A copy of this preliminary prospectus has been filed with the securities regulatory authority in each of the provinces of Alberta and British Columbia and with the TSX Venture Exchange but has not yet become final for the purpose of the sale of securities. Information contained within 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.

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING **DATED: December 19, 2008**

SUNRIDGE INVESTMENTS CORP.
(a capital pool company)

$200,000
2,000,000 Common Shares (the "Common Shares") at $0.10 per Common Share

The purpose of this offering (the **"Offering"**) is to provide Sunridge Investments Corp. (the **"Company"**) with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. The Company hereby offers 2,000,000 Common Shares to the public at a price of $0.10 per Common Share. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the **"Exchange"**), and in the case of a Non Arm's Length Qualifying Transaction must also receive Majority of the Minority Approval, as hereinafter defined, in accordance with Exchange Policy 2.4 (the **"CPC Policy"**). The Company is a capital pool company pursuant to the policies of the Exchange. It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Company" and "Use of Proceeds".

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

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

(2) A commission equal to 10% of the gross proceeds of the Offering will be paid to the Agent (the **"Agent's Commission"**). The Agent will also be paid an corporate finance fee of $10,000 plus GST (the "**Corporate Finance Fee**"), of which $5,000 plus GST has been paid, and will be granted non-transferable options (the **"Agent's Options**") to acquire up to 200,000 Common Shares at a price of $0.10 per Common Share, exercisable for a period of 24 months from the closing date of the Offering. The Agent's Options are qualified for distribution under this Prospectus. The Agent will also be reimbursed by the Company for the Agent's expenses, including legal fees, incurred pursuant to the Offering, of which $8,000 has already been paid. See "Plan of Distribution".

(3) Before deduction of the costs of the Offering, which are estimated to be $55,000 (excluding the Agent's Commission), and includes legal and audit fees and other expenses of the Company, the Agent's Corporate Finance Fee and the Agent's legal fees and expenses, regulatory fees and a listing fee payable to the Exchange. See "Use of Proceeds".

(4) A total of 2,000,000 Common Shares are offered under this Prospectus, not including the Agent's Options or options granted to directors, officers and consultants which are also qualified for distribution under this Prospectus. See "Plan of Distribution".

The Company has entered into an agency agreement (the **"Agency Agreement**") with Wolverton Securities Ltd. (the **"Agent**") to act as Agent for the Company for the sale of the Common Shares under this preliminary prospectus (the "**Prospectus**") on a commercially reasonable efforts basis. The Offering is subject to a minimum subscription of 2,000,000 Common Shares for total gross proceeds to the Company of $200,000. The offering price of the Common Shares was determined by negotiation between the Company and the Agent. All funds received from subscriptions for the Common Shares will be held by the Agent, pursuant to the terms of the Agency Agreement. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

There is currently no market for the Company's securities. The Company has applied to list its Common Shares on the Exchange. Listing is subject to the Company fulfilling all of the listing requirements of the Exchange.

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

INVESTMENT IN THE COMMON SHARES OFFERED BY THIS PROSPECTUS IS HIGHLY SPECULATIVE due to the nature of the Company's business and its present stage of development. The Company was only recently incorporated, owns no assets (other than cash) and has not conducted active business operations. The Company has not entered into an Agreement in Principle, as that term is defined in the CPC Policy. The Company has no history of earnings and has not paid any dividends as of the date hereof. It is unlikely that the Company will generate earnings or pay dividends in the immediate or foreseeable future. The business objective of the Company is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction. There is no assurance that the Company will identify assets or businesses that warrant acquisition, in whole or in part. Even if assets or businesses are identified and the acquisition of the same or an interest therein is determined to be in the best interests of the Company, the Company may not be able to finance the acquisition with its existing resources and additional funds may be required to complete the transaction, and the Company may not be able to obtain additional financing. There can be no assurance that the Company will successfully complete any Qualifying Transaction. If the Company issues shares from its treasury to finance an acquisition, control of the Company may change and purchasers of Common Shares hereunder may suffer further dilution of their investment. The net proceeds generated from the Offering, after deducting associated costs, will be sufficient to identify and evaluate a limited number of opportunities. The officers and directors of the Company are not expected to devote their full time and attention to the business and affairs of the Company. The Company may be required to compete with others in its efforts to identify suitable assets or businesses for acquisition. **THIS OFFERING IS SUITABLE ONLY TO THOSE INVESTORS WHO ARE PREPARED TO RISK THE LOSS OF THEIR ENTIRE INVESTMENT. See “Risk Factors”.**

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% (or 40,000 Common Shares) 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 (as such terms are defined herein) of that purchaser, is 4% (or 80,000 Common Shares) of the total number of Common Shares offered under this Prospectus.

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

The Common Shares are offered by the Agent, as agent of the Company, on a "commercially reasonable efforts" basis, subject to prior sale, if, as and when issued and delivered by the Company and accepted in accordance with the conditions referred to under the heading “Plan of Distribution” and subject to the approval of certain legal matters on behalf of the Company by Armstrong Simpson, Barristers & Solicitors, Vancouver, British Columbia, and on behalf of the Agent by Miller Thompson LLP, Vancouver, British Columbia.

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

Wolverton Securities Ltd.
17th Floor, 777 Dunsmuir Street
Vancouver, British Columbia, V7Y 1J5
Telephone: 604.622.1000
Fax: 604.662.5205

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GLOSSARY OF TERMS

"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 an agreement among the Company and the Agent dated • pursuant to which the Agent has agreed to act as the Company's agent in respect of the Offering.

"Agent" means Wolverton Securities Ltd.

"Agent's Options" means the non-transferable options to purchase Common Shares of the Company issued to the Agent as more fully described under "Plan of Distribution".

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person or company,

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

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

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

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

but

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

"**BCBCA**" means the British Columbia *Business Corporations Act*, as amended from time to time.

"**Common Shares**" means the common shares in the authorized share structure of the Company.

"Company" means Sunridge Investments Corp., a company incorporated under the laws of the Province of British Columbia.

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

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

"Computershare" means Computershare Investor Services Inc, a trust company having an office in Vancouver, British Columbia and the Company's registrar and transfer agent.

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

"CPC" means a company:

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

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

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

"Escrow Agreement" means the escrow agreement dated October 28, 2008 among the Company, Computershare and certain security holders of the Company as more fully described under "Escrowed Securities".

"Exchange" means the TSX Venture Exchange Inc.

"Final Exchange Bulletin" means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation which 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 an Issuer;

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

or

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

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

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

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

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

(c) in the case of a Related Party Transaction (as defined in Exchange Policy 1.1):

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

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

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

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

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

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

"NEX" means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet the Exchange's tier maintenance requirements for Tier 2 Issuers, as set out in Policy 2.5 of the Exchange, may continue to trade.

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

"Non Arm's Length Parties to the Qualifying Transaction" means the Vendor(s), any Target Company(ies) and includes, in relation to Significant Assets or Target Company(ies), the Non Arm's Length Parties to 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 control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

"Offering" means the offering of Common Shares of the Company as more fully described under "Plan of Distribution".

