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

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 September 4, 2008

GEORGETOWN CAPITAL CORP.
(a Capital Pool Company)

$200,000

2,000,000 Common Shares

PRICE: $0.10 per Common Share

The purpose of this offering (the "**Offering**") is to provide Georgetown Capital Corp. (the "**Company**") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as herein 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 herein defined) in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Company is a Capital Pool Company (a "**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Company 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.

The Offering is made on a best efforts basis by Bolder Investment Partners, Ltd. (the "**Agent**") and is subject to a minimum subscription of 2,000,000 common shares of the Company (each a "**Common Share**" and collectively, "**Common Shares**") for total gross proceeds to the Company of $200,000.

	Price to the Public	**Agent's Commission**(1)	**Proceeds to the Company**(2)
Per Common Share	$0.10(3)	$0.01	$0.09
Total Offering(4)	$200,000	$20,000	$180,000

(1) The Agent has agreed to act as agent in connection with the Offering and will receive a cash commission equal to 10% of the gross proceeds of the Offering (the "**Agent's Commission**"). In addition, the Agent will receive a non-refundable work fee of $10,000 plus G.S.T., which is to be withheld from the gross proceeds of the IPO upon closing, and the Agent will be reimbursed for its reasonable expenses incurred pursuant to the Offering, including legal fees. As additional compensation, the Company will also grant to the Agent a non-transferable option (the "**Agent's Option**") to acquire Common Shares in an amount equal to 10% of the number of Common Shares sold under the offering, being 200,000 Common Shares, at an exercise price of $0.10 per Common Share for a period of 24 months from the date of listing of the Common Shares on the Exchange, which Agent's Option is qualified under this prospectus. See "Plan of Distribution".

(2) Before deducting costs of the Offering estimated at $40,000 (exclusive of the Agent's Commission and work fee). See "Use of Proceeds".

(3) The price per Common Share has been determined by negotiation between the Company and the Agent.

(4) A total of 2,000,000 Common Shares are offered hereunder, not including the Agent's Option or Incentive Stock Options. See "Plan of Distribution" and "Incentive Stock Options".

There is currently no market through which the securities offered hereby may be sold and purchasers may not be able to resell securities purchased under this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. See "Risk Factors". The Company has applied to list its Common Shares on the Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange.

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

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

Investment in the Common Shares offered by this prospectus is highly speculative due to the nature of the Company'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".

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total number of Common Shares offered under this prospectus, being 40,000 Common Shares. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, being 80,000 Common Shares.

The Common Shares are conditionally offered, subject to prior sale, if, as and when issued by the Company, and in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to approval of certain legal matters by Getz Prince Wells LLP on behalf of the Company and by McCullough O'Connor Irwin LLP on behalf of the Agent.

All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the minimum subscription 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 for Common Shares within that period, all subscription funds will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Share certificates evidencing the Common Shares in definitive form will be available for delivery at the closing of the Offering.

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

Bolder Investment Partners, Ltd.
Suite 800, 1450 Creekside Drive
Vancouver, British Columbia V6J 5B3

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CERTIFICATE OF THE COMPANY
CERTIFICATE OF THE AGENT

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:

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

(d) 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 entered into between the Company and the Agent.

"**Agent**" means Bolder Investment Partners, Ltd.

"**Agent's Commission**" means the cash commission payable by the Company to the Agent equal to 10% of the gross proceeds of the Offering.

"**Agent's Option**" means the non-transferable option granted by the Company to the Agent to acquire Common Shares in an amount equal to 10% of the number of Common Shares sold under the Offering, being 200,000 Common Shares, at a price of $0.10 per Common Share for a period of 24 months from the date of the listing of the Common Shares on the Exchange.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

"**Associate"** when used to indicate a relationship with a person or company, means

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

(b) any partner of the person or company;

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

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

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

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

but

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

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

"**Company**" means Georgetown Capital Corp.

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

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

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

"**CPC**" or "**Capital Pool Company**" means a company:

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

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

"**CPC Policy**" means Exchange Policy 2.4 – *Capital Pool Companies*.

"**Escrow Agreement**" means the escrow agreement dated September 4, 2008 among the Company, Olympia Trust Company as the Escrow Agent, and certain shareholders of the Company.

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

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

"**Incentive Stock Options**" means the non-transferable options to purchase Common Shares pursuant to the stock option plan that has been adopted by the Board of Directors of the Company.

"**Insider**" means:

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

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

(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 Company; or

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

"**IPO**" means the initial public offering of the Company.

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

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

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

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

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

(ii) a person acting jointly or in concert with a person referred to in paragraph (a) or (b) in respect of the transaction at a properly constituted meeting of the common shareholders of the CPC.

"**Member**" has the meaning in Rule A 1.00 of the TSX Venture Exchange Rule Book.

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

"**Non Arm's Length Parties to the Qualifying Transaction**" means the Vendor, any Target Company and includes, in relation to Significant Assets or Target Company, the Non Arm's Length Parties of the

Vendor, the Non Arm's Length Parties of any Target Company and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.

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

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

"**Principal**" means:

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

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

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

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

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

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

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

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

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

"**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) above;

(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; and

(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.

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

"**promoter**" has the meaning specified in section 1(1) of the *Securities Act* (British Columbia).

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

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

"**Responsible Solicitor**" means the solicitor who is primarily responsible for the preparation of or for providing advice to the Company or Agent with respect to the contents of the prospectus.

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

“**SEDAR**” means System for Electronic Document Analysis and Retrieval, the electronic filing system for the disclosure documents of public companies and investment funds across Canada.

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

“**Sponsor**” has the meaning specified in Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

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

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

PROSPECTUS SUMMARY

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

Company: The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than a minimum amount of cash. See “Business of the Company”.

