

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## GLOSSARY

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

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

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

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

A company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person; or

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

"**Agency Agreement**" means the agency agreement dated [ • ] , 2008 between the Corporation and the Agent.

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

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent entitling the Agent to acquire 150,000 Agent's Shares equal to 10% of the number of Common Shares sold pursuant to the Offering at an exercise price of $0.20 per Agent's Share, expiring 24 months from the date of the listing of the Common Shares on the Exchange.

"**Agent's Shares**" means the Common Shares acquired upon exercise of the Agent's Option.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person;

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

(d) in the case of a Person who is an individual:

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

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

but:

(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.

"**CDNX**" means the Canadian Venture Exchange Inc., a predecessor of the Exchange.

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

"**Common Shares**" means the common shares in the share capital of the Corporation, which are single voting common shares of the Corporation.

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

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

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

"**Corporation**" means Eagle I Capital Corporation, a corporation incorporated under the *Business Corporations Act* (British Columbia), having an office in the City of Vancouver, in the Province of British Columbia.

"**CPC**" means a corporation:

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

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

"**CPC Policy**" means Policy 2.4 of the Exchange's *Corporate Finance Manual*.

"**Directors' and Officers' Options**" means the options to purchase Common Shares issued by the Corporation to its directors and officers, entitling the holders thereof to purchase up to an aggregate of 500,000 Common Shares at $0.20 per Common Share up until June 6, 2013.

"**Escrow Agreement**" means the escrow agreement dated [ • ], 2008 among the Corporation, Computershare Investor Services Inc. and certain founding shareholders of the Corporation.

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

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

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

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

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

(b) a director or senior officer of 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.

"**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 the Qualifying Transaction by the majority of the votes cast by shareholders, other than:

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

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

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

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

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

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

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

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

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

“**NEX**” means the market on which former Exchange and TSX Issuers that do not meet Exchange tier maintenance requirements for tier 2 Issuers may continue to trade.

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

“**Non Arm’s Length Party**” means:

(a) in relation to a company, a Promoter, officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons; and

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

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

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

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

“**Principal**” means:

(a) a Person who acted as a Promoter of the Issuer within two years before the IPO prospectus or the Final Exchange Bulletin;

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

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

(d) a 10% holder - a Person that:

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

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

In calculating the percentages for items (c) and (d) above, 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 with more than 50% of the voting rights attached to the Issuer’s outstanding securities held by one or more Principals will be treated as a Principal and in calculating this percentage, securities of the Issuer that may be issued to the Principals under outstanding convertible securities are to be included in both the Principals’ securities of the Issuer and the total outstanding securities of the Issuer.

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

"**Pro Group**" means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

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

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

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

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

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

"**Promoter**" has the meaning specified in section l 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 *Protection of Minority Security Holders in Special Transactions*, 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 System for Electronic Document Analysis and Retrieval.

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

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

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

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

"**TSX**" means the Toronto Stock Exchange.

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

## PROSPECTUS SUMMARY

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

| | |
|---|---|
| **Business of the Corporation:** | The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimal amount of cash. The Corporation has not identified any potential acquisitions. An acquisition financed by the issuance of treasury shares could result in a change in control of the Corporation and may cause the shareholders' interests in the Corporation to be reduced. See "Business of the Corporation". |
| **Offering:** | A total of 1,500,000 Common Shares are being offered under this prospectus at a price of $0.20 per Common Share. In addition, the Corporation will grant an option to the Agent to purchase 150,000 Common Shares at an exercise price of $0.20 per Agent's Share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange. The grant of the Agent's Option is qualified under this prospectus. The Agent's Shares equal 10% of the number of Common Shares sold in the Offering. See "Plan of Distribution". The Corporation also granted options to purchase up to an aggregate of 500,000 Common Shares to directors and officers of the Corporation, which options are qualified for distribution under this prospectus. See "Share Options". |
| **Use of Proceeds:** | The net proceeds to the Corporation from the Offering will be $649,250. The net proceeds of this Offering, along with the proceeds from prior sales of Common Shares, will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Corporation" and "Risk Factors". |
| **Management and Directors:** | Barry Atkins - President, Chief Executive Officer and Director<br>David J. Horton - Director<br>Donald Padgett - Director<br>Barney Magnusson - Chief Financial Officer, Corporate Secretary and Director<br>Mr. Horton may be considered to be a Promoter of the Corporation. See "Directors, Officers and Promoter". |
| **Escrowed Securities:** | 2,800,000 Common Shares that were issued prior to this Offering at a price below $0.20 per Common Share or to Non Arm's Length Parties of the Corporation and members of the Aggregate Pro Group will be deposited in escrow under the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities". |

| | |
|---|---|
| **Risk Factors:** | Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 25% or $0.05 per Common Share. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying 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.<br><br>The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "Business of the Corporation", "Directors and Officers", "Capitalization", "Dilution", "Risk Factors" and "Conflicts of Interest". |

## THE CORPORATION

The Corporation was incorporated on October 23, 2007 pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Eagle I Capital Corporation".

