PRELIMINARY PROSPECTUS

Initial Public Offering **May 22, 2009**

WILTON RESOURCES INC.

(a capital pool company)

OFFERING: $400,000 (4,000,000 COMMON SHARES)

Price: $0.10 per Common Share

Wilton Resources Inc. (the "**Corporation**") hereby qualifies for distribution, through its agent, Blackmont Capital Inc. (the "**Agent**"), 4,000,000 common shares in the share capital of the Corporation (the "**Common Shares**") for aggregate gross proceeds of $400,000 (the "**Offering**"). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 - *Capital Pool Companies* (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

	Common Shares	Price to Public	Agent's Commission(1)	Net Proceeds to the Corporation(2)
Per Common Share	1	$0.10	$0.01	$0.09
Total Offering	4,000,000	$400,000	$40,000	$360,000

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent has been paid a corporate finance fee of $10,000 (plus GST). In addition, the Agent will be reimbursed by the Corporation for its reasonable expenses and legal fees plus disbursements and will be granted the Agent's Option. The Agent's Option is exercisable for a period of 24 months from the day the Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this Prospectus. See "*Plan of Distribution - Agency Agreement and Agent's Compensation*".

(2) Before deducting the costs of this issue estimated at $80,053 which includes legal and audit fees and other expenses of the Corporation, the corporate finance fee and legal fees and the listing fee payable to the Exchange and filing fees payable to the Commissions. See "*Use of Proceeds*".

This Offering is made on a "best commercial efforts" agency basis by the Agent and is subject to the completion of a minimum subscription of 4,000,000 Common Shares for gross proceeds to the Corporation of $400,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement between the Corporation and the Agent (the "**Agency Agreement**"). If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and any sub-agents will be granted a non-transferable option (the "**Agent's Option**") to purchase up to 400,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. See *"Plan of Distribution - Agency Agreement and Agent's Compensation"*.

This prospectus also qualifies for distribution options to be granted to directors and officers of the Corporation (the "**Directors' and Officers' Options**") at the closing (the "**Closing**") of the Offering. The Directors' and Officers' Options entitle the holders to purchase an aggregate of 500,000 Common Shares under the Offering at a price of $0.10 per Common Share and such options may be exercised for a period of 5 years from the date of grant.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Directors' and Officers' Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 – *Passport System* 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 authority(ies) grants a discretionary order.

There currently is no market through which these securities may be sold. The Corporation has applied to list its Common Shares on the Exchange. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange.

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

The Agent has advised management that the Corporation may be a "connected issuer" of Blackmont Capital Inc. for the purposes of National Instrument 33-105 - *Underwriting Conflicts*, on the basis that one of its Senior Vice Presidents and one of its investment advisors previously purchased an aggregate of 1,000,000 Common Shares of the Corporation at a price of $0.10 per Common Share, and an aggregate of 450,000 Common Shares of the Corporation at a price of $0.05 per Common Share which represent an aggregate of 6.90% of the outstanding Common Shares of the Corporation prior to completion of the Offering and 5.80% of the outstanding Common Shares of the Corporation assuming completion of the Offering. See "*Plan of Distribution - Subscriptions by and Restrictions on the Agent*", "*Prior Sales*", "*Escrowed Securities*" and "*Relationship Between the Corporation and the Agent*".

The Agent conditionally offers these Common Shares on a "best commercial efforts" agency basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by Borden Ladner Gervais LLP, Barristers & Solicitors, Calgary, Alberta, on behalf of the Corporation, and by Fraser Milner Casgrain LLP, Calgary, Alberta, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 80,000 Common Shares ($8,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 160,000 Common Shares ($16,000). Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the Closing.

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GLOSSARY

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

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

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

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

A Company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

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

"**Agency Agreement**" means the agency agreement dated ●, 2009 between the Corporation and the Agent.

"**Agent**" means Blackmont Capital Inc.

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent and any sub-agents entitling the Agent and any sub-agents to purchase up to 400,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange.

"Aggregate Pro Group" means all Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with the 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 CPC or the Non Arm's Length Parties to the Qualifying Transaction.

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

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

(b) any partner of the Person or Company;

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

(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 that Person or of his spouse who has the same residence as that Person;

but

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

"**Closing**" means the completion of the Offering.

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

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

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

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

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

"**Corporation**" means Wilton Resources Inc., a corporation incorporated under the *Business Corporations Act* (Alberta), having its registered office in the City of Calgary, in the Province of Alberta.