Offering: A total of 2,000,000 Common Shares are being offered under this prospectus at a price of $0.10 per Common Share in the provinces of British Columbia and Alberta. In addition, the Company will grant the Agent’s Option to the Agent to purchase an aggregate of 200,000 Common Shares at a price of $0.10 per Common Share, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which option is qualified under this prospectus. The Incentive Stock Options proposed to be granted upon completion of the Offering to the directors and officers of the Company to purchase, in aggregate, 400,000 Common Shares at a price of $0.10 per Common Share, exercisable for a period of five years from the date of listing of the Company’s shares on the Exchange, are also qualified under this prospectus. See “Use of Proceeds”, “Plan of Distribution” and “Incentive Stock Options”.

Use Of Proceeds: The net proceeds to the Company from prior issuances of Common Shares and the Offering, after the payment of the Agent’s Commission and all other costs and expenses relating thereto, are estimated to be $228,861. The net proceeds of the Offering and proceeds from the prior sale of Common Shares will be used to provide the Company 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 Company 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: (i) 30% of the gross proceeds realized by the Company in respect of the sale of its securities; and (ii) $210,000 may be used for purposes other than evaluating businesses or assets. See “Use of Proceeds”, “Business of the Company”, “Criteria for Qualifying Transaction” and “Risk Factors”.

Directors & Officers: The directors and officers of the Company are as follows:

Hani Zabaneh	Director and Chief Executive Officer
Mark Newman	Director and Chief Financial Officer
Jeff Berwick	Director
Kyle Stevenson	Director

See “Directors, Officers and Promoters”.

Escrowed Securities: All of the Common Shares of the Company issued at less than $0.05 per share, being 2,000,000 Common Shares, have been deposited in escrow pursuant to the terms of the Escrow Agreement (hereinafter defined) 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 Company's business and its present stage of development. The Company 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 Company and can afford to risk the loss of their entire investment. The directors and officers of the Company will only devote part of their time and attention to the affairs of the Company and there may be potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. Assuming completion of the Offering, investors acquiring Common Shares offered under this prospectus will suffer an immediate dilution of approximately 25.0% or $0.025 per Common Share, before the deduction of selling commissions and related expenses incurred by the Company. There can be no assurance that an active and liquid market for the Common Shares will develop and investors may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Company 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 Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction. See "Corporate Structure", "Business of the Company", "Directors, Officers and Promoters", "Use of Proceeds", "Risk Factors" and "Conflicts of Interest". 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 or 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.

CORPORATE STRUCTURE

Georgetown Capital Corp. was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on June 9, 2008.

The head office of the Company is located at 918-1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 and the registered office is located at 1810-1111 West Georgia Street, Vancouver, British Columbia V6E 4M3.

BUSINESS OF THE COMPANY

Preliminary Expenses

As at June 30, 2008 and as at the date of this prospectus, the Company had incurred $1,139 in preliminary expenses relating to the organization of the Company and professional fees and disbursements relating to the prior issuance of 2,000,000 Common Shares. A portion of the proceeds of the Offering will be used to satisfy the obligations of the Company related to the organization of the Company, prior issuances of Common Shares and the Offering, including the expenses of its legal counsel and auditor and the Agent's legal counsel. See "Use of Proceeds".

Proposed Operations Until Completion of a Qualifying Transaction

The Company 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, will also be subject to Majority of the Minority Approval in accordance with the CPC Policy. The Company has not conducted commercial operations other than enter into discussions for the purpose of identifying potential acquisitions or interests.

Until Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a 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 "Restrictions on Use of Proceeds" and "Private Placements for Cash", the funds raised pursuant to the Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition. The Company has not entered into an Agreement in Principle.

Method of Financing Participation or Acquisitions

The Company may use either cash, secured or unsecured debt, issuance of treasury shares, public financing of debt or equity, 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 Company and may cause shareholders' interest in the Company to be further diluted**. See "Risk Factors".

Criteria for Qualifying Transaction

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

The acquisition of, or participation in, companies, assets or businesses may arise in numerous ways. The Company has not established pre-determined criteria for such acquisitions or participations other than sound business fundamentals. Such fundamentals include, but are not limited to: (a) the ratio of risk to reward; (b) the cost effectiveness of the participation or acquisition; (c) the length of the payout period; and (d) the rate of return.

REGULATORY AND SHAREHOLDER APPROVAL

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

Upon the Company reaching an Agreement in Principle, the Company must issue a comprehensive news release, at which time the Exchange generally will halt trading of the 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 Company 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 Company, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Exchange Form 3B1/Form 3B2. Upon acceptance by the Exchange, the Company must then either:

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

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

Unless waived by the Exchange, the Company 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 Company 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 Company from completing a reverse take-over for a period of one year from the Completion of the Qualifying Transaction.

Minimum Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

(b) the number of conditions precedent to, or the nature and number of deficiencies required to be resolved prior to, 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 Company fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the Company 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 Company where the Exchange has not issued a Final Exchange Bulletin to the Company within 24 months of the date of listing. In the event that the Common Shares of the Company are delisted by the Exchange, within 90 days from the date of such delisting, the Company 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 Company, determine to deal with the remaining assets in some other manner. See "Shareholder Approval of a Non Arm's Length Qualifying Transaction" and "Refusal of Qualifying Transaction".

Refusal of Qualifying Transaction

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

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

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

(i) member firms of the Exchange;

(ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firms; 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 the Company from prior sales of Common Shares and the sale of Common Shares pursuant to the Offering will be $300,000.