The head office of the Corporation is located at 405 – 1311 Howe Street, Vancouver, British Columbia. The registered office of the Corporation is located at 1500 – 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H8.

## BUSINESS OF THE CORPORATION

### Preliminary Expenses

Other than $[ • ] paid to the Agent as a retainer, legal fees of $13,949.59 for legal counsel to the Corporation, audit fees of $5,000, filing fees of $2,750 to the Commissions and the payment of the minimum listing fee to the Exchange of $5,250, the Corporation has not incurred any additional expenses to date in proceeding with the Offering. However, certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor, legal expenses and the Agent's legal counsel. See "Use of Proceeds".

### Proposed Operations until Completion of a Qualifying Transaction

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

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

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

### Method of Financing

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

### Criteria for a Qualifying Transaction

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

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

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

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

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

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

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

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

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

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

**Minimum Listing Requirements**

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

**Trading Halts, Suspensions and Delisting**

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of Form 2G – *Sponsorship Acknowledgment Form* as required by the Exchange where the Qualifying

Transaction is subject to sponsorship. In addition, personal information forms, or, if applicable, declarations for all individuals who may be directors, senior officers, Promoters, or Insiders of the Resulting Issuer must be filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable must also be completed before the trading halt will be lifted by the Exchange.

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

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

(b) the number of conditions precedent to, or the nature and number of deficiencies required to be resolved prior to, the 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 the 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 Shareholder Approval of a Non Arm’s Length Qualifying Transaction”.

If the Corporation does not complete a Qualifying Transaction within 24 months after the date of listing, the Corporation may apply for listing on NEX rather than be delisted. In order to be eligible to list on NEX, the Corporation must:

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

(b) either:

    (i) cancel all escrowed Common Shares purchased by Non Arm’s Length Parties to the Corporation at a discount to the Offering Price in accordance with section 11.2(a) of the CPC Policy; or

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

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

**Refusal of Qualifying Transaction**

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

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

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

(i) a Member firm of the Exchange;

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

(iii) associates of any such person,

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

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

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

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

## USE OF PROCEEDS

### Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of all the Common Shares offered by this prospectus will be $300,000. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus was $450,000. From these aggregate gross proceeds of $750,000 will be deducted as expenses and costs of this issue estimated in the aggregate, including legal, accounting, printing, regulatory fees and the Agent's commission, to be approximately $100,750.

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

| | |
|---|---|
| Gross cash proceeds raised prior to this Offering (Seed Shares)(1) | $450,000 |
| Expenses and costs relating to raising Seed Share cash proceeds | nil(2) |
| Gross cash proceeds to be raised pursuant to this Offering | $300,000 |
| Estimated expenses and costs relating to this Offering(3) | $(100,750) |
| Estimated funds available on completion of the Offering(4) | **$649,250** |
| Funds available for identifying and evaluating assets or business prospects(4)(5) | $601,250 |
| Estimated general and administrative expenses until Completion of a Qualifying Transaction(6) | $48,000 |
| Total net proceeds | $649,250 |

Notes:

(1) See "Prior Sales".

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

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

(4) If the Agent exercises the Agent's Option and the directors and officers of the Corporation exercise the Directors' and Officers' Options, there will be available to the Corporation a maximum of an additional $130,000 which will be added to the working capital of the Corporation. There is no assurance that the foregoing options will be exercised.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $601,250 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 the Completion of the Qualifying Transaction.

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

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

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

**Permitted Use of Funds**

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

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

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

**Prohibited Payments to Non Arm's Length Parties**

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

(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.

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

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

Non Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "Permitted Use of Funds".

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

## PLAN OF DISTRIBUTION

### Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement dated [ • ], 2008 between the Corporation and Canaccord Capital Corporation (previously defined as the "Agent"), the Corporation has appointed the Agent as its agent to offer for sale on a best commercial efforts basis to the public 1,500,000 Common Shares as provided in this prospectus, at a price of $0.20 per Common Share, for gross proceeds of $300,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, which would equal $30,000 for the entire Offering. In addition, the Agent will be paid an administration fee of $10,000 and the Corporation will pay the Agent's expenses, including legal fees, estimated at $10,000.

The Corporation has also agreed to grant to the Agent a non-transferable Agent's Option to purchase 150,000 Common Shares representing 10% of the total number of Common Shares sold to the public pursuant to the Offering at an exercise price of $0.20 per Agent's 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. All of the Agent's Option is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

The Agent has agreed to use its best commercial 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.

