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

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.

Initial Public Offering September 8, 2008

PRELIMINARY PROSPECTUS

DPVC INC.

(a Capital Pool Company)

Offering: $200,000 (1,000,000 Common Shares)

Price: $0.20 per Common Share

Minimum Subscription: $300 (1,500 Common Shares)

The purpose of this offering (the "Offering") is to provide DPVC Inc. (the "Corporation") with a minimum of funds with which to identify and evaluate assets and businesses for the purposes of completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "Exchange") and, in the case of a Non-Arm's Length Qualifying Transaction, receive Majority of the Minority Approval, as hereafter defined, in accordance with Policy 2.4 of the Exchange (the "CPC Policy"). The Corporation is a Capital Pool Company ("CPC"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses for the purposes of completing a proposed Qualifying Transaction. This prospectus also qualifies for distribution a non-transferable option (the "Agent's Option") to purchase an aggregate of 100,000 Common Shares to Wellington West Capital Inc. (the "Agent"). See "Options to Purchase Securities".

This Offering is made on a commercially reasonable best efforts basis by the Agent and is subject to an aggregate minimum subscription of 1,000,000 Common Shares for total minimum gross proceeds to the Corporation of $200,000. The offering price of the Common Shares was determined arbitrarily by the directors of the Corporation. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement to be entered into between the Corporation and the Agent prior to the closing of the Offering. If the aggregate minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period and agreed to by the Corporation and the Agent, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Common Shares	Price to Public	Agent's Commission (1)	Net Proceeds to Corporation (2) (3)
Per Common Share	$0.20	$0.02	$0.18
Total Offering	$200,000	$20,000	$180,000

Notes:

(1) A commission of 10% of gross proceeds will be paid to the Agent. The Agent will also be reimbursed by the Corporation for its expenses, including its legal fees estimated at $5,000, and will be granted the Agent's Option, which is a single, non-transferable option to acquire an aggregate of 100,000 Common Shares at a price of $0.20 per Common Share, exercisable for a period ending 24 months from the date of listing of the Common Shares on the Exchange. The prospectus qualifies the grant of the Agent's Option. See "Plan of Distribution - Agency Agreement and Agent's Compensation".

(2) Before deducting the additional costs of this issue estimated at $65,000 which include legal and audit fees and other expenses of the Corporation, the Agent's legal fees and the listing fee payable to the Exchange. See "Use of Proceeds".

(3) A total of 1,000,000 Common Shares are qualified for distribution hereunder. In addition, this prospectus qualifies for distribution the Agent's Option to purchase a total of 100,000 Common Shares for an exercise price of $0.20 per Common Share. See "Plan of Distribution" and "Options to Purchase Securities".

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

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent's Option, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the Corporation's 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.

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

The Corporation was only recently incorporated, owns no assets other than cash, has no record of earnings and has not entered into an Agreement in Principle (as defined hereafter) with respect to a potential acquisition. The proposed business of the Corporation involves a degree of risk and there is no assurance that the Corporation will identify assets or businesses that warrant acquisition or participation. Moreover, if a potential asset or business is identified and an acquisition or participation therein is warranted, additional funds may be required and there is no assurance that the Corporation will be able to obtain such financing. Subscribers hereunder will experience immediate dilution of 33% or $0.067 per share based on the maximum gross proceeds of this Offering without deduction of selling commissions and related expenses. An acquisition financed by the issuance of treasury shares may result in further dilution and a change of control of the Corporation. In the event the Corporation identifies and completes the acquisition of a corporation or assets located outside of Canada, it may be difficult or impossible to effect service or notice to commence legal proceedings on any directors, officers and experts located outside of Canada. It may not be possible to enforce, against such persons or such corporation, judgments obtained in Canadian courts predicated on the civil liability provisions of the applicable securities laws in Canada. For these reasons, an investment herein is suitable only to those investors who are willing to rely solely on the management of the Corporation and who can afford to lose all of their investment. See "Business of the Corporation", "Capitalization and Dilution" and "Risk Factors".

The Exchange may suspend from trading or delist the Common Shares of the Corporation if the Corporation fails to complete a Qualifying Transaction (as defined herein) within 24 months following the date the Common Shares are listed on the Exchange. Suspension from trading of the Common Shares may, and delisting of the Common Shares will, result in the Commission issuing an interim cease trade order against the Corporation. In addition, delisting of the Common Shares will result in the cancellation of all of the currently issued and outstanding shares of the Corporation held by insiders.

This Offering is subject to the CPC Policy and the securities laws of the Provinces of Manitoba, Saskatchewan and British Columbia. Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 20,000 of the total number of Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 40,000 of the total number of Common Shares offered under this prospectus.

The minimum subscription is for 1,500 Common Shares ($300). Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery on the closing date. This Offering is expected to close on •, 2008. The latest the Offering will remain open is •, 2008.

The Common Shares offered hereunder are offered on a "commercially reasonable best efforts" basis by Wellington West Capital Inc. as agent of the Corporation, in accordance with the conditions referred to under "Plan of Distribution" and subject to approval of certain legal matters by Aikins, MacAulay & Thorvaldson LLP on behalf of the Corporation, and the approval of certain legal matters by Taylor McCaffrey LLP on behalf of the Agent.

Wellington West Capital Inc.
Suite 400 – 200 Waterfront Drive
Winnipeg, Manitoba R3B 3P1
(204) 925-2250

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GLOSSARY

Definitions

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

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

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

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

A Company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

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

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

"Agent" means Wellington West Capital Inc.

"*Agent's Option*" means the non-transferable option granted to the Agent to purchase an aggregate of 10% of the Common Shares issued pursuant to this Offering at a price of $0.20 per share, exercisable within 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 Corporation 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 corporation, 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 corporation serves as trustee or in a similar capacity; or

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

(i) that person's spouse or child, or
(ii) any relative of the person or of his spouse who has the same residence as that person;

but

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

"*Common Shares*" *or* "*Shares*" means the common shares of the Corporation.