"Person" means a company or an individual.

"Principal" means:

(a) a Person who acted as a Promoter of an Issuer within two years or their respective Associates or Affiliates, before the Issuer's initial public offering ("**IPO**") or Final Exchange Bulletin confirming final acceptance of a transaction;

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

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

(d) a **10%** holder – a Person that:

  (i) holds securities carrying more than 10% of the voting rights attached to an Issuer's outstanding securities immediately before and immediately after an Issuer's IPO or immediately after a 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 an Issuer or any of its material operating subsidiaries.

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

A company, trust, partnership or other entity more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, include securities of the entity that may be issued to the Principals under outstanding convertible securities in both the Principals' securities of the entity and the total securities of the entity outstanding). Any securities of an 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 an 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 whether the Exchange determines that the Person is acting at arm's length of the Member;

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

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

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

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

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

“Promoter” means, if used in relation to an Issuer, a Person who

(a) acting alone or in concert with one or more other Persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the Issuer, or

(b) in connection with the founding, organization or substantial reorganization of the business of the Issuer, directly or indirectly receives, in consideration of services or property or both, 10% or more of a class of the Issuer's own securities or 10% or more of the proceeds from the sale of a class of the Issuer's own securities of a particular issue,

but does not include a Person who

(c) receives securities or proceeds referred to in paragraph (b) solely

(i) as underwriting commissions, or

(ii) in consideration for property, and

(d) does not otherwise take part in founding, organizing or substantially reorganizing the business.

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

“Resulting Issuer” means an Issuer, which was formerly a CPC, that exists upon issuance of a Final Exchange Bulletin.

“SEDAR” means the System for Electronic Document Analysis and Retrieval.

“Significant Assets” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the Company, together with any concurrent transactions, would result in the Company meeting the Minimum Listing Requirements of the Exchange.

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

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

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

SUMMARY OF PROSPECTUS

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

The Company

The Company was incorporated under the BCBCA on May 26, 2006. The Company is a capital pool company pursuant to the policies of the Exchange. Initially, the principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Company".

The Offering

A total of 2,000,000 Common Shares are being offered under this Prospectus at a price of $0.10 per Common Share for gross proceeds of $200,000. The Company will pay the Agent a commission of 10% of the gross proceeds of the Offering, a Corporate Finance Fee of $10,000 plus GST (of which $5,000 plus GST has been advanced) and will reimburse the Agent for its expenses, including legal fees and disbursements incurred pursuant to the Offering (of which $8,000 has been advanced). In addition, on completion of the Offering the Company will grant to the Agent, Agent's Options to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share which will be exercisable for a period of 24 months from the closing date of the Offering. The distribution of the Agent's Options is also qualified under this Prospectus. See "Plan of Distribution".

The Company also intends to grant options to purchase a total of 480,000 Common Shares to the current directors and officers of the Company, all of which options are qualified for distribution under this Prospectus. See "Options to Purchase Securities".

Use of Proceeds

The estimated net proceeds to the Company from the sale of the Common Shares, after deducting estimated expenses and costs relating to the Offering including listing fees, the Agent's Commission, the Agent's Corporate Finance Fee, the Agent's expenses, legal fees and audit expenses, will be $125,000. The net proceeds of the Offering, together with gross proceeds from the sale of Common Shares of the Company prior to the Offering in the amount of $308,500, will be used to provide the Company with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Company may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized from the sale of all securities issued by the Company or $210,000 may be used for purposes other than evaluating businesses or assets. Until Completion of the Qualifying Transaction, neither the Company nor any party on behalf of the Company will engage the services of any person to provide investor relation activities or market making services. See “Use of Proceeds”.

Dilution

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of 21% or $0.021per Common Share on the basis of there being 4,835,000 Common Shares of the Company 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 Company.

Directors, Officers & Promoters

Paul Chung – President, Chief Executive Officer, Chief Financial Officer, Director and Promoter
Jerry Bella – Director and Promoter
Ralph Biggar – Director and Promoter
Gary Schellenberg – Corporate Secretary, Director and Promoter

See “Directors, Officers and Promoters”.

Dividend Record and Policy

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

Escrowed Securities

2,050,000 of the currently issued and outstanding Common Shares of the Company, being 2,835,000 Common Shares, will be deposited in escrow pursuant to the terms of the Escrow Agreement, as herein defined, and will be released from escrow in stages over a period of three years after the date of the Final Exchange Bulletin. See “Escrowed Securities”.

Risk Factors

An investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Company’s business and its present stage of development. The Company was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Company and can afford to risk the loss of their entire investment. The directors and officers of the Company will only devote part of their time and attention to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 21% or $0.021 per Common Share. There can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction.

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

CORPORATE STRUCTURE

The Company was incorporated under the British Columbia *Business Corporations Act* on May 26, 2006, as "Sunridge Investments Corp." The head office of the Company is located at Suite 620 – 650 West Georgia Street, Vancouver, British Columbia, V6B 4N9, and the registered and records office of the Company is located at Suite 2080, 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

The Company does not have any subsidiaries.

BUSINESS OF THE COMPANY

Preliminary Expenses

The Company has raised $100,000 through the issuance of 2,000,000 Common Shares at a price of $0.05 and $83,500 through the issuance of 835,000 Common Shares at a price of $0.10 (see "Description of Securities Offered - Share Capital"). To date, the Company has had no operations. The Company has incurred expenses to October 31, 2008 in the aggregate amount of $25,399 in respect of legal, audit, regulatory fees and banking charges. Since October 31, 2008, the Company has incurred expenses amounting to approximately $21,050, in respect of fees and deposits paid to the agent and fees paid to the Exchange related to the Company's listing application and to securities commissions related to the filing of this Prospectus. Certain of the proceeds from the Offering may be utilized to satisfy the obligations of the Company relating to the Offering, including fees for its auditors, legal counsel and the Agent's legal counsel and fees of the Exchange and securities commissions. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

To date, the Company has not conducted commercial operations and does not own any assets, other than cash, and has not entered into an Agreement in Principle (as identified in the CPC Policy). The Company proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Company does not have business operations or assets other than seed capital and the Company has not entered into an Agreement in Principle for the acquisition of an asset or business at this time. The Company currently intends to pursue a Qualifying Transaction in the mining and natural resources sector, but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Company following Completion of the Qualifying Transaction.

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

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

Method of Financing Acquisitions or Participation

The Company may use cash, bank financing, issuance of treasury shares, private or public financing of debt or equity, or a combination of these, for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares could result in a change in the control of the Company and may cause the shareholders' interest in the Company to be further diluted**. See "Use of Proceeds - Private Placements for Cash" and "Risk Factors".