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

Cash proceeds raised prior to the Offering(1)	$100,000
Approximate expenses and costs incurred by the Company relating to incorporation of the Company and prior issuances of Common Shares (including legal fees and disbursements)(2)	(1,139)
Cash proceeds to be raised pursuant to the Offering(3)	200,000
Estimated expenses and costs relating to the Offering (including listing fees, filing fees, printing costs, non-refundable work fee of Agent, Agent's Commission, Agent's legal fees and legal and audit fees of the Company), which costs will be paid out of proceeds of the Offering	(70,000)(4)
Estimated funds available (on completion of Offering)	**$228,861**

Funds available for identifying and evaluating assets or business prospects[5]	$192,861
Estimated general and administrative expenses until Completion of the Qualifying Transaction (for a period of 24 months from completion of the Offering)	36,000
Total net proceeds	**$228,861**[6]

(1) See "Prior Sales".
(2) See "Preliminary Expenses" and the Company's balance sheet as at June 30, 2008.
(3) In the event the Agent exercises the Agent's Option, there will be available to the Company up to an additional $20,000, which will be added to the working capital of the Company. In the event that all Incentive Stock Options are exercised, there will be available to the Company an additional $40,000, which will be added to the working capital of the Company. There is no assurance that all, or part of, the Agent's Option or Incentive Stock Options will be exercised.
(4) A deposit of $5,000 was paid by the Company to the Agent, as a retainer against the Agent's expenses.
(5) In the event that the Company enters into an Agreement in Principle prior to spending its available funds on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.
(6) The maximum amount that may be used for purposes other than those described under "Permitted Uses of Proceeds" below is the lesser of (i) 30% of the gross proceeds from the sale of all securities issued by the Company, or (ii) $210,000. See "Restrictions on Use of Proceeds".

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

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

Permitted Use of Proceeds

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 Company will be used by the Company only to identify and evaluate businesses or assets and, if required, obtain shareholder approval for a proposed Qualifying Transaction. See "Business of the Company" and "Risk Factors".

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

1. valuations or appraisals;
2. business plans;
3. feasibility studies and technical assessments;
4. sponsorship reports;

5. engineering or geological reports;

6. financial statements, including audited financial statements;

7. fees for legal and accounting services; and

8. 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, obtaining of shareholder approval for the Company'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 Company 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 the Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Company or $210,000 will be used for purposes other than those described above. For greater certainty, expenditures which are not included under "Permitted Use of Proceeds" 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 Company, 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 Proceeds".

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 Company will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Company 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 Company and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

Except as described under "Options to Purchase Securities" and "Restrictions on Use of Proceeds", the Company 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 Company or a Non Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

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

(b) deposits and similar payments.

Further, no such payment will be made on or after the Completion of the 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 Company may reimburse a Non Arm's Length Party to the Company 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 Company or in the case of a law firm, no member of the firm owns greater than 10% of the outstanding Common Shares of the Company or subject to Exchange approval), and the Company may also reimburse a Non Arm's Length Party to the Company for reasonable out-of-pocket expenses incurred in pursuing the business of the Company described in "Permitted Use of Proceeds".

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

PLAN OF DISTRIBUTION

Agent's Compensation

Pursuant to an agency agreement (the "**Agency Agreement**") dated ♦, 2008, between the Company and the Agent, the Company has appointed the Agent as its agent to offer for sale to the public, on a "best efforts" basis, a total of 2,000,000 Common Shares, as provided in this prospectus, at a price of $0.10 per Common Share for total gross proceeds to the Company of $200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission equal to 10% of the gross proceeds of the Offering. In addition, the Company will pay to the Agent a non-refundable work fee of $10,000 plus G.S.T. in connection with the Agent's investigation into the principals, business and affairs of the Company and the preparation and review of the prospectus, and reimburse the Agent for its reasonable expenses incurred pursuant to the Offering. The Company has paid to the Agent a retainer of $5,000 against the Agent's expenses.

The Company has also agreed to grant to the Agent the Agent's Option to purchase an aggregate of 200,000 Common Shares at a price of $0.10 per Common Share, which may be exercised for a period of 24 months from the date the Common Shares are listed on the Exchange. The grant of the Agent's Option is qualified under this prospectus. Not more than 50% of the aggregate number of Common Shares which can be acquired by the Agent on the exercise of the entire 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 efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Company and may make co-brokerage arrangements with other investment dealers at no additional cost to the Company. 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.

Offering and Minimum Distribution

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

Other Securities to be Distributed

The Company also proposes to grant on completion of the Offering options to purchase, in aggregate, 400,000 Common Shares to directors and officers of the Company in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. See "Incentive Stock Options".

Determination of Price

The price of the Common Shares offered pursuant to the Offering was determined by negotiation between the Company and the Agent and in accordance with the CPC Policy.

Listing Application

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

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

Restrictions on the Agent

The Agent has advised the Company that, to the best of its knowledge and belief, neither it, nor any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing has subscribed for Common Shares of the Company prior to the date hereof.

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the total issued and outstanding Common Shares of the Company 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*.

Restrictions on Trading

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

DESCRIPTION OF SECURITIES DISTRIBUTED

The Company is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares with special rights and restrictions and issuable in series, of which, as of the date hereof, 2,000,000 Common Shares and no Preferred Shares are issued and outstanding.

The holders of Common Shares are entitled to receive notice of and attend all meetings of the shareholders of the Company and are entitled to one vote in respect of each Common Share held at such meetings. In the event of liquidation, dissolution or winding-up of the Company, the holders of common chares are entitled to share rateably the remaining assets of the Company.

In addition, 200,000 Common Shares will be issued upon the exercise of the Agent's Option and 400,000 Common Shares will be issued upon the exercise of Incentive Stock Options. See "Plan of Distribution" and "Incentive Stock Options".