"**CPC**" means a corporation:

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

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

"**CPC Policy**" means Policy 2.4 - *Capital Pool Companies* of the Exchange.

"**Directors' and Officers' Options**" means options to be granted at the Closing of the Offering to directors and officers of the Corporation which options entitle the holders to purchase an aggregate of 500,000 Common Shares at a price of $0.10 per Common Share and which options may be exercised for a period of 5 years from the date of grant.

"**Eligible Charitable Organization**" means:

(a) any "Charitable Organization" or "Public Foundation" which is a "Registered Charity", but is not a "Private Foundation" (as such terms are defined in the *Income Tax Act* (Canada)), or

(b) a "Registered National Arts Service Organization" (as such term is defined in the *Income Tax Act* (Canada)).

"**Escrow Agreement**" means the escrow agreement dated ●, 2009 among the Corporation, the Trustee and the founding shareholders of the Corporation.

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

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

"**initial public offering**" or "**IPO**" means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"**Members' Agreement**" means the members' agreement 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.

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

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

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

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

"**Person**" means a Company or individual.

"**Principal**" means:

(a) a Person or Company who acted as a Promoter of the Issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or Final Exchange Bulletin;

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

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

(d) a "10% holder" – a Person that:

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

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

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

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

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

"**Promoter**" has the meaning specified in section 1(rr) of the *Securities Act* (Alberta).

"**Pro Group**" means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

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

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

(ii) the associate or affiliate has a separate corporate and reporting structure;

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

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

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

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

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

"Seed Shares" means securities issued before an Issuer's IPO, or by a private Target Company before a reverse take-over bid, change of business or Qualifying Transaction, regardless of whether the securities are subject to resale restrictions or are free trading.

"**SEDAR**" means System for Electronic Document Analysis and Retrieval.

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

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

"**Sponsor Report**" means the report to be provided to the Exchange by the Sponsor.

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

"**Trustee**" means Valiant Trust Company, a trust corporation having an office in the City of Calgary, in the Province of Alberta.

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

PROSPECTUS SUMMARY

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

The Corporation:	Wilton Resources Inc.
Business of the Corporation:	The Corporation is a CPC. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See "*Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction* ".
Offering:	A total of 4,000,000 Common Shares are being offered and qualified under this prospectus at a price of $0.10 per Common Share. In addition, the Corporation will grant to the Agent and any sub-agents the Agent's Option to purchase up to 400,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. This prospectus also qualifies for distribution the Directors' and Officers' Options to be granted at the Closing which entitle the holders to purchase an aggregate of 500,000 Common Shares at a price of $0.10 per Common Share and which options may be exercised for a period of 5 years from the date of grant. See "*Plan of Distribution*" and "*Options to Purchase Securities*".
Use of Proceeds:	The total net proceeds to the Corporation, accounting for total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses, will be approximately $1,855,000. The Corporation estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of approximately $40,000 which will reduce the total net funds available for pursuing a Qualifying Transaction to $1,815,000 under the Offering. The net funds available will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*".
Directors and Management:	The following are the directors and officers of the Corporation:

Richard G. Anderson	-	President, Chief Executive Officer, Chief Financial Officer, Secretary and Director
Stuart B. McDowall	-	Director
Allen F. Emes	-	Director

	Darryl J. Raymaker	Director
	Roy MacLaren	Director

Richard G. Anderson, is the Promoter of the Corporation. See "*Directors, Officers and Promoters*" and "*Promoters*".

Escrow Securities: 10,000,000 of the total 21,000,000 currently issued and outstanding Common Shares of the Corporation were issued at $0.05 per share (the additional 11,000,000 issued and outstanding Common Shares having been issued at $0.10 per share). These 10,000,000 Common Shares of the Corporation as well as additional Common Shares held by members of the Pro-Group and Non-Arms Length Parties will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See *"Escrowed Securities"*.

Risk Factors: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) per Common Share of $0.02 or 20%. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

The Corporation was incorporated on August 15, 2007, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (Alberta) under the name "Hackamore Capital Corp.". On October 27, 2008 the Corporation amended its articles to change its name to "Wilton Resources Inc.". On ●, 2009, the Corporation amended its articles to remove the restrictions against the transfer of securities.