Criteria for Acquisitions

The Company proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Company's officers and directors. Once a prospective acquisition target has been identified and evaluated, the Company will proceed to negotiate the terms upon which it may acquire an interest in the asset or business. The approval of the board of directors of the Company is required for any proposed Qualifying Transaction identified by the Company. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Company and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The board of directors, in considering whether to approve the terms of an acquisition, is expected to consider, among other criteria, the following:

(a) the projected rate of return on the proposed investment and the risk of loss;

(b) the prospects for growth, having regard to existing or potential market share;

(c) the skill of the management team, either as it exists or as it may be supplemented as a consequence of the acquisition; and

(d) basic financial considerations including the overall cost of the acquisition and the prospects of obtaining the debt or equity financing necessary to complete the acquisition.

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

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

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

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

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

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

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

(iii) 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.

Minimum Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

A trading halt may also be imposed by the Exchange where the Company fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the 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 Company 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 Company's Common Shares are delisted by the Exchange, within 90 days from the date of such delisting, the Company shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Company determine to deal with the remaining assets in some other manner.

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

(a) either: (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Company at a discount to the Offering price, in accordance with section 11.2(a) of CPC Policy, as if the Company had delisted from the Exchange, or (ii) subject to majority shareholder approval, cancel the escrowed Common Shares purchased by Non-Arm's Length Parties to Company so that the average cost of the remaining seed shares is at least equal to the Offering Price; and

(b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non-Arm's Length Parties of the Company.

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

Refusal of Qualifying Transaction

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

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

(b) the aggregate number of securities of the Resulting Issuer upon Completion of the Qualifying Transaction 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 upon Completion of the Qualifying Transaction;

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds received by the Company from the sale of Common Shares prior to the date of this Prospectus totaled $183,500. These proceeds were raised by issuance of 2,000,000 Common Shares at a subscription price of $0.05 per Common Share and 835,000 Common Shares at a subscription price of $0.10 per Common Share. The Company incurred no costs in connection with raising these proceeds. The gross proceeds to be received by the Company from the Offering will be $200,000. The costs incurred with respect to the proceeds raised from the Offering, including legal, accounting, printing and regulatory fees, the Agent's legal fees and expenses, the Agent's Commission and the Agent's Corporate Finance Fee, are estimated by the Company to be approximately $75,000. The Company estimates that it will have a total of $308,500 available from the prior sale of its Common Shares and from the sale of Common Shares pursuant to the Offering.

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

Cash proceeds raised prior to the Offering (1)	$183,500
Expenses and costs relating to raising the cash proceeds prior to the Offering	Nil
Cash proceeds to be raised pursuant to the Offering (2)	$200,000
Expenses and costs relating to the Offering, including listing fees, Agent's Commission, Corporate Finance Fee, legal fees and expenses, and the Company's legal fees and audit expenses (3)	$(75,000)
Total estimated funds available on completion of the Offering	$308,500
Funds available for identifying and evaluating assets or business prospects (4)	$284,500
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$24,000
Total Funds Available	$308,500

(1) See "Prior Sales".

(2) In the event the Agent fully exercises the Agent's Options and the directors and officers exercise their options, there will be available to the Company a maximum of an additional $68,000 which will be added to the working capital of the Company. There is no assurance that any of these options will be exercised. See "Options to Purchase Securities".

(3) Approximately $21.050 has been incurred to date, which includes a portion of the listing fees, and a $13,250 deposit on account of the Agent's Corporate Finance Fee and expenses, legal fees, audit fees and other expenses.

(4) In the event the Company enters into an Agreement in Principle prior to spending the entire $284,500 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

Until required for the Company's purposes, the proceeds from this Offering and the prior sale of Common Shares, after deducting the expenses associated with 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 the 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 Company may commit. See "Business of the Company - Method of Financing Acquisitions or Participation" and "Risk Factors".

Permitted Use of Funds

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

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

(a) valuations or appraisals;

(b) business plans;

(c) feasibility studies and technical assessments;

(d) sponsorship reports;

(e) engineering or geological reports;

(f) financial statements, including audited financial statements;

(g) fees for legal and accounting services; and

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

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

In addition, with the prior acceptance of the Exchange, up to an aggregate of $225,000 may be advanced as a refundable deposit or secured loan by the Company to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, provided that 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 Company or $210,000 will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Use of Funds", listed above, include:

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

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

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

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

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

   (iii) equipment leases; and

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

Additionally, no proceeds will be used to acquire or lease a vehicle.

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Company will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Company where the gross proceeds raised from the issuance of securities both prior to and pursuant to the

Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $2,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non Arm's Length Parties to the Company and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Company appointed the Agent as its agent to offer for sale to the public on a commercially reasonable efforts basis, 2,000,000 Common Shares, as provided in this Prospectus, at a price of $0.10 per Common Share, in the provinces of British Columbia and Alberta for gross proceeds of $200,000, subject to the terms of the Agency Agreement. Under the terms of the Agency Agreement, the Company has agreed to pay to the Agent a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares pursuant to the Offering, payable in cash, and a Corporate Finance Fee of $10,000 plus GST, of which $5,000 plus GST has been advanced. The Company has also agreed to reimburse the Agent for its reasonable expenses, including legal costs, of which $8,000 has been advanced.

The Company has also agreed to grant to the Agent, on completion of the Offering, non-transferable options entitling the Agent to purchase up to 200,000 Common Shares of the Company at a price of $0.10 per Common Share for a period of 24 months from the closing date of the Offering. In accordance with the policies of the Exchange, not more than 50% of the Common Shares issuable upon the exercise of the Agent's Options may be sold by the Agent prior to the Completion of the Qualifying Transaction. The balance may only be sold by the Agent once the Company has completed the Qualifying Transaction. This Prospectus also qualifies the grant of the Agent's Options.

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

The Company has granted to the Agent a right of first refusal to participate in and act as agent on future financings (public or private) of the Company for a period of 24 months from the date of the closing of the Offering or until Completion of the Qualifying Transaction, whichever is later. The Company has also granted to the Agent the right of first refusal to act as the Company's Sponsor for its Qualifying Transaction for a period of 24 months following the date of the closing of the Offering.

Determination of Price

The price of the Common Shares and the commission payable to the Agent was established through negotiation between the Company and the Agent.

Listing Application

The Company has applied to list the securities distributed under this Prospectus on the Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange.

Commercially Reasonable Efforts and Minimum Distribution

The total Offering is for 2,000,000 Common Shares 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 40,000 of the total number of Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% or 80,000 of the total number of Common Shares under the Offering. The funds received from the Offering will be held by the Agent and will not be released until a minimum of $200,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent. Other than the offering expenses disclosed elsewhere in this Prospectus and payments to be made to the Agent as disclosed in this section, there are no payments in cash, securities or other consideration being made, or to be made, to a Promoter, finder, or any other Person in connection with the Offering. The directors, officers and other Insiders of the Company may purchase Common Shares from the Offering, provided, however, that any Common Shares so purchased will be subject to the escrow restrictions described under “Escrowed Securities”.

Subscriptions by and Restrictions on the Agent

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

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

The Agent has advised the Company that to the best of its knowledge and belief, the following directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Company in the following amounts:

Name	Number of Common Shares	Price
Rick Conlin	50,000	$0.10

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent’s Options and the grant of options to the directors and officers of the Company, no securities of the Company will be permitted to be issued during the period between the date a receipt for this Prospectus is issued by the 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.