### Best Efforts Offering and Minimum Distribution

The total Offering is 1,500,000 Common Shares at a price of $0.20 per share for total gross proceeds of $300,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 30,000 of the total number of Common Shares under the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% or 60,000 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 proceeds of $300,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

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

### Other Securities to be Distributed

The Directors' and Officers' Options are also qualified for distribution pursuant to this prospectus. The Directors' and Officers' Options entitle the holders to purchase up to an aggregate of 500,000 Common Shares at a price of

$0.20 per Common Share and such options may be exercised for a period of five years from the date of grant. See "Plan of Distribution" and "Share Options".

**Determination of Price**

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

**Listing Application**

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

**Subscriptions by and Restrictions on the Agent**

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

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

The Agent has advised the Corporation that to the best of its knowledge and belief, the following directors, officers, employees or contractors of the Aggregate Pro Group have subscribed for Common Shares of the Corporation:

(a) David Horton – 100,000 Common Shares; and

(b) Rick Langer – 50,000 Common Shares.

**Restrictions on Trading**

Other than the Initial Public Offering of the Common Shares pursuant to this prospectus, the grant of the Agent's Option, and the grant of the Directors' and Officers' Options, no securities of the Corporation will be permitted to be issued during the period between the date(s) a receipt for the preliminary prospectus is issued by the Alberta Securities Commission and the British Columbia Securities Commission and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

## DESCRIPTION OF SHARE CAPITAL

**Common Shares**

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 3,500,000 are issued and outstanding as fully paid and non-assessable. In addition, 1,500,000 Common Shares are reserved for issuance under this prospectus, 150,000 Common Shares are reserved for issuance under the Agent's Option, and 500,000 Common Shares are reserved for issuance pursuant to the Directors' and Officers' Options. See "Plan of Distribution".

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

## CAPITALIZATION

| Designation of Security | Amount Authorized | Amount Outstanding as of the date of the Balance Sheet contained in this Prospectus(1) | Amount Outstanding as of date of this Prospectus(1) | Amount Outstanding After Giving Effect to this Offering(2)(3)(4) |
|---|---|---|---|---|
| Common Shares | unlimited | \$450,000 (3,500,000 shares) | \$450,000 (3,500,000 shares) | \$750,000 (5,000,000 shares) |
| Long Term Debt | Nil | Nil | Nil | Nil |

Notes:

(1) As at May 31, 2008, and as at the date hereof, the Corporation had not commenced operations and had retained earnings of \$nil.

(2) There has been no material change in the share and loan capital of the Corporation since the most recent balance sheet contained in the prospectus.

(3) Funds estimated available upon completion of the Offering are expected to amount to \$649,250, which is net of the \$100,750 estimated expenses of this Offering. See "Use of Proceeds".

(4) The Corporation has reserved 150,000 Agent's Shares to be issued pursuant to the Agent's Option. The Agent's Option will have an exercise price of \$0.20 per Agent's Share, and the Agent's Option will be exercisable for a period of 24 months from the date the Common Shares are listed on the Exchange. The Corporation has also granted 500,000 Directors' and Officers' Options. See "Share Options".

## SHARE OPTIONS

The Corporation has adopted an incentive stock option plan (the "**Option Plan**") which provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares, provided that until the completion of a Qualifying Transaction, the maximum number of optioned Common Shares which may be outstanding from time to time shall not be greater than 500,000. Such options will be exercisable for a period of up to five years from the date of grant. In connection with the foregoing, the Option Plan provides that no more than 5% of the issued shares of the Corporation will be granted to any individual in any 12-month period; no more than 2% of the issued shares of the Corporation will be granted to any one consultant in any 12-month period; and no more than an aggregate of 2% of the issued shared of the Corporation will be granted to an employee conducting investor relations activities in any 12-month period. The Corporation, as long as it is a CPC, will not grant options to any person providing investor relations activities, promotional or market-making services. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, employment, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options under the Option Plan prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

Pursuant to the Option Plan the board of directors of the Corporation has granted the following Directors' and Officers' Options, which are qualified for distribution pursuant to this prospectus:

| Optionee | Number of Common Shares Under Option | Exercise Price Per Common Share | Expiry Date |
|---|---|---|---|
| Donald Padgett | 125,000 | $0.20 | June 6, 2013 |
| Barry Atkins | 125,000 | $0.20 | June 6, 2013 |
| Barney Magnusson | 125,000 | $0.20 | June 6, 2013 |
| David Horton | 125,000 | $0.20 | June 6, 2013 |
| Total | 500,000 | | |

**Note:** For the purpose of the number of Common Shares reserved under the Option Plan and the number of options granted, the Corporation has taken into account the 1,500,000 Common Shares offered under this prospectus.