CAPITALIZATION

Capital	Authorized	Amount Outstanding as of June 30, 2008 (1)(2)(4)	Amount Outstanding as of September 4, 2008 (1)(2)	Amount to be outstanding following the completion of the Offering (1)(2)(3)
Common Shares	Unlimited	$100,000 (2,000,000 Common Shares)	$100,000 (2,000,000 Common Shares)	$300,000 (4,000,000 Common Shares)

(1) The Company will issue 200,000 Common Shares upon the exercise of the Agent's Option. See "Plan of Distribution".
(2) The Company will issue 400,000 Common Shares upon exercise of Incentive Stock Options. See "Incentive Stock Options".
(3) Before deducting the estimated costs and expenses of the Offering. See "Use of Proceeds".
(4) As at the date of the most recent balance sheet of the Company, it had not commenced commercial operations.

INCENTIVE STOCK OPTIONS

The Board of Directors of the Company has adopted a stock option plan pursuant to which it may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, senior officers, employees, consultants, investor relations persons, management, company employees and their permitted assigns (as those terms are defined by the policies of the Exchange and National Instrument 45-106 as amended from time to time) of the Company or any affiliate of the Company, non-transferable options to purchase Common Shares (collectively, the "**Incentive Stock Options**"), exercisable for a period of up to five years from the date of grant, provided that the number of Common Shares to be issued pursuant to the Incentive Stock Options does not exceed 10% of the issued and outstanding Common Shares upon completion of the Offering (being 400,000 Common Shares). Subject to the Company becoming a Tier 1 Issuer pursuant to the Policies of the Exchange, the number of Common Shares to be issued to any individual in any 12 month period will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares to be issued to any one consultant in any 12 month period will not exceed 2% of the issued and outstanding Common Shares.

Options granted by the Company prior to Completion of the Qualifying Transaction (as summarized below) terminate, for those individuals who do not carry on as directors, officers, employees or consultants of the Resulting Issuer, 12 months after the Completion of the Qualifying Transaction; and for those individuals who do carry on as a director, officer, employee or consultant of the Resulting Issuer, the earlier of 90 days following cessation of an optionee's position with the Resulting Issuer or the option expiry date. If the cessation of office, directorship, employment or consulting arrangement is by reason of death, the option may be exercised within a maximum period of 12 months after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

The Company proposes to enter into stock option agreements concurrent with the completion of the Offering, granting the Incentive Stock Options according to the following terms:

Name	Number of Common Shares Under Option	Exercise Price	Expiry Date
Hani Zabaneh Chief Executive Officer and Director	180,000[(1)]	$0.10	Five years from date of listing of the Common Shares
Mark Newman Chief Financial Officer and Director	20,000[(1)]	$0.10	Five years from date of listing of the Common Shares
Jeff Berwick Director	100,000[(1)]	$0.10	Five years from date of listing of the Common Shares
Kyle Stevenson Director	100,000[(1)]	$0.10	Five years from date of listing of the Common Shares
Total	**400,000**		

(1) In accordance with Exchange policies, all Common Shares acquired on exercise of stock options prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

The Incentive Stock Options to purchase, in aggregate, 400,000 Common Shares to directors and officers of the Company are qualified for distribution under this prospectus.

PRIOR SALES

Since the date of incorporation of the Company, 2,000,000 Common Shares have been issued as set out below.

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
June 9, 2008	1[(1)]	$1.00	$1.00	Cash
July 8, 2008	2,000,000	$0.05	$100,000	Cash

(1) This Common Share was repurchased by the Company on July 8, 2008 for $1.00. This Common Share was cancelled and the sum of $1.00 was deducted from the state capital of the Company.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of Qualifying Transaction

All of the 2,000,000 Common Shares issued prior to the Offering at a price below $0.10 per Common Share and all Common Shares that may be acquired by Non Arm's Length Parties of the Company 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 the Offering have been deposited with Olympia Trust Company under an escrow agreement dated September 4, 2008 (the "**Escrow Agreement**").

All Common Shares acquired on exercise of Incentive Stock Options prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. In addition, all Common Shares of the Company acquired in the secondary market prior to the Completion of the 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 Company held by Principals of the Resulting Issuer will also be escrowed.

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

Name and Municipality of Residence of Shareholder	Number of Common Shares Held in Escrow	Percentage of Common Shares Prior to Completion of the Offering	Percentage of Common Shares Following Completion of the Offering(1)
Hani Zabaneh West Vancouver, BC	900,000	45.0%	22.5%
Mark Newman Vancouver, BC	100,000	5.0%	2.5%
Jeff Berwick Edmonton, AB	500,000	25.0%	12.5%
Kyle Stevenson Vancouver, BC	500,000	25.0%	12.5%
Total	**2,000,000**	**100%**	**50%**

(1) Assuming no Common Shares are purchased by such persons pursuant to the Offering.

Where the Common Shares of the Company 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 which 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 each of the dates which are 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 Company who holds escrowed Common Shares acquired at a price below the Offering price under this prospectus has irrevocably authorized and directed the transfer agent to immediately: (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Company, or (b) if the Company lists on NEX board of the Exchange, either (i) cancel all Seed Shares purchased by Non- Arm's Length Parties to the Company at a discount to the Offering price under this prospectus, 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 Company so that the average cost of the remaining Seed Shares is at least equal to the Offering price under this prospectus.

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

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months, at the end of the 6, 12, 18, 24, 30 and 36 month periods following 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, at the end of the 6, 12, 18 and 24 month periods following the Final Exchange Bulletin; and (b) 10% of the escrowed securities being releasable in 6 month intervals, at the end of the 30, 36, 42, 48, 54, 60, 66 and 72 periods following 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 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 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, at the end of the 6, 12, 18, 24, 30 and 36 month periods following the Final Exchange Bulletin.