The registered and records office of the Corporation is located at 1000 Canterra Tower, 400 - 3rd Avenue S.W., Calgary, Alberta T2P 4H2. The head office of the Corporation is located at 1404 Joliet Avenue S.W., Calgary, Alberta T2T 1S2.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at March 31, 2009, the Corporation had incurred preliminary expenses in proceeding with the offering in the amount of $28,899. The Corporation also paid to the Agent the amount of $7,500 as a retainer for legal fees and $10,000 (plus GST) as a corporate finance fee. Subsequent to March 31, 2009, 2008, the Corporation paid $5,250 to the Exchange as part of the Corporation's listing fee. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange, the Agent's commission, fees and expenses and the fees of the securities regulatory authorities. See "*Use of Proceeds*".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Corporation has not selected a particular business sector or industry in which to primarily pursue a Qualifying Transaction.

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

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

Method of Financing

The Corporation may use cash, bank financing, the issuance of treasury shares, public debt or equity financing or a combination of these for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares could result in a change in the**

control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.

Criteria for a Qualifying Transaction

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

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

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

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

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

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

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

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

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

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

Minimum Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the Corporation within 24 months of the date of listing. In the event that the Common Shares of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non Arm's Length Parties to the Corporation, determine to deal with the Issuer or its remaining assets in some other manner. See "*Business of the Corporation - Filings and Shareholder Approval of the Qualifying Transaction*".

If the Corporation has not completed a Qualifying Transaction within the time frame prescribed by the CPC Policy, it may apply for listing on NEX (the market on which former Exchange and Toronto Stock

Exchange Issuers that do not meet the minimum listing requirements for Tier 2 issuers may continue to trade) rather than be delisted. In order to be eligible to list on NEX the Corporation must:

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

(b) either:

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

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

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

Refusal of Qualifying Transaction

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

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

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

(i) a Member firm of the Exchange;

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

(iii) Associates of any such person,

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be $400,000. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus was $1,600,000. From the aggregate gross proceeds of $2,000,000 will be deducted the expenses and costs of this issue, including legal, accounting, audit, printing, regulatory fees and the Agent's commission, fees and expenses, estimated in the aggregate, to be approximately $120,053. The Corporation estimates that $1,855,000 will be available to the Corporation from the sale of Common Shares distributed by this prospectus and prior sales of Common Shares.

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

Item	**Total Offering**
Gross cash proceeds raised prior to this Offering (seed shares)(1)	$1,600,000
Expenses and costs relating to raising seed share proceeds	$24,947(2)
Gross cash proceeds to be raised pursuant to this Offering	$400,000
Estimated expenses and costs relating to the Offering (3)	($120,053)
Estimated funds available on completion of the Offering (4)	**$1,855,000**
Funds available for identifying and evaluating assets or business prospects (4)(5)	$1,815,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$40,000
Total Net Proceeds	**$1,855,000**

Notes:

(1) See "*Prior Sales*".

(2) $24,947 in issue costs have been allocated towards the issuance of these shares. See the Corporation's notes to financial statements as at March 31, 2009.

(3) Includes listing and filing fees, Agent's commission of $40,000, corporate finance fee of $10,000 (plus GST) and reasonable expenses estimated at $10,000 plus taxes and disbursements, the Corporation's legal fees, audit fees and other expenses.

(4) In the event the Agent exercises the Agent's Option, or any portion of the Directors' and Officers' Options are exercised, there will be available to the Corporation a maximum of an additional $90,000 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $1,855,000 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "*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 Corporation will be used by the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

(viii) Agent's fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

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

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

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

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

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

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

(iii) equipment leases; and

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

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

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale to the public on a "best commercial efforts" basis, 4,000,000 Common Shares at a price of $0.10 per Common Share for aggregate gross proceeds of $400,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive in aggregate a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay the Agent a corporate finance fee of $10,000 (plus GST) and will pay the Agent's legal fees, estimated at $10,000 plus disbursements and taxes, and any other reasonable expenses of the Agent. As at the date hereof, the Corporation has paid to the Agent the corporate finance fee of $10,000 (plus GST) as well as a $7,500 retainer for legal fees and expenses.