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

| Optionee | Number of Common Shares Under Option | Exercise Price Per Common Share | Expiry Date |
|---|---|---|---|
| Canaccord Capital Corporation | Up to 150,000 | $0.20 | 24 months from listing date on the Exchange |

## PRIOR SALES

Since the date of incorporation of the Corporation, 3,500,000 Common Shares have been issued and are currently outstanding as follows. Common Shares issued to any member of the Aggregate Pro Group (as such term is defined in the CPC Policy) are identified by an *, as applicable:

| Date | Number of Common Shares | Issue Price Per Share | Aggregate Issue Price | Consideration Received |
|---|---|---|---|---|
| October 23, 2007 | 1(1) | $0.15 | $0.15 | cash |
| October 23, 2007 | 2,500,000(2) | $0.15 | $375,000 | - |
| April 21, 2008 | 1(3) | $0.10 | $0.10 | cash |
| May 5, 2008 | 2,500,000(4) | $0.10 | $250,000 | cash |
| May 5, 2008 | 300,000(5) | $0.20 | $60,000 | cash |
| May 28, 2008 | 700,000* | $0.20 | $140,000 | cash |
| **TOTAL** | **3,500,000** | - | **$450,000** | |

Notes:

(1) This Common Share has been repurchased by the Corporation and cancelled.

(2) The Corporation did not receive consideration for these Common Shares and thus cancelled these Common Shares.

(3) This Common Share has been repurchased by the Corporation and cancelled.

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

(5) 150,000 Common Shares are subject to escrow restrictions. See "Escrowed Securities".

* 150,000 Common Shares were issued to members of the Aggregate Pro Group See "Escrowed Securities".

## ESCROWED SECURITIES

2,800,000 Common Shares issued prior to this Offering at a price below $0.20 per Common Share, and all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by the Aggregate Pro Group prior to this Offering will be deposited with Computershare Investor Services Inc. under an escrow agreement dated [ • ], 2008 (the "**Escrow Agreement**").

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

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

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

| Name and Municipality of Residence of Shareholder | Common Shares | Number of Common Shares Escrowed | Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering | Percentage of Common Shares of the Corporation After Giving Effect to the Offering[1] |
|---|---|---|---|---|
| Adventure Ventures, LLC[2]<br>Carefree, Arizona | 2,500,000 | 2,500,000 | 71.4% | 50% |
| David J. Horton<br>West Vancouver, British Columbia | 100,000 | 100,000 | 2.9% | 2% |
| Barney Magnusson<br>West Vancouver, British Columbia | 50,000 | 50,000 | 1.4% | 1% |
| 1091096 Ontario Inc.[3]<br>North Vancouver, British Columbia | 100,000 | 100,000 | 2.9% | 2% |
| Rick Langer<br>West Vancouver, British Columbia | 50,000 | 50,000 | 1.4% | 1% |

Notes:
(1) Assuming no Common Shares are purchased by these persons under the Offering.
(2) Adventure Ventures, LLC is a holding company controlled by Barry Atkins.
(3) 1091096 Ontario Inc. is a holding company controlled by Donald Padgett.

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

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

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

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

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

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

(b) if the Corporation lists on NEX, either

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

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

**Escrowed Securities on Qualifying Transaction**

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

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

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

(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 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

The following table lists those persons who own 10% or more of the issued and outstanding Common Shares of the Corporation as at the date hereof:

| Name and Municipality of Residence of Shareholder | Type of Ownership | Number of Shares | Percentage of Shares Owned Before Offering | Percentage of Shares Owned After Offering(1)(2) |
|---|---|---|---|---|
| Adventure Ventures, LLC(3)<br>Carefree, Arizona | Of Record | 2,500,000 | 71.4% | 50% |

Notes:

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

(2) If calculated on a fully diluted basis, assuming the exercise of all of the Agent's Option and the Directors' and Officers' Options, Barry Atkins would own directly or indirectly approximately 46.5% of the Common Shares after giving effect to the Offering.

(3) Adventure Ventures, LLC is a holding company controlled by Barry Atkins.