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

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

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

"Corporation" means DPVC Inc., a corporation incorporated under the *Canada Business Corporations Act*, having an office in the City of Vancouver, in the Province of British Columbia.

"CPC" means a corporation:

(a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the 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 Policy 2.4 of the Exchange.

"*Escrow Agent*" means CIBC Mellon Trust Company in its capacity as escrow agent of the Seed Shares.

"*Escrow Agreement*" means the agreement to be entered into on the date of closing of the Offering among the Corporation, the Escrow Agent and those shareholders that executed such agreement. See "Escrowed Securities".

"Exchange" or "TSX-V" means the TSX Venture Exchange Inc.

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

"Insider" if used in relation to an issuer, means:

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

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

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

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

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

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

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

(c) in the case of a Related Party Transaction (as defined in the policies of the Exchange):

(i) if the CPC holds its own shares, the CPC; and
(ii) a person acting jointly or in concert with a person referred to in paragraph (a) or (b) in respect of the transaction at a properly constituted meeting of the common shareholders of the CPC.

"Member" means a Person who is a member of the Exchange;

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

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

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

"*Offering*" means this offering of a 1,000,000 Common Shares ($200,000).

"Person" means a Company or individual.

"Principal" means:

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

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

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

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

(i) holds securities carrying more than 10% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
(ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

In calculating these percentages, securities that may be issued to the holder under outstanding convertible securities are included 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);

(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 to the Member;

(d) the Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:
(i) the Person is an Affiliate or Associate of the Member acting at arm's length to the Member;
(ii) the Associate or Affiliate has a separate corporate and reporting structure;
(iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
(iv) the Member maintains a list of such excluded Persons;

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

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

“Seed Shares” means all 2,000,000 Common Shares issued prior to this Offering at a price below $0.20 per Common Share.

"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" means an investment dealer that is a member of the Exchange and that meets the criteria for acting as a sponsor under Exchange policies and which agrees to sponsor the Qualifying Transaction of the CPC as required under Exchange policies.

"Target Company" means a company to be acquired by or merged with the CPC, by way of take-over, amalgamation, arrangement or otherwise, as its Significant Assets pursuant to a Qualifying Transaction.

“TSX” means the Toronto Stock Exchange.

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

“Voting Shares” means a security of an issuer that:

(a) is not a debt security; and

(c) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

PROSPECTUS SUMMARY

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

BUSINESS OF THE CORPORATION:

The Corporation was incorporated on June 3, 2008 by Certificate of Incorporation issued pursuant to the provisions of the *Canada Business Corporations Act* under the name "DPVC Inc." The Corporation was extra-provincially registered in the Province of British Columbia on August 1, 2008. The Corporation is a CPC as defined in the CPC Policy. The principal business of the Corporation will be the identification and evaluation of assets or businesses for the purposes of completing a Qualifying Transaction. The Corporation has not carried on commercial operations and has no assets other than a minimum amount of cash. An acquisition financed by the issuance of treasury shares could result in a change in control of the Corporation and may cause the shareholders' interests in the Corporation to be reduced. See "Business of the Corporation."

OFFERING:

A total of up to 1,000,000 Common Shares are being offered under this prospectus at a price of $0.20 per Common Share. In addition, the Corporation will grant the Agent's Option to the Agent, which is a single, non-transferable option to purchase an aggregate of 100,000 Common Shares at a price of $0.20 per share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange. The Agent's Option is also qualified for distribution under this prospectus. See "Plan of Distribution".

USE OF PROCEEDS:

The net proceeds of the Offering to the Corporation will be approximately $115,000 ($200,000 minus Agent's commission of $20,000 and additional expenses of approximately $65,000. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition for the purposes of completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until the Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized and $210,000 may be used for purposes other than evaluating business or assets. Until completion of the Qualifying Transaction, neither the Corporation nor any party on behalf of the Corporation will engage the services of any person to provide investor relations activities or market making services. See "Use of Proceeds".

DIRECTORS AND MANAGEMENT:

T. Richard Turner	Director and Chief Executive Officer
Michelle J. Chang	Chief Financial Officer
Greg Yuel	Director
D. Neil McDonnell	Director

See "Directors, Officers and Promoters".

ESCROW:

All of the currently issued and outstanding Common Shares of the Corporation, being 2,000,000 Common Shares, have been deposited in escrow pursuant to the terms of an Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

DIVIDEND POLICY:

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

RISK FACTORS:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends, and will not generate earnings or pay dividends until at least after the completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation. There are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on its investment of 33% or $0.067 per Common Share. 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. Until the completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses for the purposes of completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

The Corporation was incorporated on June 3, 2008 by Certificate of Incorporation issued pursuant to the provisions of the *Canada Business Corporations Act* under the name "DPVC Inc." The Corporation was extra-provincially registered in the Province of British Columbia on August 1, 2008.

The registered office of the Corporation is located at 3000 - 360 Main Street, Winnipeg, Manitoba R3C 4G1. The head office of the Corporation is located at 620 – 375 Water Street, Vancouver, British Columbia, V6B 5C6.

BUSINESS OF THE CORPORATION

Preliminary Expenses

The Corporation has incurred expenses in connection with the incorporation of the Corporation and the sale of the Seed Shares, filing this prospectus and making application for listing the Common Shares on the Exchange and will be incurring additional costs and expending funds as the Offering progresses. Since the date of the balance sheet included in the Prospectus the Corporation estimates that it has incurred the following expenses:

Category of Expense	Estimated Amount of Expenses Incurred
Legal fees	$10,000
Audit fees	$2,000
Exchange fees	$5,250
Total	**$17,250**

Certain of the proceeds of the Offering may be utilized to satisfy the obligations of the Corporation relating to the Offering, including the expenses of its auditors, legal counsel and the Agent's legal counsel. See "Use of Proceeds".