The Corporation has also agreed to grant to the Agent, and any sub-agents, a non-transferable Agent's Option which entitles the Agent and any sub-agents to purchase up to 400,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is qualified under this prospectus for distribution. The Agent intends to sell to the public any Common Shares received by it upon the exercise of the Agent's Option. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

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

Best Commercial Efforts Offering and Minimum Distribution

The total Offering is for 4,000,000 Common Shares at a price of $0.10 per share for total gross proceeds of $400,000. Under the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 80,000 Common Shares ($8,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares in the Offering, or 160,000 Common Shares (16,000). The funds received from the Offering will be deposited with the Agent, and will not be released until proceeds of $400,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent and Persons or Companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Directors' and Officers' Options at the Closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this prospectus. The Directors' and Officers' Options entitle the holders to purchase an aggregate of 500,000 Common Shares at a price of $0.10 per Common Share and such options may be exercised for a period of 5 years from the date of grant. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Determination of Price

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

Listing Application

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

Subscriptions by and Restrictions on the Agent

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

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

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

Name of Shareholder	Number of Common Shares Purchased	Subscription Price
Allan Frame	500,000	$0.10
	225,000	$0.05
Michael Prew	500,000	$0.10
	225,000	$0.05
Total	**1,450,000**	

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Directors' and Officers' Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for this preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 – *Passport System* and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 21,000,000 are issued and outstanding as fully paid and non-assessable, 4,000,000 Common Shares are reserved for issuance under this prospectus, 400,000 are reserved for issuance pursuant to the Agent's Option and 500,000 are reserved for issuance pursuant to the Directors' and Officers' Options to be granted at the Closing. See "*Plan of Distribution*".

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

Preferred Shares

The Corporation is authorized to issue an unlimited number of preferred shares (the "**Preferred Shares**"), issuable in series, none of which are issued and outstanding as of the date hereof.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of March 31, 2009 (1)	Amount Outstanding as of the Date Hereof(1)	Amount Outstanding After Giving Effect to the Offering(2)(3)
Common Shares	unlimited	$1,600,000 (21,000,000 Common Shares)	$1,600,000 (21,000,000 Common Shares)	$2,000,000 (25,000,000 Common Shares)
Preferred Shares	unlimited	nil	nil	nil
Long Term Debt	nil	nil	nil	nil

Notes:

(1) As at March 31, 2009 and as of the date hereof, the Corporation had not commenced operations.

(2) The Corporation has reserved a maximum of 400,000 Common Shares at $0.10 per share pursuant to the Agent's Option. The Corporation has also reserved a maximum of 500,000 Common Shares at $0.10 per share pursuant to the Directors' and Officers' Options to be granted at the Closing. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

(3) Based on the gross proceeds of the Offering of $400,000 and before deducting the Agent's commission, fees and expenses and the other costs of this Offering and the issuance of seed shares, estimated at $145,000.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan (the "**Option Plan**") which provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares. Pursuant to Exchange requirements, no option will be granted to employees under the Option Plan until after the Final Exchange Bulletin has been issued. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "*Escrowed Securities*".

As at the date hereof, the Corporation has reserved 500,000 Common Shares pursuant to the Directors' and Officers' Options. The Directors' and Officers' Options will be granted at the Closing of the Offering, are qualified for distribution pursuant to this prospectus and are expected to be allocated on the following basis:

Optionee	**Number of Common Shares Reserved Under Option under the Offering**	**Exercise Price**	**Expiry Date**
Richard G. Anderson	100,000	$0.10	Five Years from the Date of Grant
Darryl J. Raymaker	100,000	$0.10	Five Years from the Date of Grant
Stuart B. McDowall	100,000	$0.10	Five Years from the Date of Grant
Allen F. Emes	100,000	$0.10	Five Years from the Date of Grant
Roy MacLaren	100,000	$0.10	Five Years from the Date of Grant
Total	**500,000**		

PRIOR SALES

Since the date of incorporation of the Corporation, 21,000,000 Common Shares have been issued as follows. Where a portion of the Common Shares have been sold to a member of the Aggregate Pro Group, the issuance shall be indentified by an *.

Date	**Number of Common Shares**	**Issue Price Per Share**	**Aggregate Issue Price**	**Consideration Received**
November 10, 2007	400,000	$0.10	$40,000	Cash
January 8, 2008	2,300,000*	$0.10	$230,000	Cash
October 29, 2008	10,000,000*	$0.05	$500,000	Cash
December 11, 2008	6,300,000*	$0.10	$630,000	Cash
March 16, 2009	2,000,000*	$0.10	$200,000	Cash
Total	21,000,000(1)(2)		$1,600,000	

Note:

(1) 14,100,000 of these Common Shares will be held in escrow. See "*Escrowed Securities*".