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

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

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

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

(ii) if subscribers, other than Principals of the Company 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 legally or beneficially, directly or indirectly own 10% or more of the issued and outstanding Common Shares of the Company as at the date hereof:

Name and Municipality of Residence	Type of Ownership	Number of Common Shares	Percentage Owned Prior to Completion of Offering	Percentage to be Owned Following Completion of Offering(1)(2)
Hani Zabaneh West Vancouver, BC	Direct	900,000	45.0%	22.5%
Jeff Berwick Edmonton, AB	Direct	500,000	25.0%	12.5%
Kyle Stevenson Vancouver, BC	Direct	500,000	25.0%	12.5%

(1) Following the completion of the Offering, the share capital of the Company will comprise 4,000,000 Common Shares. 200,000 Common Shares will be issued upon exercise of the Agent's Option. In addition, 400,000 Common Shares will be issued upon exercise of Incentive Stock Options. Following the completion of the Offering, the fully-diluted share capital of the Company will be 4,600,000 Common Shares and the shareholdings of Mr. Zabaneh (assuming the exercise of his stock options and assuming no Common Shares are purchased by him pursuant to the Offering) on a fully-diluted basis will be 23.48%, the shareholdings of Mr. Berwick (assuming the exercise of his stock options and assuming no Common Shares are purchased by him pursuant to the Offering) on a fully-diluted basis will be 13.04%, and the shareholdings of Mr. Stevenson (assuming the exercise of his stock options and assuming no Common Shares are purchased by him pursuant to the Offering) on a fully-diluted basis will be 13.04%.

(2) Assuming no Common Shares are purchased by Messrs. Zabaneh, Berwick, or Stevenson pursuant to the Offering.

DIRECTORS, OFFICERS AND PROMOTERS

The following table sets out, for each of the Company's directors, officers and promoters, the person's name, municipality of residence, positions with the Company, principal occupation and the month and year in which the person became a director.

Name and Municipality of Residence	Director Since	Principal Occupation(s)	Common Shares Held(2)	Percentage on Completion of Offering(3)(4)
Hani Zabaneh West Vancouver, BC *Chief Executive Officer and Director*	June 9, 2008	Principal of Orange Capital Corp. since June 2007; Vice-President, Administration of Metrobridge Networks Corporation, a wireless high-speed internet service provider, from May 2005 to June 2007; Chief Operating Officer of StockHouse Media Corporation, an online financial news and information publisher, from January 1999 to May 2005.	900,000	22.5%

Name and Municipality of Residence	Director Since	Principal Occupation(s)	Common Shares Held[(2)]	Percentage on Completion of Offering[(3)(4)]
Mark Newman[(1)] Vancouver, BC *Chief Financial Officer and Director*	June 9, 2008	Risk and compliance analyst with Teekay Corporation since March 2008; independent accounting consultant, from October 2007 to March 2008; Finance Manager for Metrobridge Networks Corporation, a wireless high-speed internet service provider, from July 2005 to July 2007; Senior Associate at PricewaterhouseCoopers LLP, chartered accountants, from November 2004 to June 2005; self-employed consultant, from December 2003 to October 2004; Senior Accountant with KPMG LLP, chartered accountants, from September 2000 to November 2003.	100,000	2.5%
Jeff Berwick[(1)] Edmonton, AB *Director*	June 9, 2008	Retired businessman since July 2002.	500,000	12.5%
Kyle Stevenson[(1)] Vancouver, BC *Director*	June 9, 2008	President of Stevenson Associates IR Ltd. since October 2007; Consultant for Tribune Uranium Corp., from May 2007 to January 2008; employed in the Investor Communications department for Gibson & Co., from August 2004 to April 2007; Marketing Manager of Intrawest Corp., from March 1998 to February 2004.	500,000	12.5%

(1) Member of the Audit Committee.

(2) These shares are subject to escrow restrictions. See "Escrowed Securities". Also, does not include a total of 400,000 Incentive Stock Options proposed to be granted to the Company's directors. See "Incentive Stock Options".

(3) Assuming no exercise of the Agent's Option or the Incentive Stock Options proposed to be granted to the directors. See "Incentive Stock Options".

(4) As of the date of this prospectus, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, 100% of the issued and outstanding Common Shares of the Company. Following completion of this Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 50% of the then issued and outstanding Common Shares of the Company, assuming no Common Shares are purchased by such persons pursuant to the Offering.

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

Management of the Company

Set forth below is a description of the background of the directors and officers of the Company, including a description of each individual's principal occupation(s) within the past five years.

Hani Zabaneh – Chief Executive Officer and Director (Age: 36)

Mr. Zabaneh obtained a Bachelor of Science with Honours from Queen's University in Ontario in 1993. He obtained a GIS Advanced Diploma from the British Columbia Institute of Technology in 1995. He has been a principal at Orange Capital Corp. since June 2007, prior to which he was Vice-President of Administration of Metrobridge Networks Corporation from May 2005 to June 2007. He was also the Chief Operating Officer of StockHouse Media Corporation from January 1999 to May 2005. He was a Geologist with Reliance Geological Services from January 1995 to December 1998. Mr. Zabaneh was the President of Africa West Minerals Corp., previously Villanova Capital Corp., a CPC that completed its Qualifying Transaction in January 2008, from April 2007 to January 2008 and a director from April 2007 to April 2008.

Mr. Zabaneh intends to devote approximately 25% of his working time to the affairs of the Company.

Mark Newman – Chief Financial Officer and Director (Age: 36)

Mr. Newman obtained a Bachelor of Arts in Economics from the University of Victoria, British Columbia in 2000. He is an active student in the Chartered Accountant School of Business and an active member of the Institute of Internal Auditors. He has been a risk and compliance analyst with Teekay Corporation since March 2008, prior to which he was an independent accounting consultant from October 2007 to March 2008 and the Finance Manager for Metrobridge Networks Corporation from July 2005 to July 2007. Mr. Newman was a director of Africa West Minerals Corp., previously Villanova Capital Corp., a CPC that completed its Qualifying Transaction in January 2008, from April 2007 to August 2008 and was also the Chief Financial Officer from April 2007 to January 2008. He was a Senior Associate with PricewaterhouseCoopers LLP from November 2004 to June 2005, a self-employed consultant from December 2003 to October 2004 and was employed as a senior accountant for KPMG LLP from September 2000 to November 2003.