Other Securities To Be Distributed

The Company will grant options to purchase 480,000 Common Shares to its current directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this Prospectus. The distribution of the Agent's Options is also qualified under this Prospectus. See "Options to Purchase Securities".

DESCRIPTION OF SECURITIES OFFERED

Share Capital

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at the date of this Prospectus there are 2,835,000 Common Shares issued and outstanding.

The holders of Common Shares are entitled to vote at all meetings of shareholders of the Company, to receive dividends if, as and when declared by the directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company.

As at the date of this Prospectus, the Company has no outstanding loans or other debt obligations and there has been no material change in the Common Share and loan capital of the Company since the date of its most recent balance sheet contained in the Prospectus. See "Prior Sales" and "Options to Purchase Securities".

Dividend Record and Policy

The Company has not paid any dividends since incorporation and it has no plans to pay dividends. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time. All of the Common Shares of the Company are entitled to an equal share in any dividends declared and paid.

Capitalization

The following table sets forth information respecting the capitalization of the Company as at the date of the balance sheet contained herein and as at the date hereof, both before and after giving effect to the Offering.

Designation of Security	Amount authorized or to be authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus (1)(4)	Amount outstanding as of October 31, 2008(2)(4)	Amount to be outstanding if all Common Shares being offered are sold (3)
Common Shares	Unlimited	$183,500 (2,835,000 Common Shares)	$183,500 (2,835,000 Common Shares)	$383,500 (4,835,000 Common Shares)

(1) As at the date of this Prospectus, the Company has not commenced commercial operations. The Company has no long-term debt.

(2) A total of 480,000 Common Shares have been reserved for issuance pursuant to incentive stock options to be granted to directors and officers of the Company exercisable at a price of $0.10 per share for a period of 5 years from the date the Common Shares commence trading on the Exchange. In addition, pursuant to the Agency Agreement, the Company has agreed to grant to the Agent, the Agent's Options on completion of the Offering to purchase up to 200,000 Common Shares of the Company, at a price of $0.10 per Common Share, for a period of 24 months from the closing date of the Offering. See "Plan of Distribution" and "Options to Purchase Securities".

(3) See "Use of Proceeds" for the proceeds after giving effect to the Offering and deducting the expenses of the issue.

(4) 2,050,000 of these Common Shares are subject to escrow restrictions. See "Escrowed Securities".

OPTIONS TO PURCHASE SECURITIES

Options Granted

Pursuant to the Agency Agreement, the Company has agreed to grant to the Agent the Agent's Options on completion of the Offering to purchase up to 200,000 Common Shares of the Company, at a price of $0.10 per Common Share, for a period of 24 months from the closing date of the Offering. See "Plan of Distribution".

In addition to the Agent's Options, on completion of the Offering, the Company will issue the following options to purchase securities, all of which expire five years from the date the Common Shares commence trading on the Exchange:

Name	Securities under Options granted or to be granted (#)(2)	Exercise or Base Price ($/Security)	% of Total Options Granted (excludes Agent's Option)
Paul Chung	120,000	$0.10	25%
Jerry Bella	120,000	$0.10	25%
Ralph Biggar	120,000	$0.10	25%
Gary Schellenberg	120,000	$0.10	25%
Total	480,000		

1. As the Company's Common Shares were not listed at the Exchange on the date of grant, the market value of the securities underlying the options on the date of grant is not available.
2. These options will all vest immediately on the date of grant, namely on the date on which the Common Shares begin trading on the Exchange, and will expire five years from the date of grant.

There are no assurances that the options, warrants or other rights described above will be exercised in whole or in part.

The Agent's Options and the options to be granted to directors and officers as noted above are qualified for distribution pursuant to this Prospectus.

The Company has adopted a stock option plan which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants to the Company, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance, together with any options issued to eligible charitable organizations, will not exceed 10% of the issued and outstanding Common Shares, exercisable for a period of up to five years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction will be subject to escrow restrictions until the issuance of the Final Exchange Bulletin. See "Escrowed Securities".

PRIOR SALES

Since the date of incorporation and prior to the date of this Prospectus, 2,835,000 Common Shares of the Company have been issued as follows:

Date	Number of Common Shares	Issue price per Common Share	Aggregate Issue Price	Consideration Received
May 26, 2006	1[(1)]	$1.00	$1.00	Cash
May 30, 2008	2,000,000[(2)]	$0.05	$100,000	Cash
July 31, 2008	825,000[(3)]	$0.10	$82,500	Cash
September 12, 2008	10,000	$0.10	$1,000	Cash

(1) Initial incorporator's share, which has been repurchased by the Company and cancelled.

(2) All of these Common Shares will be placed in escrow pursuant to the Escrow Agreement. See "Escrowed Securities".

(3) 50,000 of these Common Shares were issued to a member of the Aggregate Pro Group, and such shares will be placed in escrow pursuant to the Escrow Agreement.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

2,050,000 of the 2,835,000 Common Shares of the Company issued prior to the Offering and all Common Shares that may be acquired from treasury of the Company by Non Arm's Length Parties of the Company, either under the Offering or otherwise, prior to Completion of the Qualifying Transaction and all Common Shares acquired by Members of the Aggregate Pro Group prior to the Offering, will be deposited with Computershare (the **"Escrow Agen**t") under the Escrow Agreement.

While in escrow, the escrow shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the Exchange. The Common Shares under escrow may be transferred or transmitted upon the bankruptcy or death of a shareholder to his or her trustee in bankruptcy or personal representatives, as the case may be, however subject to the restrictions in the Escrow Agreement in the case of bankruptcy. Unless transferred, transmitted or cancelled pursuant to the Escrow Agreement, the shareholder may retain the shares, subject to the terms and conditions of the Escrow Agreement.

All Common Shares acquired upon 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 Exchange issues the Final Exchange Bulletin.

In addition, all Common Shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by any Person who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Company held by Principals of the Company upon completion of a Qualifying Transaction will also be subject to escrow restrictions.

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

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

Name and Municipality of Residence	**Common Shares**	**Number of Common Shares held in Escrow (1)**	**Percentage of Common Shares prior to giving effect to the Offering**	**Percentage of Common Shares after giving effect to the Offering(2)**
Jerry Bella	500,000	500,000	17.6%	10.3%
Ralph Biggar	500,000	500,000	17.6%	10.3%
Paul Chung	500,000	500,000	17.6%	10.3%
Gary Schellenberg	500,000	500,000	17.6%	10.3%
Rick Conlin(3)	50,000	50,000	1.76%	1.03%
Total	**2,050,000**	**2,050,000**	**72.16%**	**42.23%**

(1) Common Shares subject to the Escrow Agreement will be released pro rata to the shareholders as to 10% upon issuance of the Final Exchange Bulletin and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months.

(2) Assuming none of these Persons purchases any Common Shares under the Offering.

(3) Member of the Agent's Pro Group.