Proposed Operations Unit Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets for the purposes of completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations.

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

The Corporation has not yet entered into an Agreement in Principle.

Method of Financing

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

Criteria for a Qualifying Transaction

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

Filings and Shareholder Approval of the Qualifying Transaction

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

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

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

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

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

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

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

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

Minimum Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. In the event that the Common Shares of the Corporation are delisted by the Exchange, within 90 days of the date of delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non Arm's Length Parties to the Corporation, determine to deal with the issuer or its remaining assets in some other manner. See "Business of the Corporation - Filings and Shareholder Approval of the 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) a member firm of the Exchange;
   (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and
   (iii) associates of any such person,

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

(c) the Resulting Issuer will be a financial institution, finance corporation, 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 Corporation has received gross proceeds of $200,000 from the sale of Common Shares prior to the date of this prospectus. There were no costs associated with the sale of Common Shares prior to the date of this prospectus. The Corporation will receive $200,000 in gross proceeds from the sale of Common Shares pursuant to this prospectus.

The Corporation expects to incur a total of $85,000 in total costs relating to the issuance of Common Shares pursuant to this prospectus, including the Agent's commission of $20,000. The Corporation expects to have a total of $315,000 available to it from the sale of Common Shares under this prospectus and from prior sales of Common Shares, after deduction of expenses.

Offering proceeds may be utilized to satisfy the obligations of the Corporation related to this Offering, including the payment of fees and expenses of the Corporation's auditors, legal counsel, the Agent and the Agent's legal counsel.

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

	Offering
Gross cash proceeds raised prior to this Offering (Seed Shares) (1)	$ 200,000
Expenses and costs relating to raising Seed Share proceeds	$ 0(2)
Gross cash proceeds to be raised pursuant to this Offering	$ 200,000
Expenses and costs relating to the Offering (3)	$85,000
Estimated funds available on completion of the Offering (4)	**$315,000**
Funds available for identifying and evaluating assets or business prospects (4) (5)	$315,000
Estimated general and administrative expenses until completion of a Qualifying Transaction	$ 20,000
Total Net Proceeds	***$295,000***

Notes:
(1) See "Prior Sales".
(2) No issue costs have been allocated towards the issuance of these shares. See the Corporation's Balance Sheet as at June 30, 2008.
(3) Includes listing fees, Agent's commission, legal fees, audit fees and miscellaneous expenses.
(4) In the event that the Agent exercises the Agent's Option there will be available to the Corporation a maximum of an additional $20,000 which will be added to the working capital of the Corporation. There is no assurance that the Agent's Option will be exercised.
(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire amount available for identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

The proceeds may be used for expenses incurred with respect to:

(i) valuations or appraisals;
(ii) business plans;
(iii) feasibility studies and technical assessments;
(iv) sponsorship reports;
(v) engineering or geological reports;
(vi) financial statements, including audited financial statements;
(vii) fees for legal and accounting services; and
(viii) agent’s fees, costs and commissions;

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

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

Restrictions on Use of Proceeds

Until completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or $210,000 can be used for purposes other than those described above. For greater certainty, expenditures, which are not included as "Permitted Uses of Funds", listed above, include:

(a) listing and filing fees (including SEDAR fees);

(b) other costs for the issuance of securities, (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and

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

(i) office supplies, office rent and related utilities;
(ii) printing costs (including the printing of this prospectus and share certificates);
(iii) equipment leases; and
(iv) fees for legal advice and audit expenses, other than those described under “Permitted Uses of Funds” above.

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

Private Placements for Cash

After the closing of the Offering and until the completion of the Qualifying Transaction, the Corporation may not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the public announcement of the proposed Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $2,000,000. The only securities issuable pursuant to a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to a private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow. See "Escrowed Securities".

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable best efforts basis the 1,000,000 Common Shares as provided in this prospectus, at a price of $0.20 per Common Share, for gross proceeds of $200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay the Agent's legal fees estimated at $5,000.

The Corporation has also agreed to grant to the Agent the Agent's Option, which is a non-transferable option to purchase an aggregate of 100,000 Common Shares at a price of $0.20 per share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is also qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the completion of the Qualifying Transaction. The remaining 50% may be sold after the completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable best efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at their 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.

Total Offering

The total Offering is for a 1,000,000 Common Shares at a price of $0.20 per share for total gross proceeds of $200,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 20,000 of the total Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 40,000 or 4% of the total number of Common Shares sold under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released $200,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

The offering price per Common Share was determined arbitrarily by the board of directors of the Corporation.

Listing Application

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

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, neither it, nor any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing has subscribed for Common Shares of the Corporation. Until the completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the participants referred to in this item, is 20% of the issued and outstanding Common Shares of the Corporation, exclusive of Common Shares reserved for issuance at a later date.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent's Option no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the 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 applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Corporation proposes to distribute 1,000,000 Common Shares pursuant to this prospectus and the Agency Agreement. The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 2,000,000 are issued and outstanding as fully paid and non-assessable. Upon completion of the Offering 100,000 Common Shares will be reserved under the Agent's Option. See "Plan of Distribution" and "Options to Purchase Securities".

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

Based upon the *Income Tax Act* (Canada) and the regulations thereunder as at the date hereof and assuming that such Act remains in force and effect, unamended, on the date of closing and the listing of the Common Shares on the Exchange, on such date, the Common Shares will be qualified investments under the *Income Tax Act* (Canada) and the regulation thereunder for trusts governed by registered retirement savings plans, registered retirement income funds and deferred profit sharing and for trusts governed by registered education savings plans.