(2) 3,950,000 of these Common Shares are owned by members of the Aggregate Pro Group. See "*Escrowed Securities*".

ESCROWED SECURITIES

All of the 10,000,000 Common Shares which were issued prior to this Offering at a price below \$0.10 per Common Share, and all Common Shares that may be acquired from treasury of the Corporation by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Valiant Trust Company (previously defined as the "**Trustee**") under the Escrow Agreement.

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

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

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

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

Name and Municipality of Residence of Shareholder	Number of Escrowed Common Shares	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering(1)
Richard G. Anderson Calgary, Alberta	1,100,000	5.2%	4.4%
Attendus Management AG Zug, Switzerland	2,450,000	11.7%	9.8%
Bank Sal. Oppenheim Jr. & Cie Schweiz AG Zurich, Switzerland	700,000	3.3%	2.8%
Darryl J. Raymaker Calgary, Alberta	1,000,000	4.8%	4.0%
Allen F. Emes Calgary, Alberta	1,000,000	4.8%	4.0%
Stuart B. McDowall Calgary, Alberta	950,000	4.5%	3.8%
Roy MacLaren Toronto, Ontario	100,000	0.5%	0.4%
Michael G. Prew(2) Olds, Alberta	725,000	3.5%	2.9%

Name and Municipality of Residence of Shareholder	Number of Escrowed Common Shares	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering[(1)]
Allan Frame[(2)] Victoria, British Columbia	725,000	3.5%	2.9%
Alan Brimacombe [(2)] Calgary, Alberta	350,000	1.7%	1.4%
Beverly Courtney[(2)] Calgary, Alberta	50,000	0.2%	0.2%
Lucien Stang and Sandra Stang Red Deer, Alberta	100,000	0.5%	0.4%
Katheryn Eyton[(2)] Calgary, Alberta	100,000	0.5%	0.4%
Chelsea Bowie Calgary, Alberta	100,000	0.5%	0.4%
Robert L. Moore Red Deer, Alberta	100,000	0.5%	0.4%
Nancy Cortese Calgary, Alberta	200,000	1.0%	0.8%
Peter Brimacombe Calgary, Alberta	200,000	1.0%	0.8%
John Gunther[(2)] West Vancouver, British Columbia	500,000	2.4%	2.0%
GreyGoose Investments General Partner Corp. Vancouver, British Columbia	600,000	2.9%	2.4%
Ronald Brimacombe Calgary, Alberta	650,000	3.1%	2.6%
Wendy Anderson Calgary, Alberta	500,000	2.4%	2.0%
William J. Dunlop Calgary, Alberta	400,000	1.9%	1.6%
Jeff Lawson[(2)] Calgary, Alberta	250,000	1.2%	1.0%
Geneva Equities Limited[(2)] Calgary, Alberta	500,000	2.4%	2.0%
Peters & Co. Limited[(2)] Calgary, Alberta	750,000	3.6%	3.0%
Total	14,100,000	67.1%	56.4%

Note:

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

(2) Michael G. Prew, Allan Frame, Alan Brimacombe, Beverly Courtney, Katheryn Eyton, John Gunther, Jeff Lawson, Geneva Equities Limited and Peters & Co. Limited are each members of the Pro-Group. These Pro-Group members hold, in the aggregate 3,950,000 Common Shares.

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

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

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

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

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

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

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

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

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

Escrowed Securities on Qualifying Transaction

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

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter until the date which is 36 months after the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a 3 year release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is36 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three-year escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 6 months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

Escrowed Securities on Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering(1)
Richard G. Anderson(3)(4) Calgary, Alberta	Direct and Beneficial	3,550,000(2)	16.9%	14.2%
Clarion Finance PTE Limited Republic of Singapore	Direct and Beneficial	2,400,000	11.4%	9.6%
Total		**5,950,000**	**28.3%**	**23.8%**

Notes:

(1) Assuming that no Common Shares are purchased by any of the Principal Shareholders under the Offering.

(2) 2,450,000 Common Shares are registered in the name of Attendus Management AG and are beneficially owned by The Eden Trust of which Richard G. Anderson is a beneficiary.

(3) Richard G. Anderson is considered the Promoter of the Corporation.

(4) On a fully diluted basis, assuming the exercise of the Agent's option and the Directors' and Officers options, Richard G. Anderson will be the beneficial holder of 3,650,000 Common Shares (14.1%) after giving effect to the offering.