## DIRECTORS, OFFICERS AND PROMOTER

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

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

| Name, Municipality of Residence | Positions and Offices Held | Common Shares Held | Percentage of Shares Owned Before Offering | Percentage of Shares Owned After Offering(1)(2) |
|---|---|---|---|---|
| Barry Atkins<br>Carefree, Arizona | President, Chief Executive Officer and Director | 2,500,000(3) | 71.4% | 50% |
| David J. Horton<br>West Vancouver, British Columbia | Director and Promoter | 100,000 | 2.9% | 2% |
| Donald Padgett(4)<br>North Vancouver, British Columbia | Director | 100,000 | 2.9% | 2% |
| Barney Magnusson<br>West Vancouver, British Columbia | Chief Financial Officer, Corporate Secretary and Director | 50,000 | 1.4% | 1% |

Notes:

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

(2) If calculated on a fully diluted basis, assuming the exercise of all of the Agent's Options and Directors' and Officers' Options, each of the directors and officers would own approximately the following percentage of the Common Shares after giving effect to the Offering: Barry Atkins – 46.5%, David J. Horton – 4.0%, Donald Padgett – 4.0% and Barney Magnusson – 3.1%.

(3) Common Shares owned through holding company Adventure Ventures, LLC.

(4) Common Shares owned through holding company 1091096 Ontario Inc.

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors and officers of the Corporation, collectively, is approximately 78.6% (undiluted) before giving effect to this Offering and approximately 55% (undiluted) after giving effect to this Offering, assuming that no Common Shares are purchased by these persons under this Offering.

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

*Barry Atkins – President, Chief Executive Officer and Director*
*Carefree, Arizona, Age 57*

Mr. Atkins brings over 25 years of business management, financial and technical experience to the Corporation. Mr. Atkins was the founder and President of several start-up companies over the past 25 years that were involved in the telecommunications industry. He has also worked with companies to automate operations, restructure management and obtain additional financing for expansion. Mr. Atkins intends to devote approximately 30% of his working time to the management of the Corporation and the completion of the Qualifying Transaction.

*David J. Horton – Director and Promoter*
*West Vancouver, British Columbia, Age 72*

Mr. Horton joined Canaccord Capital Corporation in 1990 and is currently a Senior Vice-President and Director of Canaccord Capital Corporation. He has experience raising capital for public financings, consulting, company evaluations, turnarounds and deal structuring. Mr. Horton is a former director of IMA Exploration Inc. and Golden

Arrow Resources Corporation, both of which are public companies. He holds a Bachelor of Commerce degree from the University of British Columbia and an MBA from the University of Western Ontario. Mr. Horton intends to devote approximately 20% of his working time to the management of the Corporation and the completion of the Qualifying Transaction.

Mr. Horton may be considered to be a Promoter of the Corporation, having taken the initiative in founding the Corporation.

*Donald Padgett — Director*
*North Vancouver, British Columbia, Age 56*

Mr. Padgett brings business, capital market and technical experience to the CPC process. Mr. Padgett's employment experience includes: Director of Green Park Capital Corp., a Capital Pool Company listed on the TSXV (June 2007 to present); Director of Pacific Copper Corp., a copper exploration company listed on the OTCBB (August 2006 to present); Director of War Eagle Mining Company Inc., a public company traded on the TSXV (2005 to present); President and Director Tsar Emerald Corporation, a private company and owner of an emerald mine, beryllium deposit in the Russian Federation (2003 to present); President of Graylin Capital Ltd., a privately owned, regional merchant banking operation (1997 to present); President and Director of 1091096 Ontario Inc., a personal holding company (1994 to present); and Director of International Beryllium Corp., a company listed on the TSXV (May 2006 to November 2007). Mr. Padgett has also enjoyed an investment banking career in senior management positions, including: Managing Director of the investment banking group at Canaccord Capital Corporation's Western Canadian office (1995 to 1997) and more than 10 years as a senior member of the Investment Banking Group at Burns Fry, now Nesbitt Burns (1981 to 1994). He holds a law degree (Dalhousie University), an MBA (McMaster University) and a BSc (University of Toronto). Mr. Padgett intends to devote approximately 10% of his working time to the management of the Corporation and the completion of the Qualifying Transaction.

*Barney Magnusson — Chief Financial Officer, Corporate Secretary and Director*
*West Vancouver, British Columbia, Age 57*

Mr. Magnusson is a Chartered Accountant with 30 years of experience in the resource and technology sectors. He is a member of the Canadian Institute of Chartered Accountants (1979) and holds a Bachelor of Arts from Simon Fraser University. He has held senior financial management positions with a number of start-up and operating companies. Mr. Magnusson has been the Chief Financial Officer and a Director of SilverCrest Mines Inc. since May 2003. He has been in the last five years a director or officer of one public company or reporting issuer. Mr. Magnusson will devote approximately 5% of his working time to the management of the Corporation and the completion of the Qualifying Transaction.

**Audit Committee**

Under the provisions of the *Business Corporations Act* (British Columbia), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Barry Atkins, David Horton and Donald Padgett. Once the Corporation has obtained a receipt for its CPC prospectus from the securities regulatory authorities, the Corporation will also be subject to the requirements of Multilateral Instrument 52-110 *Audit Committees*.