Where the Common Shares of the Company which are required to be held in escrow are held by a non-individual (a "holding company"), each holding company pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities 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 thereafter, 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 Company 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 the Exchange does not issue the Final Exchange Bulletin, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non Arm's Length Party to the Company who holds escrowed Common Shares acquired at a price below the offering price under this Prospectus has irrevocably authorized and directed the 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 Company; or

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

    (i) cancel all seed shares purchased by Non-Arm's Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of TSX Venture *Policy 2.4-Capital Pool Companies*, or

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

Escrowed Securities on Qualifying Transaction

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

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

(a) 5% of the escrowed securities being releasable in six month intervals on each of the 6, 12, 18 and 24 month anniversaries of the Completion of the Qualifying Transaction; and

(b) 10% of the escrowed securities being releasable in six month intervals on each of the 30, 36, 42, 48, 54, 60, 66 and 72 months after the Completion of the Qualifying Transaction.

In the case of a company that will be a Tier 1 Issuer on Completion of the Qualifying Transaction, 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 Completion of the Qualifying Transaction, with 25% of the escrowed securities being releasable every six months thereafter. In the case of a company that will be a Tier 1 Issuer on Completion of the Qualifying Transaction, the Surplus Security Escrow Agreement provides for a three-year escrow release mechanism with:

(a) 10% of the escrowed securities being releasable upon Completion of the Qualifying Transaction; and

(b) 15% of the escrowed securities being releasable in six month intervals on each of the 6, 12, 18, 24, 30 and 36 months after Completion of the Qualifying Transaction.

Escrowed Securities on Private Placement

Securities issued pursuant to a private placement to current Principals of the Company and the Principals of the Resulting Issuer upon Completion of the Qualifying Transaction 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 for acquisition by the Resulting Issuer of Significant Assets 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 is not from current principals of the Company and / or the principals of the Resulting Issuer;

(ii) if subscribers, other than current principals of the Company and / or the principals of the 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 current Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares Presently Owned (1)	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering(2)
Jerry Bella Rossland, B.C.	Direct	500,000	17.6%	10.3%
Ralph Biggar Vancouver, B.C	Direct	500,000	17.6%	10.3%
Paul Chung Richmond, B.C.	Direct	500,000	17.6%	10.3%
Gary Schellenberg Richmond, B.C.	Direct	500,000	17.6%	10.3%
Total		**2,000,000**	**70.4%**	**41.2%**

(1) These securities are subject to escrow trading restrictions pursuant to the policies of the Exchange. See “Escrowed Securities”.

(2) Before giving effect to the exercise of the Agent’s Options or options granted to directors and officers. If the Agent’s Options and all options granted to directors and officers are fully exercised, the shareholders above would hold 11.24% respectively, of the Company’s issued and outstanding Common Shares after giving effect to the Offering, such that the directors and officers of the Company would hold an aggregate of 44.97% of the issued and outstanding capital of the Company.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation and Security Holdings

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

Name and Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held(2)	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering(3)(4)
Paul Chung(1), Richmond, B.C., President, CEO, CFO, Director and Promoter	Director of TNR Gold Corp. from December 1994 to present, Secretary from May 1996 to present; President of BOA Services Ltd. from 1984 to present	500,000	17.6%	10.3%
Jerry Bella(1), Rossland, B.C., Director and Promoter	Chief Financial Officer of TNR Gold Corp. from January 2006 to present, Self employed consultant from February 2001 to present.	500,000	17.6%	10.3%
Ralph Biggar(1), Vancouver, B.C., Director and Promoter	President of Biggar Investments from January 2004 to present; President of Canwood Capital from February 2001 to January 2004	500,000	17.6%	10.3%
Gary Schellenberg, Richmond, B.C. Corporate Secretary, Director and Promoter	Director and President of TNR Gold Corp. from August 1990 to present; President of Coast Mountain Geological Ltd. (a private geological consulting firm) from April 1987 to Present	500,000	17.6%	10.3%

(1) Members of the Audit Committee. The Company does not have any other committees.

(2) These Common Shares are subject to escrow restrictions. See “Escrowed Securities”. Also does not include a total of 480,000 incentive stock options to be granted to the Company’s directors and officers. See “Options to Purchase Securities.”

(3) Assuming no exercise of the Agent’s Options or the incentive stock options to be granted to the directors and officers. See “Options to Purchase Securities.”

(4) As of the date of this Prospectus, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, 70.4% of the issued and outstanding Common Shares

of the Company. Following completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 41.2% of the then issued and outstanding Common Shares of the Company.

In addition to any other requirements of the Exchange, the Exchange expects management of the Company to meet a high standard. The directors and officers of the Company 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.

Paul Chung, B.Sc. (Geology), MBA, President, CEO, CFO, Director and Promoter (Age: 51) . Mr. Chung has been a director of TNR Gold Corp. since 1994 and has also held the position of Secretary from 1996 to present . He has approximately 20 years of professional experience in the management of public companies. Mr. Chung is the President of BOA Services Ltd., a private consulting company, and holds a Bsc from University of British Columbia and Master of Business Administration from University of Athabasca in Alberta and is a Fellow with the Geological Association of Canada

Mr. Chung is the beneficial owner of 500,000 Common Shares of the Company, amounting to 17.6% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Chung will also be granted an option to purchase 120,000 Common Shares. See "Options to Purchase Securities". Mr. Chung intends to devote approximately 30% of his working time to the affairs of the Company.

Jerry Bella, CGA - Director and Promoter (Age: 52). Mr. Jerry Bella is a self employed financial consultant presently involved with various private and public companies. Since receiving his C.G.A. designation in 1979, Mr. Bella has been a director or CFO of numerous private and publicly-traded companies including resource exploration, manufacturing and high tech companies. Mr. Bella is currently the CFO of TNR Gold Corp., a public company listed on the Exchange and has experience at the executive level of both private and public companies.

Mr. Bella is the owner of 500,000 Common Shares of the Company, amounting to 17.6% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Bella will also be granted an option to purchase 120,000 Common Shares. See "Options to Purchase Securities". Mr. Bella intends to devote approximately 15% of his working time to the affairs of the Company.

Ralph Biggar, CFA, CIM – **Director and Promoter** (Age: 44). Since January 2004, Mr. Biggar has been the president of Biggar Investments Corp., a private investment company. From June 2000 to January 2004, Mr. Biggar was the founder and president of Canwood Capital Corp., which specialized in investing in start-up companies in the technology and resource sectors. Prior thereto, he was in the brokerage industry as an investment advisor. He has been involved in bringing investors together to participate in financing of various private and public companies.

Mr. Biggar is the beneficial owner of 500,000 Common Shares of the Company, amounting to 17.6% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Biggar will also be granted an option to purchase 120,000 Common Shares. See "Options to Purchase Securities". Mr. Biggar intends to devote approximately 15% of his working time to the affairs of the Company.