Mr. Newman intends to devote approximately 25% of his working time to the affairs of the Company.

Jeff Berwick – Director (Age: 37)

Mr. Berwick was the Chief Executive Officer of StockHouse Media Corporation from January 1994 to July 2002 He is currently retired and is a private investor. He was a director of ERA Carbon Offsets Ltd., formerly Interim Capital Corp., a CPC that completed its Qualifying Transaction in July 2008, from August 2005 to July 2008. He was a director of Africa West Minerals Corp., previously Villanova Capital Corp., a CPC that completed its Qualifying Transaction in January 2008, from April 2007 to January 2008. He was also a director of Stockgroup Media Corp., a company listed on the Exchange and the TSX-V and OTC Bulletin Board, from July 2002 to June 2006.

Mr. Berwick intends to devote approximately 30% of his working time to the affairs of the Company.

Kyle Stevenson – Director (Age: 34)

Mr. Stevenson obtained a Bachelor of Commerce from the University of Victoria in 1997. He has been the President of Stevenson & Associates IR Ltd., a full service investor relations firm specializing in early stage companies, since October 2007, prior to which he was a consultant for Tribune Uranium Corp. (now known as Tribune Minerals Corp.) from May 2007 to January 2008. He was employed in the Investor Communications department at Gibson & Co. from August 2004 to April 2007 and was the Marketing Manager of Intrawest Corp. from March 1998 to February 2004.

Mr. Stevenson intends to devote approximately 15% of his working time to the affairs of the Company.

Reporting Issuer Experience of the Directors and Officers of Company

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

Name	Name of Reporting Issuer	Exchange	Position	From	To
Hani Zabaneh	Africa West Minerals Corp., previously Villanova Capital Corp.	TSX-V	Director President	April 2007 April 2007	April 2008 January 2008
Hani Zabaneh	Lamperd Less Lethal Inc.	OTC-BB	Chief Executive Officer and Director	March 2002	April 2005
Mark Newman	Africa West Minerals Corp., previously Villanova Capital Corp.	TSX-V	Director Chief Financial Officer	April 2007 April 2007	August 2008 January 2008
Jeff Berwick	ERA Carbon Offsets Ltd., previously Interim Capital Corp.	TSX-V	Director	August 2005	July 2008
Jeff Berwick	Africa West Minerals Corp., previously Villanova Capital Corp.	TSX-V	Director	April 2007	January 2008
Jeff Berwick	Stockgroup Media Corp.	TSX-V OTC-BB	Director	July 2002	June 2006

Corporate Cease Trade Orders or Bankruptcies

None of the directors, officers, insiders or promoters of the Company or shareholders holding a sufficient number of securities of the Company to materially affect the control of the Company is, or has been within 10 years before the date of the prospectus, a director, officer, insider or promoter of any other issuer that was, during his tenure, the subject of a cease trade order or similar order or an order that denied that issuer access to any statutory exemptions for a period of more than 30 consecutive days, or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the issuer.

Penalties or Sanctions

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

Personal Bankruptcies

None of the directors, officers, insiders or promoters of the Company or shareholders holding a sufficient number of securities of the Company to materially affect the control of the Company has, during the past ten years, been declared bankrupt, made a voluntary assignment in bankruptcy, made a proposal under bankruptcy or insolvency legislation 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.

Indebtedness of Directors and Officers

None of the directors or officers of the Company or any of their respective Associates or Affiliates has been indebted to the Company since the date of the Company's incorporation.

Conflicts of Interest

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. The directors and officers of the Company are directors and officers of other companies. See "Directors, Officers and Promoters". Some of the other companies are engaged in and will continue to be engaged in the search for properties or business prospects that may be suitable Qualifying Transactions for the Company. Accordingly, situations may arise where some of the directors and officers will be in direct competition with the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives. Conflict, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia).

Promoter

Hani Zabaneh, the Chief Executive Officer and a director of the Company, took the initiative in founding the Company and is therefore deemed to be a "promoter" within the meaning of the *Securities Act* (British Columbia). Mr. Zabaneh is the beneficial owner of 900,000 Common Shares of the Company, representing 45% of the Company's total issued and outstanding share capital as at the date of this prospectus. In addition, on completion of the Offering the Company proposes to grant Mr. Zabaneh Incentive Stock Options to purchase 180,000 Common Shares. See "Principal Shareholders" and "Incentive Stock Options".

EXECUTIVE COMPENSATION

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

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

- (i) salaries;
- (ii) consulting fees;
- (iii) management contract fees or directors' fees;
- (iv) finders fees;

(v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Company may reimburse Non Arm's Length Parties for the Company's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursements**"). No reimbursement may be made for any payment made to lease or buy a vehicle. The directors and officers of the Company may also, and will be, granted stock options.

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

DILUTION

Assuming completion of the Offering, investors acquiring Common Shares offered under this prospectus will suffer an immediate dilution of 25.0% or $0.025 per Common Share. Dilution has been computed on the basis of total gross proceeds to be raised pursuant to the Offering and from sales of securities prior to filing this prospectus without deduction of commissions or related expenses incurred by the Company.

Item	**Total Offering**
Gross proceeds of prior share issues	$100,000
Gross proceeds of this Offering	$200,000
Total gross proceeds after this Offering	$300,000
Offering price per share	$0.100
Proceeds per share after this Offering	$0.075
Dilution per share to subscriber	$0.025
Percentage of dilution in relation to offering price	25.0%

RISK FACTORS

Investment in the Common Shares offered by this prospectus is highly speculative due to the nature of the Company'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.