CAPITALIZATION

The following table sets out the share and loan capital of the Corporation:

Designation of Security	Amount Authorized	Amount outstanding as of the most recent balance sheet contained in the Prospectus[1]	Amount outstanding as of August 31, 2008	Amount outstanding after giving effect to the Offering
Common Shares[2]	Unlimited	$200,000 (2,000,000 Shares)	$200,000 (2,000,000 Shares)	$400,000 (3,000,000 Shares)
Long Term Debt	N/A	Nil	Nil	Nil

Notes:

(1) As at the date of the most recent balance sheet contained in the Prospectus, the Corporation had no retained earnings or deficit and had not commenced commercial operations.

(2) The Corporation has also reserved an aggregate of 100,000 Common Shares to be issued pursuant to the Agent's Option. See "Plan of Distribution".

(3) Prior to deduction of the Agent's commission, fees and expenses and the other costs of this Offering, estimated at $85,000.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted a stock option plan which permits the Corporation to grant stock options to directors, officers and consultants of the Corporation in accordance with Exchange requirements and the terms of the stock option plan. The Corporation has not granted any stock options to any directors or officers of the Corporation at this time and does not propose to do so before the closing of the Offering.

The Corporation will issue the Agent's Option on the closing of this Offering (subject to regulatory approval). The Agent's Option entitles the Agent to acquire 100,000 Common Shares at a price of $0.20 per Common Share, exercisable for a period ending 24 months from the date of listing of the Corporation's Common Shares on the Exchange. No more than 50% of the aggregate number of shares that may be acquired on exercise of the Agent's Option may be sold before completion of the Qualifying Transaction of the Corporation.

Stock Option Terms

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 5 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants, including investor relations consultants, will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised no later than 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. The exercise price of the options will be determined by the board of directors of the Corporation but will, in any event, not be less than the discounted market price of the Common Shares at the time of the grant of the 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".

DIVIDEND POLICY

No dividends have been paid on any shares of the Corporation since the date of its incorporation and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

PRIOR SALES

Since the date of incorporation of the Corporation, 2,000,000 Common Shares have been issued as follows. Common Shares issued to any member of the Aggregate Pro Group are identified by an *.

Date	Number of Common Shares(1)	Issue Price Per Share	Aggregate Issue Price	Consideration Received
June 30, 2008	1,650,000	$0.10	$165,000	$165,000 cash
June 30, 2008	350,000 *	$0.10	$35,000	$35,000 cash

Note:
(1) All of these Common Shares will be placed in escrow. See "Escrowed Securities".

ESCROWED SECURITIES

All of the 2,000,000 Common Shares issued prior to this Offering at a price below $0.20 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Escrow Agent under the Escrow Agreement.

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

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

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

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares held in escrow	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering
T. Richard Turner West Vancouver, BC	800,000	800,000	40%	26.67%
Trent Koehler Saskatoon, SK	600,000	600,000	30%	20%
Kevin Hooke Winnipeg, MB	175,000	175,000	8.75%	5.83%
Todd Degelman Saskatoon, SK	175,000	175,000	8.75%	5.83%
Greg Yuel Saskatoon, SK	100,000	100,000	5%	3.33%
D. Neil McDonnell North Vancouver, BC	100,000	100,000	5%	3.33%
Michelle J. Chang Vancouver, BC	50,000	50,000	2.5%	1.67%
TOTAL	**2,000,000**	**2,000,000**	**100%**	**66.67%**

Where the Common Shares of the Corporation which are required to be held in escrow are held by a non-individual (a "holding company"), each holding company pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities 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 the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

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

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

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

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

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

  (i) cancel all Seed Shares purchased by Non Arm's Length Parties to the CPC at a discount to the IPO Price in accordance with section 11.2(a) of the CPC Policy; or
  (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the price of the Common Shares pursuant to the Offering.

Escrowed Shares on Qualifying Transaction

Generally, if the number of Surplus Securities (as defined below) equals 25% or less of the number of Value Securities (as defined below) issued pursuant to the Qualifying Transaction, then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the "Value Security Escrow Agreement"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of securities issued pursuant to the Qualifying Transaction are not Value Securities then all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "Surplus Security Escrow Agreement").

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

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

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

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

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

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

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Resident of Shareholder	Type of Ownership	Number of Shares	Percentage of Shares Owned Prior to Giving Effect to Offering	Percentage of Shares Owned After Giving Effect to the Offering (1)
T. Richard Turner Vancouver, BC	Of record and beneficial	800,000	40%	26.67%
Trent Koehler Saskatoon, SK	Of record and beneficial	600,000	30%	20%
TOTAL		**1,400,000**	**70%**	**46.67%**

Note:
(1) The calculation is also on a fully-diluted basis as none of the principal shareholders holds any options to purchase Common Shares.

DIRECTORS, OFFICERS AND PROMOTERS

The following describes the business backgrounds of the directors and officers of the Corporation.