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

The directors and officers of the Corporation, and their Associates and Affiliates, as a group, beneficially own, directly or indirectly, or exercise control and direction over, 2,750,000 Common Shares or approximately 78.6% of the issued and outstanding Common Shares before the Offering. After giving effect to this Offering, such holdings will represent 55% of the outstanding Common Shares.

*Other Reporting Issuer Experience*

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

| Name of Director or Officer | Name of Reporting Issuer | Exchange | Position | Term |
|---|---|---|---|---|
| David J. Horton | IMA Exploration Inc. | TSX-V | Director | 2004 to June 2007 |
| | Golden Arrow Resources Corporation | TSX-V | Director | 2005 to June 2007 |
| Donald Padgett | Green Park Capital Corp. | TSX-V | Director | June 2007 to present |
| | International Beryllium Corp. | TSX-V | Director | May 2006 to Nov. 2007 |
| | Pacific Copper Corp. | OTCBB[(1)] | Director | August 2006 to present |
| | War Eagle Mining Company Inc. | TSX-V | Director | July 2005 to present |
| Barney Magnusson | SilverCrest Mines Inc. | TSX-V | Chief Financial Officer and Director | May 2003 to present |

Note:
(1) "**OTCBB**" means the OTC Bulletin Board.

**Corporate Cease Trade Orders or Bankruptcies**

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

**Penalties or Sanctions**

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

**Personal Bankruptcies**

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

**Conflicts of Interest**

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

**Executive Compensation**

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

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

  (i) salaries;

  (ii) consulting fees;

  (iii) management contract fees or directors' fees;

  (iv) finder's fees;

  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Corporation may also be granted stock options. The Corporation has granted 500,000 Directors' and Officers' Options to the directors and officers of the Corporation. See "Share Options".

Following the Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its officers. However, no payment other than the Permitted Reimbursements will be made by the Corporation or by any party on behalf of the Corporation after the 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 25% or $0.05 per Common Share on the basis of their being 5,000,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing of this prospectus, without deducting commissions or related expenses incurred by the Corporation or including the Common Shares issuable upon the exercise of the Agent's Option or the Directors' and Officers' Options, as set forth below:

| | |
|---|---|
| Gross proceeds of prior share issues | $450,000 |
| Gross proceeds of this Offering | $300,000 |
| Total gross proceeds after this Offering | $750,000 |
| Offering price per share | 0.20 |
| Gross proceeds per share after this Offering | 0.15 |
| Dilution per share to subscriber | 0.05 |
| Percentage of dilution in relation to offering price | 25.0% |

## RISK FACTORS

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

(a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after the 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 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 25% or $0.05 per Common Share;

(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 the 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 a 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 with respect to such proposed Non Arm's Length Qualifying Transaction;

(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 such proposed Qualifying Transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of a Qualifying Transaction or the likelihood of the Corporation completing such proposed Qualifying Transaction;

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

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

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

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

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

(q) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of $225,000 of its proceeds to a target business without requiring shareholder approval, and there can be no assurance that the Corporation will be able to recover that loan.

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

## INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Certain directors and officers of the Corporation have acquired Common Shares of the Corporation in the seed capital phase of the Corporation. See "Principal Shareholders".

## MATERIAL CONTRACTS

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

1. Agency Agreement dated as of [ • ], 2008 between the Corporation and the Agent. See "Plan of Distribution".

2. Escrow Agreement dated as of [ • ], 2008 among the Corporation, Computershare Investor Services Inc. and those shareholders that executed such agreement. See "Escrowed Securities".

3. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated [ • ], 2008 between the Corporation and Computershare Investor Services Inc.

4. Stock Option Plan dated June 6, 2008.

5. Stock Option Agreement dated June 6, 2008 between the Corporation and Barry Atkins.

6. Stock Option Agreement dated June 6, 2008 between the Corporation and David Horton.

7. Stock Option Agreement dated June 6, 2008 between the Corporation and Barney Magnusson.

8. Stock Option Agreement dated June 6, 2008 between the Corporation and Donald Padgett.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at 1500-1040 West Georgia Street, Vancouver, British Columbia, V6E 4H8, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

## LEGAL PROCEEDINGS

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

## RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

David Horton, a Promoter and director of the Corporation, is also a Senior Vice President and director of the Agent. As such, the Corporation may be considered a "connected issuer" of the Agent within the meaning of National Instrument 33-105 – *Underwriting Conflicts*. The terms of the Offering was determined by negotiation between the Corporation and the Agent. The decision to issue the Common Shares pursuant to the terms of the Offering was determined by the board of directors of the Corporation. The Agent did not require or suggest that the Corporation undertake the Offering. Pursuant to the Agency Agreement, the Corporation will pay to the Agent a cash commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, which would equal $30,000 for the entire Offering.

## RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Fraser Milner Casgrain LLP, on behalf of the Corporation, and by Miller Thomson LLP on behalf of the Agent. No Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation, an Associate or Affiliate of the Corporation, a Promoter of the Corporation, or a Promoter of an Associate or Affiliate of the Corporation.

## AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Davidson & Company LLP at 1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, British Columbia, V7Y 1G6.

Computershare Investor Services Inc. at 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3B9 is the transfer agent and registrar for the Corporation's Common Shares.

## DIVIDEND POLICY

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

## PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

## OTHER MATERIAL FACTS

To best of 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.

## AUDITOR'S CONSENT

We have read the prospectus of Eagle I Capital Corporation (the "**Corporation**") dated [●], 2008 relating to the issue and sale of 1,500,000 Common Shares of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the board of directors of the Corporation on the balance sheet of the Corporation as May 31, 2008. Our report is dated July 3, 2008 (except for note 7 which is as of July **[●],** 2008.

Vancouver, British Columbia
[ • ], 2008

CHARTERED ACCOUNTANTS

# EAGLE I CAPITAL CORPORATION

## FINANCIAL STATEMENTS

## May 31, 2008

## AUDITORS' REPORT

To the Directors of
Eagle I Capital Corporation

We have audited the balance sheet of Eagle I Capital Corporation as at May 31, 2008 and the statement of loss and comprehensive loss and cash flows for the period from incorporation on October 23, 2007 to May 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our 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 May 31, 2008 and the results of its operations and its cash flows for the period from incorporation on October 23, 2007 to May 31, 2008 in accordance with Canadian generally accepted accounting principles.

Vancouver, Canada | Chartered Accountants

August 1, 2008
(except as to Note 7, which
is as of August_, 2008)

**EAGLE I CAPITAL CORPORATION**
BALANCE SHEET
AS AT MAY 31, 2008

| | |
|---|---|
| **ASSETS** | |
| **Current** | |
| Cash | $ 449,985 |
| **Deferred financing costs** | 14,500 |
| | $ 464,485 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | |
| **Current** | |
| Accounts payable and accrued liabilities | $ 9,500 |
| Due to related party | 10,000 |
| | 19,500 |
| **Shareholders' equity** | |
| Capital stock (Note 5) | 450,000 |
| Deficit | (5,015) |
| | 444,985 |
| | $ 464,485 |

**Continuance of operations** (Note 2)

**Subsequent event** (Note 7)

**On behalf of the Board:**

*Signed: "David Horton"* Director *Signed: "Barry Magnusson"* Director

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

**EAGLE I CAPITAL CORPORATION**
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
PERIOD FROM INCORPORATION ON OCTOBER 23, 2007 TO MAY 31, 2008

| | | |
|---|---|---|
| **EXPENSES** | | |
| Bank charges | $ | 15 |
| Professional fees | | 5,000 |
| **Loss and comprehensive loss, being deficit, end of period** | $ | (5,015) |
| **Basic and diluted loss per common share** | $ | (0.01) |
| **Weighted average number of common shares outstanding** | | 361,261 |

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

**EAGLE I CAPITAL CORPORATION**
STATEMENT OF CASH FLOWS
PERIOD FROM INCORPORATION ON OCTOBER 23, 2007 TO MAY 31, 2008

| | |
|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | |
| Loss for the period | $ (5,015) |
| Changes in non-cash working capital item | |
| Increase in accounts payable and accrued liabilities | 9,500 |
| Increase in due to related party | 10,000 |
| Net cash provided by operating activities | 14,485 |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | |
| Capital stock issued for cash | 450,000 |
| Deferred financing costs paid | (14,500) |
| Net cash provided by financing activities | 435,500 |
| **Change in cash for the period** | 449,985 |
| **Cash, beginning of period** | - |
| **Cash, end of period** | $ 449,985 |
| **Cash paid during the period for interest** | $ - |
| **Cash paid during the period for income taxes** | $ - |

There were no non-cash items for the period ended May 31, 2008.

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

## 1. INCORPORATION

Eagle I Capital Corporation (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on October 23, 2007 and is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

## 2. CONTINUANCE OF OPERATIONS

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

### Use of estimates

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

### Deferred costs

Costs related to shares not yet issued are recorded as deferred costs. Deferred costs consist primarily of corporate finance fees and professional fees. These costs will be deferred until the issuance of the shares to which the costs relate, at which time, the costs will be charged against the related share capital or charged to operations if the shares are not issued. Any financing costs, which do not directly relate to the issuance of shares, are expensed as incurred.