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names and municipalities of residence of the directors, officers and Promoters of the Corporation, their positions and offices with the Corporation and their principal occupations during the last five years:

Richard G. Anderson - Calgary, Alberta – President, Chief Executive Officer, Chief Financial Officer, Secretary and Director

Mr. Richard Anderson, age 60, has a breadth of experience in the energy industry and the development of international oil and gas ventures. Mr. Anderson served as the President, Chief Executive Officer and Director of First Calgary Petroleums Ltd. (1997 – 2008), a company which was named international company of the year by AIM of the London Stock Exchange in 2003.

Prior to joining First Calgary Petroleums Ltd., Mr. Anderson held various positions with oil and gas companies. These include heading up the land department for Siebens Oil and Gas, serving as a founding director and Vice-President of Tangent Oil and Gas Ltd., and acting as founder, President, Chief Executive Officer and director of Petrostar Petroleums, a Canadian public oil and gas company. Mr. Anderson holds a Bachelor of Commerce from the University of Calgary (1971).

Stuart B. McDowall - Calgary, Alberta - Director

Mr. Stuart McDowall, age 69, is an executive with significant international government and multicultural experience. Since 2002, Mr. McDowall has been the principal of McDowall Developments, an international consulting firm that specializes in the petroleum sector, including export, financing, corporate governance and corporate social responsibility.

Prior to establishing McDowall Developments, Mr. McDowall held the position of Chief Executive Officer at Blue Mountain Energy Ltd. (2000-2001) where he identified various international oil and gas exploration and development opportunities in developing countries, including Africa, South America and the Far East. Mr. McDowall also served as the Chief Executive Officer of Fosters Resources Ltd. (from 2000-2001).

In addition, Mr. McDowall served in Canada's Foreign Service from 1961 to 1999, including as Canada's Ambassador to the United Arab Emirates and has diplomatic experience in the Middle East, Latin America, Europe, Africa and U.S.A.

Mr. McDowall has served as a Director of the international E&P company Groundstar Resources Limited since 2005, and was Director General of Talisman Energy (1999-2001), where he was responsible for investor, government and community relations in Sudan.

Mr. McDowall holds a Bachelor of Science degree in Civil Engineering from the University of Alberta (1962), and an Advanced Management certificate from the University of Western Ontario (1984). Mr. McDowall is also a member of APEGGA and AIPN and is a past President of the Engineering Institute of Canada -- Calgary Chapter.

Allen F. Emes - Calgary, Alberta - Director

Mr. Allen Emes, age 65, is a securities industry professional specializing in corporate finance, with an emphasis on oil and gas financing and advisory assignments. Mr. Emes has been an independent businessman since 2007, serving as a director for certain public companies (see "*Other Reporting Issuer Experience*") and managing various personal investments. Prior to 2007, Mr. Emes held the positions of Vice President at Integral Securities (2006), Vice President of Woodstone Capital Corporation (2004-2006), Vice Chairman of Octagon Capital (1999-2003), and Senior Vice President of Research Capital (1995-1999).

Immediately prior to entering the investment business, Mr. Emes was Vice President, Finance and Chief Financial Officer for Morgan Hydrocarbons Inc. (1990 – 1995), and Senior Vice President and Chief Financial Officer of Sceptre Resources Ltd. (1980-1989). Mr. Emes has served on the board of directors for Zapata Energy Corp. since 2002 and Glamis Resources Ltd. since 2008, and was formerly a director of Creation Casinos Inc. (2003-2004). As a member of the Alberta Institute of Chartered Accountants (1974), Mr. Emes spent five years as a tax specialist at two international firms, Arthur Anderson & Co and subsequently Peat Marwick Mitchell & Co., with an emphasis on oil and gas and cross-border taxation.

Mr. Emes holds a Bachelor of Arts degree from the University of Calgary (1967) and an MBA (finance) from the University of Oregon (1970).

Darryl J. Raymaker - Calgary, Alberta - Director

Mr. Darryl Raymaker, age 69, has substantial experience as a practicing lawyer and as a director in both the public service and corporate fields. Mr. Raymaker has served as counsel at the law firm Cuming, Gillespie & Raymaker LLP (2007-Present), counsel at the law firm McNally Cuming Raymaker LLP (2004-2007), and as senior partner at the law firm Raymaker and Associates LLP (1989-2004).