T. Richard Turner – Chief Executive Officer and Director

Mr. Turner (age 52), a resident of West Vancouver, British Columbia, has served as the President and Chief Executive Officer of TitanStar Investment Group Inc., a private company engaged in the provision of private equity capital to mid-market businesses and capital for real estate developments and acquisitions, since 1995. His current board positions include Board Chair and Director of the Insurance Corporation of British Columbia; Trustee of Sun Gro Horticultural Income Fund and Board Chair and Director of its operating subsidiary Sun Gro Horticultural Canada Inc.; Board Chair and Trustee of Pure Industrial Real Estate Fund; Trustee of WesternOne Equity Income Fund and Board Chair and Director its operating subsidiary WesternOne Equity GP Inc; and Director of Sora Group Wealth Advisors Inc. Mr. Turner is also a Director of the Organizing Committee of the Vancouver 2010 Olympic and Paralympic Winter Games (VANOC) and serves as Chair of the Audit Committee; Governor of the BC Business Council; and a past Chair and Governor of the Vancouver Board of Trade. From 1988 to 2005, Mr. Turner served as a Director, President and Chief Executive Officer of the operating subsidiary of IAT Air Cargo Facilities Income Fund, a business which is involved in the development and management of real estate at airports. Mr. Turner also served as Board Chair and Director of the British Columbia Lottery Corporation from 2001 to 2005 and Trustee of Sunrise Senior Living REIT from 2004 - 2007. He also serves as the Honorary Consul for the Hashemite Kingdom of Jordan in Vancouver. In 2003, Mr. Turner received H.R.H. Queen Elizabeth’s Golden Jubilee Award for public service in Canada. Mr. Turner holds a Bachelor of Commerce in Finance from the University of British Columbia.

Mr. Turner will devote such amount of time to the business of the Corporation as is required in order to fulfill his duties as Chief Executive Officer and as a director of the Corporation.

Michelle J. Chang - Chief Financial Officer

Ms. Chang (age 28), a resident of Vancouver, British Columbia is a Chartered Accountant and has been a principal with PFM Financial in Vancouver, British Columbia since February of 2008. Previously, Ms. Chang was a Senior Associate with Deloitte & Touche LLP from September, 2004 to February, 2008. From September, 2002 until August 2004, Ms. Chang was a commercial account manager with HSBC Bank Canada. Ms. Chang has a Bachelor of Commerce from the University of British Columbia and a Master of Professional Accounting from the University of Saskatchewan. Ms. Chang was admitted as a member of the Institute of Chartered Accountants, Vancouver, Canada in January of 2008.

Ms. Chang will devote such amount of time to the business of the Corporation as is required in order to fulfill her duties as Chief Financial Officer of the Corporation.

Greg Yuel – Director

Mr. Yuel (age 39), is a resident of Saskatoon, Saskatchewan. Since 1999 Mr. Yuel has worked for PIC Investment Group Inc., a privately held venture capital investment company. In 2005 Mr. Yuel became an equity partner and on October 1, 2006 became the President (CEO in 2007) of PIC Investment Group Inc. As President and CEO, Mr. Yuel is responsible for investment management, operational management, growth and profitability of PIC Investment Group Inc. and its subsidiaries, Round Table Management, PIC Flight, Adventure Destinations, HydorTech Limited, Panther Industries, ClearTech Industries, Kipp & Zonen B.V., and Caron Transportation Systems. Prior to 1999, Mr. Yuel was employed as the Safety Co-ordinator (1993 – 1996), and as the Vice-President, Sales (1996 – 1999) for Caron Transportation Systems of Sherwood Park, Alberta.

Mr. Yuel has experience in the development of human resource, sales and strategic policies and programs as well as the implementation and monitoring of the aforementioned programs and policies. Mr. Yuel also has experience in regulatory interpretation, regulatory policy and program development including implementation and monitoring. Mr. Yuel's experience and focus is mainly dedicated to personnel development, operational management along with strategic planning.

Mr. Yuel served as a Youth Director with Venture Capital Corporation (1989 – 1991), is a past Co-Chairman of the Alberta Trucking Association (1993 – 1995), and was the Trucking Industry Spokesperson for the Canadian Chemical Producers Association (1995 – 1999). Since 2000, Mr. Yuel has been a director of the Saskatoon Hilltop Football Club. Mr. Yuel served as a director of the

Saskatchewan Chamber of Commerce from 2001 to 2007. Since 2001, Mr. Yuel has been a Task Force Chair for the Industry and Growth Committee of the Saskatchewan Chamber of Commerce, and a director of Philom Bios Inc. (2002-06). In addition to serving as a director, Mr. Yuel was also a member of the audit committee, the search committee, and the compensation committee of Philom Bios Inc. From 2007 to present Mr. Yuel has been a director of a new capital pool corporation, SPVC Capital Corporation.

Mr. Yuel will devote such amount of time to the business of the Corporation as is required in order to fulfill his duties as a director of the Corporation.

D. Neil McDonnell – Director

Mr. McDonnell (age 49), a resident of North Vancouver, British Columbia, has been the Chief Executive Officer of Ignition Point Technologies since November of 2007. From February of 2006 to August of 2007, Mr. McDonnell was the Chief Operating Officer of Philips Lighting (SSL)/TIR Systems Ltd, a developer and manufacturer of Solid State Lighting Technologies. From November of 2005 to February of 2006, Mr. McDonnell was the Chief Executive Officer of IP Applications Corp, a provider of outsourced IT services and products. From January of 2004 to November of 2005, Mr. McDonnell was the Chief Operating Officer of MDSI Mobile Data Solutions Inc, a provider of mobile workforce management software and services. From September of 2000 to April of 2003, Mr. McDonnell was the President and Chief Executive Officer of Intrinsyc Software International, Inc., a developer of Microsoft based mobile devices. Mr. McDonnell graduated from the University of Toronto with a Bachelor of Commerce in 1981 and from the University of British Columbia with a Master of Business Administration in 1987.

Mr. McDonnell has been a Director for the British Columbia Lottery Corporation since 2003 and serves on the Human Resources and Compensation and Marketing Committees.

Mr. McDonnell will devote such amount of time to the business of the Corporation as is required in order to fulfill his duties as a director of the Corporation.

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

The directors and officers of the Corporation collectively control 1,050,000 Common Shares of the Corporation.