No Proposed Business

The Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Company has not identified a potential asset or business for acquisition or participation and has not entered into an Agreement in Principle as defined in the CPC Policy. Until Completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See "Business of the Company".

No Market or History of Operations

The Company does not have a history of operations, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future. There is no market for the Common Shares and there can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. This Offering should be considered highly speculative due to the fact that the Company was only recently incorporated. The price of these securities to the public and the commission to the Agent was established by negotiation between the Company and the Agent.

Directors' and Officers' Involvement in Other Projects

The directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "Directors, Officers and Promoters" and "Conflicts of Interest".

Reliance on Management

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

Dilution

Assuming completion of the Offering, investors acquiring Common Shares under this prospectus will suffer an immediate dilution of approximately 25.0% or $0.025 per Common Share, before the deduction of selling commissions and related expenses incurred by the Company. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Company and assuming no exercise of the Agent's Option or Incentive Stock Options. If the Company issues treasury shares for financing purposes, control of the Company may change and subscribers may suffer additional dilution. See "Dilution".

Requirement for Additional Financing

The Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Company and this may result in further dilution to investors, which dilution may be significant and which may also result in a change of control of the Company. Without Exchange approval and without requiring shareholder approval, the Company is permitted to loan or advance up to an aggregate of $25,000 of its proceeds as a non-refundable and/or unsecured deposit to a target business to preserve assets, and there can be no assurance that the Company will be able to recover that loan. See "Business of the Company" and "Use of Proceeds".

Non-acceptance by the Exchange

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

No Dissent Rights

Unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other applicable 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 other entitlement to payment by the Company of fair value for the Common Shares.

Trading Halt

Upon public announcement of a proposed Qualifying Transaction, trading in Common Shares of the Company 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 Company will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Company completing the proposed Qualifying Transaction. Trading of the Common Shares of the Company may be halted at other times for other reasons, including for failure by the Company to submit documents to the Exchange in the time periods required.

Possible Trading Suspension or Delisting

The Exchange will generally suspend trading of the Common Shares or delist the Company in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing. Neither the Exchange, nor any securities regulatory authority, passes upon the merits of the proposed Qualifying Transaction. See "Business of the Company".

Foreign Qualifying Transaction

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

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

LEGAL PROCEEDINGS

The Company is not party to any legal proceedings, nor to the best of its knowledge are any legal proceedings threatened or pending.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Agent was not involved in the decision by the Company to distribute Common Shares pursuant to the Offering, nor was the Offering requested or suggested to the Company by the Agent. The Agent, through its corporate finance department, was involved in the determination of the terms of the Offering in its capacity as agent for the sale of the Common Shares on a "best efforts" basis. Neither the Agent nor its sub-agents own, prior to the completion of the Offering, directly or indirectly, any securities of the Company, and the only proceeds of the Offering to be received by the Agent, is the remuneration to be paid to the Agent in connection with the sale of the Common Shares, which includes Agent's Commission, the non-refundable work fee payable to the Agent and the Agent's Option. See "Plan of Distribution".

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

No Professional Person or Responsible Solicitor holds any beneficial interest, direct or indirect, in any securities or properties of the Company. Professional Persons may subscribe for Common Shares pursuant to the Offering.

No Professional Person is or expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is Hay & Watson, Chartered Accountants, 1822 West 2nd Avenue, Vancouver, British Columbia V6J 1H9.

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

MATERIAL CONTRACTS

The Company has not entered into any contracts material to investors in the Common Shares since incorporation of the Company, other than contracts in the ordinary course of business, except:

1. the Registrar and Transfer Agent Agreement dated September 4, 2008 between the Company and the Trustee;

2. the Escrow Agreement dated September 4, 2008, among the Corporation, Olympia Trust Company, as Escrow Agent and certain shareholders of the Company (see "Escrowed Securities"); and

3. the Agency Agreement dated ♦, 2008 between the Company and the Agent (see "Plan of Distribution").

Copies of these agreements will be available for inspection at the offices of Getz Prince Wells LLP, Suite 1810, 1111 West Georgia Street, Vancouver, British Columbia, at any time during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provide purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several provinces and territories, the securities further provides a purchaser with remedies for rescission, or in some jurisdictions damages, if this 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.

CONSENT OF AUDITOR

♦TO BE INCLUDED IN FINAL PROSPECTUS

GEORGETOWN CAPITAL CORP.

Financial Statements
Period Ended June 30, 2008
And Auditors' Report

HAY & WATSON | Chartered Accountants

1822 West 2nd Avenue, Vancouver, BC, Canada V6J 1H9
P 604 732 1466 F 604 732 3133 E info@hay-watson.bc.ca

AUDITORS' REPORT

To the Directors of
Georgetown Capital Corp.

We have audited the balance sheets of Georgetown Capital Corp. as at June 30, 2008 and the statements of income and retained earnings and of cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion these financial statements present fairly, in all material respects, the financial position of the company as at June 30, 2008 and the results of its operations and its cash flows for the period then ended in accordance with Canadian generally accepted accounting principles..

Chartered Accountants
Vancouver, British Columbia
July 17, 2008

GEORGETOWN CAPITAL CORP.

Balance Sheet
June 30, 2008

ASSETS

Current		
Cash	$	99,988
Accounts receivable		62
		100,050
Deferred Financing Costs (Note 3)		11,012
Incorporation Costs		1,139
	$	112,201

LIABILITIES

Current		
Accounts payable and accrued liabilities	$	12,176

SHAREHOLDER'S EQUITY

Share Capital (Note 4)		100,000
Retained Earnings		25
		100,025
	$	112,201

Nature of operations (Note 1)

Prospectus (Note 5)

APPROVED BY THE BOARD

_______________________ Director

_______________________ Director

GEORGETOWN CAPITAL CORP.