### Financial instruments

All financial instruments are classified into one of five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments and derivatives are measures in the balance sheet either at fair value except for loans and receivables, held-to maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification. Held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net income. Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired.

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

**Financial instruments** (cont'd…)

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

**Future income taxes**

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

**Loss per share**

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

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

**Stock-based compensation**

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

**Recent accounting pronouncements**

The following accounting pronouncements are applicable to annual and interim periods beginning on or after October 1, 2007:

CICA 1535, Capital Disclosure require that a company disclose information that enables users of its financial statements to evaluate its objectives, policies and procedures for managing capital including disclosures of any externally imposed capital requirements and the consequences for non-compliance.

CICA 3862, Financial Instruments – Disclosure requires disclosure of information related to the significance of financial instruments to a Company's financial position and performance. A company is also required to disclose information related to the risks of its use of financial instruments and how those risks are managed.

CICA 3863, Financial Instruments – Presentation established standards for presentation of financial instruments. It deals with the presentation of financial instruments and the circumstances in which financial assets and financial liabilities are offset.

The adoption of these new pronouncements does not have a material effect on the Company's financial statements.

## 4. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and accounts payable and accrued liabilities. Unless otherwise noted, it s a managements' opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

## 5. CAPITAL STOCK

| | Number of Shares | | Amount |
|---|---|---|---|
| Authorized | | | |
| Unlimited common shares, without par value | | | |
| Common shares issued | | | |
| Shares issued for cash | 3,500,000 | $ | 450,000 |
| As at May 31, 2008 | 3,500,000 | $ | 450,000 |

During the period ended May 31, 2008, the Company issued 2,500,000 common shares at a price of $0.10 per common share for proceeds of $250,000 and issued 1,000,000 common shares at a price of $0.20 per common share for proceeds of $200,000. Of these common shares, 2,800,000 will be held in escrow and will be released pro-rata to the shareholders as to 10% of the escrow shares upon issuance of notice of final acceptance of a Qualifying Transaction by the TSX-V and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities.

**Stock options**

On April 16, 2008, the Company adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with TSX-V requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares and that the number of commons shares reserved for issuance pursuant to options granted to all technical consultants will not exceed 2% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

Refer to Note 7 for a subsequent stock option issuance.

## 6. INCOME TAXES

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

| | | |
|---|---|---|
| Loss for the period | $ | (5,015) |
| Expected income tax-recovery | $ | (1,730) |
| Unrecognized benefit of non-capital losses | | 1,730 |
| Total income tax recovery | $ | - |

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

| | | |
|---|---|---|
| Future income tax assets: | | |
| Non-capital loss carryforwards | $ | 1,304 |
| Valuation allowance | | (1,304) |
| Net future income tax assets | $ | - |

The Company has available for deduction against future taxable income non-capital losses of approximately $5,000. These losses, if not utilized, will expire in 2028. Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

## 7. SUBSEQUENT EVENT

The Company is filing a prospectus with the British Columbia and Alberta Securities Commissions offering 1,500,000 common shares at $0.20 per share as an initial public offering (the "IPO"). Pursuant to an agency agreement between the Company and Canaccord Capital Corporation (the "Agent"), the Agent will receive a cash commission equal to 10% of the gross proceeds, an administration fee of $10,000 and an option to acquire 150,000 common shares at $0.20 per common share exercisable for a period of 24 months from the date the common shares of the Company commence trading on the TSX-V. The Company will reimburse the Agent for its legal fees and expenses incurred in connection with the IPO. The grant of the Agent's option will be qualified by the prospectus.

On June 6, 2008 the Company granted options to purchase 500,000 common shares to directors of the Company. The options are exercisable at $0.20 per common share for a five year period expiring June 6, 2013. The prospectus will qualify the grant of such options to the directors of the Company.

## CERTIFICATE OF THE CORPORATION

Date: August 1, 2008

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

| | |
|---|---|
| (signed) *"Barry Atkins"*<br>President and Chief Executive Officer | (signed) *"Barney Magnusson"*<br>Chief Financial Officer and Corporate Secretary |

**ON BEHALF OF THE BOARD**

| | |
|---|---|
| (signed) *"David Horton"*<br>Director | (signed) *"Donald Padgett"*<br>Director |

**CERTIFICATE OF THE PROMOTER**

Date: August 1, 2008

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

(signed) *"David Horton"*
Director of Eagle I Capital Corporation

## CERTIFICATE OF THE AGENT

Dated: August 1, 2008

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

**CANACCORD CAPITAL CORPORATION**

(signed) *"Ali Pejman"*
Managing Director, Investment Banking