In the public service field, he has served on the boards of several organizations, including the Calgary District Hospital Group, the Calgary Planning Commission and the City of Calgary Police Commission. His experience in these organizations includes finance, governance, compensation and human resources.

Mr. Raymaker has served as a director of Groundstar Resources Limited since 2005, and was formerly a director of both First Calgary Petroleums Ltd. (1997-2008) and PetroStar Petroleum Ltd. (1992-1996).

Mr. Raymaker holds a Bachelor of Arts degree (1962) as well as a Bachelor of Laws degree (1963) from the University of Alberta, and was appointed to the Queen's Counsel for the Province of Alberta in 1992.

Roy MacLaren – Toronto, Ontario – Director

The Honorable Roy MacLaren, age 74, is a Canadian politician, diplomat, businessman and author. He has served as a Member of Parliament (1979-1984 and 1988-1996), with the Canadian Foreign Service, with the United Nations in New York and Geneva, and with the Department of External Affairs in Ottawa. He left public service for the private sector in 1969, becoming Director of Public Affairs, at Massey Ferguson Ltd.

In 1974 he was named President of Ogilvy Mather Canada, and in 1977 assumed the position of President and Publisher with CB Media Ltd. Mr. MacLaren returned to diplomatic life in 1996, serving as High Commissioner for Canada to the United Kingdom of Great Britain and Northern Ireland until 2000.

Mr. MacLaren is a current or former director of Standard Life PLC, Brookfield Asset Management Inc., Canadian Tire Corporation Limited, Algoma Central Corporation, Patheon and Pacific Safety Products Inc. He has been an advisor to British Petroleum, Computing Devices of Canada, the Bank of Nova Scotia and AMEC. He is the Chairman of the Canada-Europe Business Round Table and the Canada-India Business Council. He is the former Chairman of the Canadian Institute of International Affairs and the Atlantic Council of Canada.

Mr. MacLaren is a graduate of the Universities of British Columbia, Cambridge and Toronto. He attended the Advanced Management Programme at the Harvard Business School and is the recipient of four honorary doctorates. He is a Commissioner of the Trilateral Commission and a former Honorary Colonel of the 7th Toronto Regiment, Royal Canadian Artillery.

Other Corporate Information

Pursuant to the provisions of the *Business Corporations Act* (Alberta), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Darryl Raymaker, Allen F. Emes and Stuart B. McDowall. Allan F. Emes is the chairman of the audit committee.

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

Prior to this Offering, the directors and officers beneficially own, directly or indirectly, or have control or direction over, an aggregate of 6,600,000 Common Shares (31.4%) in the capital of the Corporation.

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	**Name of Reporting Issuer**	**Market**	**Position**	**Term**

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term
Stuart B. McDowall	Groundstar Resources Limited	TSX-V	Director	September 2005 - Present
	Syner-Seis Technologies Inc.	TSX-V	Director	September 2001 - September 2003
Allen F. Emes	Zapata Energy Corp.	TSX-V	Director	January 2002 - Present
	Creation Casinos Inc.	CNQ	Director	May 2003 - March 2004
	Glamis Resources Ltd.	TSX-V	Director	February 2008 - Present
Darryl J. Raymaker	Groundstar Resources Limited	TSX-V	Director	August 2005 - Present
	First Calgary Petroleums Ltd.	TSE/LSE (AIM)	Director	February 1997 - April 2008
Roy MacLaren	Standard Life PLC	LSE	Director	September 2000 - October 2004
	Skyjack Inc.	TSX	Director	March 2001 - October 2002
	Canadian Tire Corporation Limited	TSX	Director	February 2001 - May 2004
	Patheon Inc.	TSX	Director	January 2001 – March 2006
	Brookfield Asset Management	TSX, NYSE, Euronext	Director	October 2000 - April 2008
	Algoma Central Corporation	TSX	Director	September 2000 - Present
	Pacific Safety Products Inc.	TSX-V	Director	November 2001 - Present
	Broadview Press Inc.	TSX-V	Director	December 2000 - Present
Richard G. Anderson	First Calgary Petroleums Ltd.	TSX/LSE (AIM)	President, CEO & Director	February 1997 - April 2008

Corporate Cease Trade Orders or Bankruptcies

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

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

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

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

  (i) salaries;

  (ii) consulting fees;

  (iii) management contract fees or directors' fees;

  (iv) finder's fees;