Statement of Income and Retained Earnings
For the Period from Inception, June 9, 2008 to June 30, 2008

REVENUE		
Interest income	$	25
NET INCOME		25
RETAINED EARNINGS, Beginning of Period		-
RETAINED EARNINGS, End of Period		25

Income per share	
Basic and fully diluted earnings per share	$ 0.00
Weighted average number of shares outstanding	2,000,000

GEORGETOWN CAPITAL CORP.

Statement of Cash Flows
For the Period from Inception June 9, 2008 to June 30, 2008

Cash Flows From (Used In) Operating Activities		
Net income	$	25
Accounts receivable		(62)
Accounts payable		12,176
		12,139
Cash Flows From (Used in) Financing Activities		
Deferred financing costs	$	(11,012)
Incorporation costs		(1,139)
Proceeds from the issue of common shares		100,000
		87,849
INCREASE (DECREASE) IN CASH		99,988
CASH, Beginning of Period		-
CASH, End of Period	$	99,988

1. NATURE OF OPERATIONS

Georgetown Capital Corp. (the “Company”) was incorporated on June 9, 2008. The Company is classified as a “Capital Pool Company” (“CPC”) for purposes of the policies of the TSX Venture Exchange (the “Exchange”). The Company’s current business is to identify and evaluate businesses and assets with a view to completing a “Qualifying Transaction” in accordance with the rules of the Exchange. Until completion of the Qualifying Transaction, the Company 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.

The proposed business of the Company involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment. Additional funds may be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates and Assumptions

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

Income 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 income 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 this period. Basic and diluted income per common share are calculated using the weighted-average number of common shares outstanding during the period.

Future Income Taxes

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

Financial Instruments

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based Compensation

The Company expects to grant options to purchase shares under the terms described in Note 5. When options to purchase shares are granted to employees or directors, the fair value of the options on the date of the grant is recognized as a compensation expense, with a corresponding increase in contributed surplus, over the period during which the related options vest. When options to purchase shares are granted to non-employees in return for goods or services, the fair value of the options granted is recognized as an expense, with a corresponding increase in contributed surplus, in the period in which the goods or services are received or are expected to be received. The consideration received on the exercise of share options is credited to share capital. When options are exercised, previously recorded compensation is transferred from contributed surplus to share capital to fully reflect the consideration for the shares issued.

3. DEFERRED FINANCING COSTS

Deferred financing costs consist of costs relating to the listing of the Company on the Exchange and undertaking an initial public offering. Upon successful completion of the initial public offering, these costs will be recorded as a reduction of share capital. If the initial public offering is not successfully completed, these costs will be charged to the statement of operations. See Note 5.

4. SHARE CAPITAL

Authorized:

Unlimited number of common shares without par value

Issued and outstanding common shares:

	Number of Shares	**Amount**
Issued for cash at $0.05 per share	2,000,000	$ 100,000
Balance, June 30, 2008	2,000,000	$ 100,000

During the period ended June 30, 2008 the Company issued 2,000,000 shares to directors for cash proceeds of $100,000. These shares are subject to an escrow agreement, 10% of the escrowed common shares will be released from escrow on the acceptance by the Exchange (Note 5) of a Qualifying Transaction completed by the Company. An additional 15% of the escrowed common shares will be released every 6 months following the acceptance of the Qualifying Transaction.

5. PROSPECTUS

The Company filed a prospectus with the regulatory authorities of British Columbia and Alberta on **, 2008, offering the public 2,000,000 common shares of the Company at $0.10 per share for expected gross proceeds of $200,000. On completion of the offering, Bolder Investment Partners, Ltd. ("the agent") will receive a cash commission of 10% of the gross proceeds of the offering or $0.01 per share, a non-refundable work fee of $10,000 plus GST and reimbursement of expenses relating to the offering, including marketing, legal and accounting costs. The Company will also grant the agent a non-transferable option (the "Agent's Option") to acquire common shares in an amount equal to 10% of the number of common shares sold under the offering at an exercise price of $0.10 per common share, exercisable for a period ending 24 months from the date of listing of the Company's common shares on the Exchange.

On completion of the offering, the Company will adopt a stock option plan pursuant to which it may grant options to purchase common shares to directors, officers, employees and other eligible persons. The options will be exercisable at the market price of the common shares on the date they are granted and for a period of up to five years from the date of grant.The Company intends to enter into stock option agreements with its directors at the completion of the offering, granting them options to acquire 400,000 shares, exercisable at $0.10 per share for a period of five years from the date the shares are listed for trading on the Exchange. Options granted by the Company prior to completion of the Qualifying Transaction to those individuals who do not carry on as directors, officers, employees or consultants after the Qualifying Transaction will terminate twelve months after the Completion of the Qualifying Transaction. Any shares acquired pursuant to the exercise of options prior to the completion of the Qualifying Transaction must be deposited in escrow.

CERTIFICATE OF COMPANY

Dated: September 4, 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 British Columbia and Alberta.

"Hani Zabaneh"	*"Mark Newman"*
Hani Zabaneh	Mark Newman
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Kyle Stevenson"	*"Jeff Berwick"*
Kyle Stevenson	Jeff Berwick
Director	Director

PROMOTER

"Hani Zabaneh"
Hani Zabaneh
Promoter

CERTIFICATE OF AGENT

Dated: September 4, 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 British Columbia and Alberta.

BOLDER INVESTMENT PARTNERS, LTD.

"Paul Woodward"
By: Paul Woodward
Vice President, Corporate Finance