Other Reporting Issuer Experience

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

Name	Name of Other Reporting Issuer	Position(s)	Name of Exchange or Market	From	To
Richard Turner	Pure Industrial Real Estate Investment Trust	Chair and Trustee	TSX-V	August 2007	Present
	WesternOne Equity Income Fund (1)	Trustee, Chair and Director	TSX	August 2006	Present
	NuMedia Games Inc.	Director	TSX-V	July 2006	March 2008
	Sun Gro Horticulture Income Fund	Trustee	TSX	March 2002	Present
	Sunrise Senior Living Real Estate Investment Trust	Trustee	TSX	September 2004	April 2007
	IAT Air Cargo Facilities Income Fund (2)	President and CEO	TSX	June 1997	December 2005
Greg Yuel	Philom Bios Inc.	Director	OTC Market Established by Union Securities Inc.	May 2002	2006
	SPVC Capital Corporation	Director	TSX-V	November 2007	Present
Michelle J. Chang	None	NA	NA	NA	NA
D. Neil McDonnell	TIR Systems Ltd.	Chief Operating Officer	TSX	February 2006	June 2007
	IP Applications Corp.	Chief Executive Officer	TSX-V	November 2005	February 2006
	MDSI Mobile Data Solutions Inc.	Chief Operating Officer	TSX	January 2004	November 2005
	Intrinsyc Software International, Inc.	President and Chief Executive Officer	TSX	September 2000	April 2003

Notes:
(1) Mr. Turner is the Chair and a director of WesternOne Equity GP Inc., the wholly-owned operating subsidiary of WesternOne Equity Income Fund. Mr. Turner is also a trustee of WesternOne Equity Income Fund.
(2) Mr. Turner was the President and Chief Executive Officer of International Aviation Terminals Inc., the wholly-owned operating subsidiary of IAT Air Cargo Facilities Income Fund.

Corporate Cease Trade Orders or Bankruptcies

No current or proposed director, officer or promoter of the Corporation or shareholder holding a sufficient number of securities of the Corporation to materially affect the control of the Corporation (as the case may be) is, or has been within the past ten years, a director, officer or promoter of any other issuer that, while that person was acting in that capacity:

(i) was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days, or

(ii) 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 that person.

Penalties or Sanctions

No current or proposed director, officer or promoter of the Corporation or shareholder holding a sufficient number of securities of the Corporation to materially affect the control of the Corporation 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 selfregulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No current or proposed director, officer or promoter of the Corporation is, or has, within the ten years preceding the date hereof, been 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 that individual.

Conflicts of Interest

There are potential conflicts of interest to which some of the directors of the Corporation will be subject in connection with the business of the Corporation. The directors of the Corporation are or may be engaged in and will or may continue to be engaged in, corporations, businesses and partnerships which may be in competition with the search by the Corporation for businesses or assets in order to complete a Qualifying Transaction. Accordingly, situations may arise where some of the directors and officers will be in direct competition with the Corporation. Other than as hereinafter described, conflicts will be subject to the procedures and remedies similar to those provided under the *Canada Business Corporations Act*.

EXECUTIVE COMPENSATION

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

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

- (i) salaries;
- (ii) consulting fees;
- (iii) management contract fees or directors' fees;
- (iv) finders fees;
- (v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursement"). There have not been any such reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation may also be granted stock options. See “Options to Purchase Securities”.

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 33% or $0.067 per Common Share on the basis of there being 3,000,000 Common Shares of the Corporation issued and outstanding following completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

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

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

(b) investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 33% or $0.067 per Common Share;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

No Professional Person, the Responsible Solicitor or any partner in the Responsible Solicitor's firm beneficially owns, directly or indirectly, any securities of the Corporation or any Associate or Affiliate of the Corporation. See “Principal Shareholders”. No Professional Person, the Responsible Solicitor or any partner of the Responsible Solicitor’s firm is, or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation.

In this section, "Professional Person" means any solicitor, auditor, engineer, appraiser or any other person or corporation who is named as having certified any part of this prospectus or a document prepared in connection with this prospectus, whose profession gives authority to a statement or opinion made by such person in the person's professional capacity; and "Responsible Solicitor" means the solicitor who is primarily responsible for the preparation of or for advice to the Corporation or to the Agent with respect to the contents of this prospectus.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares of the Corporation. Other than the foregoing, to date there have been no material transactions in which any of the directors and officers of the Corporation have been a party.

MATERIAL CONTRACTS

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

1. Transfer Agency and Registrar Agreement to be entered into between the Corporation and CIBC Mellon Trust Company;

2. the Agency Agreement. See “Plan of Distribution”; and

3. the Escrow Agreement. See “Escrowed Securities”.

The Corporation will also adopt the Stock Option Plan. Copies of these agreements will be available for inspection at the registered office of the Corporation located at the offices of Aikins, MacAulay & Thorvaldson LLP, 3000-360 Main Street, Winnipeg, Manitoba R3C 4G1 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.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

Neither the Corporation nor any of its directors and officers are related or connected to the Agent.

OTHER MATERIAL FACTS

There are no other material facts regarding the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Scarrow & Donald LLP, Chartered Accountants, 100 – 5 Donald Street, Winnipeg, Manitoba.

CIBC Mellon Trust Company, at its Calgary office located at 600, 333-7th Avenue S.W., Calgary, Alberta T2P 2Z1, is the transfer agent and registrar for the Common Shares.

PURCHASER’S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt, or deemed receipt, of a prospectus and any amendment. In several of the Qualifying Jurisdictions, applicable securities laws further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such 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.

♦, 2008

AUDITORS' CONSENT

We have read the prospectus of DPVC Inc. (the "Company") dated •, 2008 relating to the issue and sale of 1,000,000 common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Company on the balance sheet of the Company as at June 30, 2008. Our report is dated July 14, 2008, except for note 6, which is as of •, 2008.