Gary Schellenberg, B.Sc. (Geology) – Director, Corporate Secretary and Promoter (Age: 50) Mr. Schellenberg has been the President and a director of TNR Gold Corp. since 1990, and is responsible for strategic planning, business development and mining finance for the Company. He is also the president of Coast Mountain Geological Ltd., a private consulting company. He has been involved with the management of public resource based companies for over 20 years. Mr. Schellenberg obtained his Bsc in Geology from the University of British Columbia in 1981.

Mr. Schellenberg is the beneficial owner of 500,000 Common Shares of the Company, amounting to 17.6% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Schellenberg will also be granted an option to purchase 120,000 Common Shares. See "Options to Purchase Securities". Mr. Schellenberg intends to devote approximately 20% of his working time to the affairs of the Company.

Mssrs. Chung, Bella, Biggar and Schellenberg took the initiative in founding the Company and are therefore deemed to be "promoters" within the meaning of the Securities Act (British Columbia).

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
Jerry Bella	TNR Gold Corp.	TSX-V	Chief Financial Officer	January 2006 - present
	Avion Resources Corp. (formerly Argent Mining Corp.)	TSX-V	Chief Financial Officer	May 2005 to October 2006
			Director	May 2005 to June 2007
	Raytec Development Corp.	TSX-V	Director	April 1992 to December 2006
	Numine Resources Ltd.	TSX-V	Director and Chief Financial Officer	June 2008 to Present
Paul Chung	TNR Gold Corp.	TSX-V	Director	December 1994 to present

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
	TNR Gold Corp.	TSX-V	Secretary	May 1996 to present
	Soho Resources Corp.	TSX	Director	August 2004 to present
	Mantle Minerals Inc.	TSX-V	Director	May 2003 to November 2004
Gary Schellenberg	TNR Gold Corp.	TSX-V	President and Director	August 1990 to present
	Aurifer Capital Corporation	TSX-V	Director	November 2006 to present
	New World Resource Corp. (formerly Dasher Exploration Ltd.)	TSX-V	Director	March 2003 to present
	Castillian Resources Corp.	TSX-V	Director	February 2004 to June 2005
	Action Minerals Inc.	TSX-V	Director	October 2004 to March 2005
	Aries Resources Corp.	TSX-V	Director	November 2004 to June 2005
	Avion Resources Corp. (formerly Argent Mining Corp.)	TSX-V	Director	November 1997 to May 2007

Committees

Pursuant to the provisions of the BCBCA, the Company is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Company's system of internal controls, to review the results of the external audit and to resolve any potential disputes with the Company's auditor. The audit committee of the Company consists of Mr. Chung, Mr. Bella and Mr. Biggar. The Company has no other committees.

Aggregate Ownership of Securities

Prior to this Offering, the directors and officers of the Company, as a group, beneficially own, directly or indirectly 2,000,000 Common Shares representing 70.4% of the issued and outstanding Common Shares of the Company. Following completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 41.2% of the then issued and outstanding Common Shares of the Company.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no director, officer, Insider or Promoter of the Company, or any shareholder holding sufficient securities of the Company to affect materially the control of the Company, is or, within the last 10 years, has been a director, officer or Promoter of any other Issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the other Issuer access to any statutory exemption for a period of more than 30 consecutive days or became a bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that Issuer.

Gary Schellenberg was a director of Avion Resources Corp. (then called Argent Resources Ltd.) ("Argent") on June 28, 2002, when the Exchange ordering trading in Argent be suspended for failure to maintain Tier Maintenance Requirements and being designated an inactive Issuer for a period of greater than 18 months. Argent completed a reactivation transaction in October 2002 and was reinstated for trading on October 3, 2002 and was deemed to no longer be inactive on October 31, 2002.

Paul Chung was a director of Mantle Minerals Inc. ("Mantle") when on November 25, 2003, the British Columbia Securities Commission, and on November 21, 2003 when the Alberta Securities Commission, issued cease trade orders against Mantle for failure to file its audited financial statements and supporting documentation within the time provided. The audited financial statements were filed and the cease trade orders were lifted by the British Columbia Securities Commission and by the Alberta Securities Commission on August 3, 2004. Mantle's shares were suspending from trading on the NEX Exchange on the issuance of the first cease trade order and were reinstated for trading on August 12, 2004.

Penalties and Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

EXECUTIVE COMPENSATION

Except as set out below and 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 Company to a Non Arm's Length Party to the Company or a Non Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Company or Resulting Issuer by any means, including:

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

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

(v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Company may reimburse Non Arm’s Length Parties for the Company’s reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value (“Permitted Reimbursements”). No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors, officers and consultants of the Company will be granted stock options. See “Options to Purchase Securities”.

Following Completion of the Qualifying Transaction, the Resulting Issuer may pay remuneration to its directors and officers if the Resulting Issuer is able to do so. No remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future. However, no payment other than the Permitted Reimbursements will be made by the Resulting Issuer or by any party on behalf of the Resulting Issuer, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction. See “Use of Proceeds”.

PROMOTERS

The Company has no promoters other than Jerry Bella, Ralph Biggar, Paul Chung and Gary Schellenberg, who each serve as directors of the Company. Mr. Chung is also the President, Chief Executive Officer and Chief Financial Officer of the Company and Mr. Schellenberg is the Corporate Secretary of the Company. See “Directors, Officers and Promoters”.

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of 21% or $0.021 per Common Share on the basis of there being 4,835,000 Common Shares of the Company 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 Company.

Item	**Total Offering**
Gross proceeds of prior share issues	$183,500
Cash proceeds of this Offering	$200,000
Total gross proceeds after this offering	$383,500
Offering price per share	$0.100
Gross proceeds per share after this Offering	$0.079
Dilution per share to subscriber	$0.021
Percentage of dilution in relation to offering price	21%

RISK FACTORS

Investment in the Common Shares involves a high degree of risk, and investors should not invest unless they can afford to lose their entire investment. In addition to the other information contained in this Prospectus, prospective investors should consider carefully the following factors before making a decision to purchase Common Shares:

(a) the Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and 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 Company's business and its present stage of development;

(c) the directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;

(d) assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 21% or $0. 021 per Common Share;

(e) there can be no assurance that an active and liquid market for the Company'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 Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

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

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

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

(j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed

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 Company of fair value for the Common Shares;

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Company 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 Company will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Company completing the proposed Qualifying Transaction;

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

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

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

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

(q) subject to prior Exchange acceptance, the Company 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 Company 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 Company and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares.

AUDITOR, REGISTRAR AND TRANSFER AGENT

The auditor of the Company is SmytheRatcliffe, Chartered Accountants, 7th Floor, Marine Building, 355 Burrard Street, Vancouver, British Columbia, V6C 2G8. The registrar and transfer agent of the Common Shares of the Company is Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

The following are the material contracts of the Company that are outstanding as at the date of this Prospectus:

(a) Registrar and Transfer Agent Agreement between the Company and Pacific Corporate Trust dated September 4, 2008.
(b) Escrow Agreement dated October 28, 2008 among the Company, Computershare Investor Services Inc. and certain shareholders of the Company. See "Share Capital - Escrow Securities".
(c) Agency Agreement dated • among the Company and the Agent. See "Plan of Distribution".
(d) Stock Option Agreements dated October 28, 2008 among the Company and each of Jerry Bella, Ralph Biggar, Paul Chung and Gary Schellenberg.