Chartered Accountants
Winnipeg, Canada

BALANCE SHEET OF

DPVC INC.

June 30, 2008

July 14, 2008, except for note 6, which is as of September ●, 2008

AUDITORS' REPORT

To the Shareholders of
DPVC Inc.:

We have audited the balance sheet of DPVC Inc. as at June 30, 2008. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement based on our audit.

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

In our opinion, the balance sheet presents fairly, in all material respects, the financial position of the Company as at June 30, 2008 in accordance with Canadian generally accepted accounting principles.

Chartered Accountants
Winnipeg, Canada

For this communication, together with the work done to prepare this communication and for the opinions we have formed, if any, we accept and assume responsibility only to the addressee of this communication, as specified in our letter of engagement.

DPVC INC.
Balance Sheet

	June 30, 2008
ASSETS	
Current assets:	
Cash (note 3)	$ 200,000
SHAREHOLDERS' EQUITY	
Share capital (note 4)	$ 200,000

Approved by the Board:

"Richard Turner" Director

"Greg Yuel" Director

1. Incorporation:

DPVC Inc. (the "Company") was incorporated under the *Canada Business Corporations Act* on June 3, 2008 and is classified as a capital pool company as defined in TSX Venture Exchange Inc. (the "Exchange") Policy 2.4. The Company has not commenced operations as at the balance sheet date. Accordingly, statements of operations, retained earnings and cash flow have not been prepared for the period from incorporation on June 3, 2008 to June 30, 2008.

The Company is involved in securing equity financing, with which it intends to identify and evaluate opportunities for the acquisition of businesses and assets, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of shareholder and regulator approval in order for the Company to complete a Qualifying Transaction approved by the Exchange.

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 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 that are satisfactory to it. Further, there is no assurance that businesses acquired will be profitable.

2. Summary of significant accounting policies:

These financial statements are prepared in accordance with Canadian generally accepted accounting principles and include the following significant accounting policies.

a) Accounting estimates-

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

b) Financial instruments-

All financial instruments are required to be measured at fair value on initial recognition, except for certain related party transactions. Measurement in subsequent periods depends on whether the financial instrument has been classified as held for trading, available for sale, held to maturity, loans and receivables, or other liabilities. Financial assets and liabilities may be measured at fair value, cost, or amortized costs. Amortized cost is the amount at which the financial asset is measured at initial recognition less principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, and less any reduction for impairment or uncollectability. Transactions to purchase or sell financial assets are recorded on the settlement date.

2. Summary of significant accounting policies (continued)**:**

The Company classifies financial instrument using the following criteria:

Loans and receivables-

The Company classifies non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand, usually with interest as loans and receivables other than debt securities and loans and receivable that the entity, upon initial recognition, designates as held for trading or as available for sale.

Loans and receivables are subsequently measured at their amortized cost, using the effective interest method. Net gains and losses arising from changes in fair value are recognized in net income upon derecognition or impairment.

The Company has no financial assets classified as loans and receivables.

Held-to-maturity investments-

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity that the Company has the positive intention and ability to hold to maturity; other than those that meet the definition of loans and receivables, those that the Company, upon initial recognition, designates as held for trading and those that the Company designates as available for sale.

Held-to-maturity investments are subsequently measured at amortized cost using the effective interest method. Net gains and losses arising from changes in fair value are recognized in net income upon derecognition or impairment.

The Company has no financial assets classified as held-to-maturity.

Held for Trading-

A financial asset or financial liability held for trading is a financial asset or financial liability that is not either a loan or receivable acquired or incurred principally for the purpose of selling or repurchasing it in the near term, or part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit taking, or is a derivative, except for a derivative that is a designated and effective hedging instrument; or it is designated by the Company upon initial recognition as held for trading, except for financial instruments whose fair value cannot be reliably measured and financial instruments transferred in a related party transaction that were not classified as held for trading before the transaction.

Financial assets and financial liabilities classified as held-for-trading are measured at fair value with gains and losses recognized in net earnings. The Company does not reclassify a financial instrument into or out of the trading category while it is held or issued.

The Company has classified cash as held for trading and is reflected on the balance sheet at fair value.

2. Summary of significant accounting policies (continued)**:**

Available-for-sale-

Available-for-sale financial assets are those non-derivative financial assets that are designated as available for sale, or that are not classified as loans and receivables, held-to-maturity investments, or held for trading.

Available-for-sale financial assets are measured at fair value with unrealized gains and losses recognized in other comprehensive income until the financial asset is derecognized. Investments in equity instruments are classified as available-for-sale if they do not have a quoted market price in an active market and are measured at cost.

The Company has no financial assets classified as available-for-sale.

Other liabilities-

Financial liabilities are measured at fair value when they are classified as held for trading or are derivatives, except for derivatives that are linked to and must be settled by delivery of equity instruments of another entity whose fair value cannot be reliably measured. All other financial liabilities are measured at amortized cost. Net gains and losses arising from changes in fair value are recognized in net income upon derecognition or impairment.

The Company has no financial liabilities classified as other liabilities.

Transaction costs-

Transaction costs are expensed as incurred for financial instruments classified or designated as held for trading. For other financial instruments, transaction costs are added to the related financial asset or liability on initial recognition and are measured at amortized cost using the effective interest method. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability.

Derivative instruments-

A derivative is a financial instrument or other contract with all three of the following characteristics: its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, a credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract; it requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors; and it is settled at a future date.

Derivative instruments are recorded at fair value including those derivatives that are embedded in a financial instrument or other contract but are not closely related to the host financial instrument or contract, respectively. Changes in the fair values of derivative instruments are recognized in net earnings, except for derivatives that are designated as cash flow hedges, in which case the fair value change for the effective portion of such hedging relationships are recognized separately.

The Company presently does not have any derivative financial instruments.

2. Summary of significant accounting policies (continued)**:**

Hedges-

In a fair value hedging relationship, the carrying value of the hedged item will be adjusted by gains or losses attributable to the hedged risk and recognized in net earnings. The changes in the fair value of the hedged item, to the extent that the hedging relationship is effective as defined by the standard ("effective"), will be offset by changes in the fair value of the hedging derivative. In a cash flow hedging relationship, the effective portion of the change in the fair value of the hedging derivative will be recognized separately. The ineffective portion as defined by the standard ("ineffective") will be recognized in net earnings. The amounts recognized separately will be reclassified to net earnings in those periods in which net earnings is affected by the variability in the cash flows of the hedged item.

The Company presently does not have any hedging transactions.

Comprehensive Income-

Comprehensive income includes net income and other comprehensive income. Other comprehensive income generally includes unrealized gains and losses on financial assets classified as available-for-sale, unrealized foreign currency translation adjustments net of hedging arising from self-sustaining foreign operations, and changes in the fair value of the effective portion of cash flow hedging instruments. The Company's financial statements will include a statement of other comprehensive income for any items included in other comprehensive income while the cumulative amount and accumulated other comprehensive income, will be presented as a category of shareholders' equity.

Financial asset impairment-

The Company assesses impairment of all its financial assets, except those classified as held for trading. Management considers whether there has been a breach in contract, such as a default or delinquency in interest or principal payments in determining whether objective evidence of impairment exists. Impairment is measured as the difference between the asset's carrying value and its fair value. Impairment is included in current earnings.

c) Share Options-

The Company has a share option plan available for officers, employees and directors. The fair value based method of accounting is applied to all share-based compensation. Compensation expense for option based compensation awards is recognized when share options are granted over the vesting periods. The fair value of share options and warrants granted are estimated on the date of grant using the Black-Scholes option-pricing model. On the exercise of share options, consideration received and the accumulated share options amount relating thereto is credited to share capital. Awards of options and warrants related to private placements or public offerings of shares are treated as share issue costs.

As at June 30, 2008, no shares have been issued under this plan.

d) Cash

Cash and cash equivalents consist of cash on deposit and highly liquid short-term interest bearing securities with maturities at the date of purchase of three months or less.

3. Restriction on use of proceeds:

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

4. Share capital:

	June 30, 2008
Authorized:	
Unlimited number of common shares	
Issued:	
2,000,000 common shares	$ 200,000

On June 30, 2008 the Company issued 2,000,000 common shares for cash consideration of $200,000. These shares are held in escrow pursuant to the requirements of the Exchange to be released 10% on the issuance of the Final Exchange Bulletin (as defined under the policies of the Exchange) and 15% on each of the 6th, 12th, 18th, 24th, 30th and 36th months following the issuance of the Final Exchange Bulletin. All Common Shares acquired on exercise of stock options prior to the completion of a Qualifying Transaction must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

In addition, all Common Shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by any person or corporation who becomes a control person are required to be deposited in escrow. Subject to certain exemptions permitted by the exchange, all securities of the corporation held by principals of the resulting issuer will also be escrowed.

5. Risk management and fair values:

Management's risk management policies are typically performed as a part of the overall management of the Company's operations. Management is aware of risks related to these objectives through direct personal involvement with employees and outside parties. In the normal course of its business, the Company is exposed to a number of risks that can affect its operating performance. Management's close involvement in operations helps identify risks and variations from expectations. The Company has not designated transactions as hedging transactions to manage risk. As a part of the overall operation of the Company, management considers the avoidance of undue concentrations of risk. These risks and the actions taken to manage them include the following:

Liquidity risk-

Liquidity risk is the risk that the Company cannot meet its financial obligations associated with financial liabilities in full. The Company's source of liquidity is its equity. The funds are primarily used to finance working capital and are adequate to meet the Company's financial obligations associated with financial liabilities.

5. Risk management and fair values (continued)**:**

Fair values-

The fair value of cash approximates its recorded value. Fair value is an estimate of the amount at which items might be exchanged in an arm's length transaction between knowledgeable willing parties who are under no compulsion to act. Fair value should not be interpreted as an amount that could be realized in immediate settlement of the instruments. The estimate of fair value at year-end may not represent fair values at any other date. The determination of fair value is also affected by the use of judgment and by uncertainty.

6. Subsequent events:

The Company is filing a prospectus for the sale to the public of a minimum of 1,500 and a maximum of 1,000,000 common shares at a price of $0.20 per common share, payable on closing for aggregate net proceeds of a minimum of $300 and a maximum of $200,000. In connection with the offering, the Company has agreed to grant the agent an option to purchase 100,000 common shares at $0.20 per share. The option expires 24 months from the date of listing of the Company's common shares on the Exchange. No more than 50% of the common shares received on exercise of the agent's option may be sold by the agent prior to completion of the Qualifying Transaction. The remaining 50% may be sold after completion of the Qualifying Transaction.

DATE: September 8, 2008

CERTIFICATE OF THE CORPORATION

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Saskatchewan and Manitoba and the regulations thereunder.

"T. Richard Turner"	"*Michelle J. Chang*"
T. RICHARD TURNER Chief Executive Officer	MICHELLE J. CHANG Chief Financial Officer

ON BEHALF OF THE BOARD

"*Greg Yuel"*	*"D. Neil McDonnell*"
GREG YUEL Director	D. NEIL MCDONNELL Director

DATE: September 8, 2008

CERTIFICATE OF THE AGENT

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

WELLINGTON WEST CAPITAL INC.

"Kevin Hooke"

Per: ______________________________

Kevin Hooke
Senior Vice President,
Head of Investment Banking