The material contracts described above may be inspected at the offices of Armstrong Simpson, Suite 2080, 777 Hornby Street, Vancouver, British Columbia during normal business hours during the period of the primary distribution of the Common Shares being distributed under this Prospectus and for a period of thirty days thereafter.

INVESTOR RELATIONS AGREEMENTS

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

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

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares and will be granted options to purchase Common Shares. See “Directors, Officers and Promoters” and ”Options to Purchase Securities”. Save and except for their interest in the subscription for treasury shares, management has no interests in any material transactions of the Company.

OTHER MATERIAL FACTS

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

PURCHASER’S STATUTORY RIGHTS

Securities legislation in the provinces of British Columbia and Alberta 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 British Columbia and Alberta, securities legislation further provides a purchaser with remedies for rescission or damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, or damages, are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province. A 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.

SmytheRatcliffe
CHARTERED ACCOUNTANTS

CONSENT OF AUDITORS OF THE COMPANY

To: The Directors of Sunridge Investments Corp.

We have read the Preliminary Prospectus of Sunridge Investments Corp. (the "Company") dated December 19, 2008 relating to the Offering of a minimum of 2,000,000 common shares of the Company at a price of $0.10 per common share for gross proceeds of $200,000. 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 Preliminary Prospectus of our auditors' report to the directors of the Company on the balance sheets of the Company as at October 31, 2008 and July 31, 2008 and the statements of operations and deficit and cash flows for the three-month period ended October 31, 2008 and the year ended July 31, 2008. Our report is dated November 17, 2008, except as to note 8 which is as of December 19, 2008.

"Smythe Ratcliffe LLP" *(Signed)*

Chartered Accountants

Vancouver, British Columbia

December 19, 2008

7th Floor, Marine Building
355 Burrard Street, Vancouver, BC
Canada V6C 2G8

Fax: 604.688.4675
Telephone: 604.687.1231
Web: SmytheRatcliffe.com

SUNRIDGE INVESTMENTS CORP.

Financial Statements
October 31, 2008

SmytheRatcliffe
CHARTERED ACCOUNTANTS

AUDITORS' REPORT

TO THE DIRECTORS OF SUNRIDGE INVESTMENTS CORP.

We have audited the balance sheets of Sunridge Investments Corp. as at October 31, 2008 and July 31, 2008 and the statements of operations and deficit and cash flows for the three-month period ended October 31, 2008 and the year ended July 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2008 and July 31, 2008 and the results of its operations and its cash flows for the three-month period ended October 31, 2008 and the year ended July 31, 2008 in accordance with Canadian generally accepted accounting principles.

Chartered Accountants

Vancouver, British Columbia
November 17, 2008, except as to note 8
which is as of December 19, 2008.

7th Floor, Marine Building
355 Burrard Street, Vancouver, BC
Canada V6C 2G8

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SUNRIDGE INVESTMENTS CORP.
Balance Sheets

		October 31, 2008		July 31, 2008
Assets				
Current				
Cash	$	169,782	$	182,491
Deferred Costs (note 8)		13,250		0
	$	183,032	$	182,491
Liabilities				
Current				
Accounts payable and accrued liabilities	$	24,931	$	6,200
Shareholders' Equity				
Capital Stock (note 6)		183,500		182,500
Deficit		(25,399)		(6,209)
		158,101		176,291
	$	183,032	$	182,491

Continuance of Operations (note 2)
Subsequent Event (note 8)

Approved by the Board:

"Paul Chung"
………………………………………………………………… Director
Paul Chung

"Gary Schellenberg"
………………………………………………………………… Director
Gary Schellenberg

See notes to financial statements.

SUNRIDGE INVESTMENTS CORP.
Statements of Operations and Deficit

		Three-Month Period Ended October 31, 2008		Year Ended July 31, 2008
Expenses				
Accounting and legal	$	18,731	$	6,000
Regulatory and filing		420		0
Bank charges		39		209
Net Loss and Comprehensive Loss for Period		19,190		6,209
Deficit, Beginning of Period		6,209		0
Deficit, End of Period	$	25,399	$	6,209

SUNRIDGE INVESTMENTS CORP.
Statements of Cash Flows

	Three-Month Period Ended October 31, 2008	Year Ended July 31, 2008
Operating Activities		
Net loss	$ (19,190)	$ (6,209)
Changes in non-cash working capital	18,731	6,200
Cash Used in Operating Activities	(459)	(9)
Financing Activities		
Proceeds from issuance of shares	1,000	182,500
Deferred financing costs paid	(13,250)	0
Cash Provided by (Used in) Financing Activities	(12,250)	182,500
Inflow (Outflow) of Cash	(12,709)	182,491
Cash, Beginning of Period	182,491	0
Cash, End of Period	$ 169,782	$ 182,491
Supplemental Cash Flow Information		
Interest paid	$ 0	$ 0
Income taxes paid	$ 0	$ 0

See notes to financial statements.

1. INCORPORATION

The Company was incorporated on May 26, 2006 under the laws of British Columbia. The Company's year-end is July 31, 2008 and is classified as a capital pool company as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition of or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

2. CONTINUANCE OF OPERATIONS

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not include any adjustments to assets and liabilities should the Company be unable to continue in existence.

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

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include balances of accrued liabilities. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

(b) Future income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, and losses carried forward. Future tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in operations in the period in which the change is enacted or substantially assured. The amount of future income tax assets is limited to the amount of the benefit that is more likely than not to be realized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Loss per share

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

Shares subject to escrow restrictions are excluded from the weighted average number of common shares unless their release is subject only to the passage of time.

(d) Stock-based compensation

The Company accounts for stock-based compensation using a fair value based method with respect to all stock-based payments measured and recognized, to directors, employees and non-employees. For directors and employees, the fair value of the options is measured at the date of grant. For non-employees, the fair value of the options is measured on the earlier of the date at which the counterparty performance is completed or the date the performance commitment is reached or the date at which the equity instruments are granted if they are fully vested and non-forfeitable. The fair value of the options is accrued and charged to operations, with the offset credit to contributed surplus. For directors and employees the options are recognized over the vesting period, and for non-employees the options are recognized over the related service period. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to capital stock.

(e) Financial instruments

The Company classifies its financial instruments into held-to-maturity, trading or available-for-sale categories. Debt securities are classified as held-to-maturity when the Company has the positive intent and ability to hold the securities to maturity. Debt securities for which the Company does not have the intent or ability to hold to maturity are classified as available-for-sale. Held-to-maturity securities are recorded as either short-term or long-term on the balance sheet based on the contractual maturity date and are stated at amortized cost. Marketable securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities and are reported at fair value, with unrealized gains and losses recognized in operations. Debt and marketable equity securities not classified as held-to-maturity or as trading are classified as available-for-sale and are carried at fair market value, with the unrealized gains and losses, net of tax, included in the determination of comprehensive income and reported in shareholders' equity.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Adoption of new accounting standards

Effective August 1, 2008, the Company adopted the provisions of new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA") relating to capital disclosures and financial instruments disclosure and presentation.

(i) Going-concern

This section requires management to make an assessment of a company's ability to continue as a going-concern. When financial statements are not prepared on a going-concern basis, that fact shall be disclosed together with the basis on which the financial statements are prepared and the reason why the company is not considered a going-concern. This adoption did not have a material impact on the financial statements for the period presented.

(ii) Capital disclosures

The CICA issued a new accounting standard, "Capital Disclosures", which establishes standards for disclosing information about an entity's capital and how it is managed. The entity's disclosure should include information about its objectives, policies and procedures for managing capital and disclose whether it has complied with any capital requirements to which it is subject and the consequences of non-compliance. The new disclosure is provided in note 4.

(iii) Comprehensive income

Section 1530 introduces a statement of comprehensive income, which is comprised of net earnings and other comprehensive income. Other comprehensive income represents the change in shareholders' equity from transactions and other events from non-owner sources, and includes unrealized gains and losses on financial assets that are classified as available-for-sale and changes in the fair value of the effective portion of cash flow hedging instruments.

(iv) Financial Instruments – Recognition and Measurement

This standard sets out criteria for the recognition and measurement of financial instruments for fiscal years beginning on or after October 1, 2006. This standard requires all financial instruments within its scope, including derivatives, to be included on a Company's balance sheet and measured either at fair value or, in certain circumstances when fair value may not be considered most relevant, at cost or amortized cost. Changes in fair value are to be recognized in the statements of operations.

All financial assets and liabilities are recognized when the entity becomes a party to the contract creating the item. As such, any of the Company's outstanding financial assets and liabilities at the effective date of adoption are recognized and measured in accordance with the new requirements as if these requirements had always been in effect. Any changes to the fair values of assets and liabilities prior to May 30, 2008 are recognized by adjusting opening deficit.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Adoption of new accounting standards (Continued)

(iv) Financial Instruments – Recognition and Measurement (Continued)

All financial instruments are classified into one of the following five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale financial assets or other financial liabilities. Initial and subsequent measurement and recognition of changes in the value of financial instruments depends on their initial classification.

(v) Financial Instruments – Disclosure and Presentation

Section 3862, “Financial Instruments – Disclosure”, modifies the disclosure requirements for Section 3861, “Financial Instruments - Disclosure and Presentation”, including required disclosure for the assessment of the significance of financial instruments for an entity’s financial position and performance, and of the extent of risks arising from financial instruments to which the Company is exposed and how the Company manages those risks. Section 3863, “Financial Instruments – Presentation”, carries forward the presentation requirements of Section 3861. These new sections are effective for the Company on August 1, 2008. The Company is in the process of assessing the impact of these new sections on its financial statements.

(g) Future accounting policy

International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian generally accepted accounting principles with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own generally accepted accounting principles. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of August 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended July 31, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

4. CAPITAL MANAGEMENT

The Company includes as capital shareholders' equity, comprising capital stock and accumulated deficit. The Company's objective when managing capital is to maintain its ability to continue as a going-concern in order to provide returns for shareholders and benefits for other stakeholders. As the Company has no positive cash flow from operations, the Company must raise sufficient capital to become listed in the near future. The Company has in place a sufficient planning and budgeting process to help determine the funds needed to ensure the Company has appropriate capital to meet its growth objectives. The Company ensures it has adequate capital to meet its short-term business requirements taking into account its capital commitments, its planned capital expenditures and its holdings of cash.

5. FINANCIAL INSTRUMENTS

In accordance with the new standards, the Company has classified its financial instruments as follows:

- Cash - as held-for-trading
- Accounts payable and accrued liabilities - as other liabilities.

(a) Fair value

The carrying values of cash and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

(b) Interest rate risk

The Company is not exposed to significant interest rate risk due to the short-term nature of its monetary current assets and current liabilities.

6. CAPITAL STOCK

Authorized
Unlimited number of common shares without par value

Issued

	Number of Common Shares		Amount
Balance, July 31, 2007	1	$	1
Shares issued for cash	2,825,000		182,500
Cancelled	(1)		(1)
Balance, July 31, 2008	2,825,000		182,500
Shares issued for cash	10,000		1,000
Balance, October 31, 2008	2,835,000	$	183,500

6. CAPITAL STOCK (Continued)

On May 30, 2008, the Company issued 2,000,000 common shares for $0.05 per share to officers and directors of the Company for gross proceeds of $100,000.

On July 31, 2008, the Company completed a non-brokered private placement and issued 825,000 common shares at a price of $0.10 per share for gross proceeds of $82,500.

On September 12, 2008, the Company issued 10,000 common shares at a price of $0.10 per share for gross proceeds of $1,000.

7. INCOME TAXES

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

	Three-Month Period Ended October 31, 2008	Year Ended July 31, 2008
Income tax benefit computed at the Canadian statutory rate (31%)	$ 5,949	$ 1,925
Unrecognized tax losses	(5,949)	(1,925)
Future income tax recovery	$ 0	$ 0

The significant components of the Company's future income tax assets and liabilities after applying enacted corporate income tax rates are as follows:

	October 31, 2008	July 31, 2008
Future income tax assets	$ 7,874	$ 1,925
Valuation allowance	(7,874)	(1,925)
	$ 0	$ 0

The Company has available for deduction against future taxable income non-capital losses of $25,399. These losses, if not utilized, will expire in 2028. Future tax benefits that may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

8. SUBSEQUENT EVENT

The Company is completing an initial public offering of 2,000,000 common shares at $0.10 per common share for gross proceeds of $200,000.

The Company has agreed to pay the agent a 10% cash commission on gross proceeds of the offering and issue the agent options entitling the agent to acquire up to 200,000 common shares at $0.10 per share, exercisable for a period of 24 months from the closing date. The Company will also pay the agent a $10,000 corporate finance fee, of which $5,000 has been paid, as well as reimbursement for expenses including legal expenses, of which $8,000 has already been paid.

The Company has agreed to issue stock options to officers and directors to acquire 480,000 common shares at $0.10 per share, exercisable for five years from the date the Company has commenced trading on the Exchange.

CERTIFICATE OF THE COMPANY

December 19, 2008
Vancouver, British Columbia

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

(Signed) *"Paul Chung"*
President, Chief Executive Officer, Chief Financial Officer and Director

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) *"Jerry Bella"*	(Signed) *"Gary Schellenberg"*
Director	Corporate Secretary and Director

CERTIFICATE OF THE PROMOTERS

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

December 19, 2008
Vancouver, British Columbia

(Signed) "*Paul Chung*" Promoter	(Signed) "*Jerry Bella*" Promoter
(Signed) "*Ralph Biggar*" Promoter	(Signed) "*Gary Schellenberg*" Promoter

CERTIFICATE OF THE AGENT

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

December 19, 2008
Vancouver, British Columbia

Wolverton Securities Ltd.

"signed"
Authorized Signatory