  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Corporation will also be granted the Directors' and Officers' Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of $0.02 per Common Share or 20% on the basis of there being 25,000,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Item	Total Offering ($)
Gross proceeds of prior share issues	1,600,000
Gross proceeds of this Offering	400,000
Total gross proceeds after this Offering	**2,000,000**
Offering price per share	0.10
Proceeds per share after this Offering	0.08
Dilution per share to subscriber	0.02
Percentage of dilution in relation to offering price	20%

RISK FACTORS

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

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

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

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of $0.02 per Common Share or 20%;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent has advised management that the Corporation may be a "connected issuer" of Blackmont Capital Inc. for the purposes of National Instrument 33-105 - *Underwriting Conflicts*, as one Senior Vice President of Blackmont Capital Inc., Mr. Allan Frame, and one investment advisor of Blackmont Capital Inc., Mr. Michael Prew, previously purchased 1,000,000 Common Shares of the Corporation at a price of $0.10 per Common Share and 450,000 Common Shares of the Corporation at a price of $0.05 per Common Share, which represents 6.90% of the outstanding Common Shares prior to the completion of the Offering and 5.80% assuming completion of the Offering. See "*Plan of Distribution - Subscriptions by and Restrictions on the Agent*", "*Prior Sales*" and "*Escrowed Securities*".

Blackmont Capital Inc. was not involved in the decision by the Corporation to distribute Common Shares pursuant to the Offering, nor was the Offering requested or suggested to the Corporation by Blackmont Capital Inc. Blackmont Capital Inc., through its corporate finance department, of which Messrs. Allan Frame and Michael Prew are not members, was involved in the determination of the terms of the Offering in its capacity as Agent for the sale of the Common Shares on a "best commercial efforts" basis. Blackmont Capital Inc. does not, prior to completion of the Offering, own directly or indirectly, any securities of the Corporation and the only proceeds of the Offering to be received by it, is the remuneration to be paid to it in connection with the sale of the Common Shares, which includes the Agent's commission, the corporate finance fee payable to it and the Agent's Option. See "*Plan of Distribution*".

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Borden Ladner Gervais LLP, Calgary, Alberta, on behalf of the Corporation, and by Fraser Milner Casgrain LLP, Calgary, Alberta, on behalf of the Agent.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is KPMG, Chartered Accountants, located at Suite 2700 Bow Valley Square II, 205 - 5th Avenue S.W., Calgary Alberta T2P 4B9.

Valiant Trust Company, located at 310, 606 4th Street SW, Calgary, Alberta, T2P 1T1, is the transfer agent and registrar for the Corporation's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares at the Closing of the

Offering. Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Corporation, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Corporation. See *"Options to Purchase Securities", "Escrowed Securities"* and *"Principal Shareholders*".

MATERIAL CONTRACTS

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

1. Agency Agreement dated as of •, 2009 between the Corporation and the Agent. See "*Plan of Distribution*".

2. Escrow Agreement dated as of •, 2009 among the Corporation, the Trustee and those shareholders that executed such agreement. See "*Escrowed Securities*".

3. Transfer Agency and Registrarship Agreement dated as of •, 2009 between the Corporation and the Trustee.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at the offices of Borden Ladner Gervais LLP, solicitors of the Corporation, located at 1000 Canterra Tower, 400 - 3rd Avenue S.W., Calgary, Alberta T2P 4H2, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

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

PROMOTERS

Richard G. Anderson is considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. See also "*Prior Sales*" and "*Principal Shareholders*".

PURCHASERS' STATUTORY RIGHTS

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Borden Ladner Gervais LLP, counsel to the Corporation, the Common Shares, if, as and when listed on a prescribed stock exchange (which includes the Exchange), will be qualified investments for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan and a deferred profit sharing plan (the "**Plans**") under the *Income Tax Act* (Canada) (the "**Act**") and the regulations thereunder. If the Common Shares are listed on a prescribed stock exchange prior to the date on which the Corporation must file a tax return for its first taxation year, and the Corporation files an election with the Canada Revenue Agency in its tax return that year, the Common Shares will be qualified investments for such Plans notwithstanding that such shares were not listed on a prescribed stock exchange at the time of issue hereunder.

AUDITORS' CONSENT

We have read the prospectus of Wilton Resources Inc. (the "Company") dated ●, 2009 relating to the issue and sale of 4,000,000 common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above mentioned prospectus of our report to the directors of the Company on the balance sheet of the Company as at March 31, 2009 and the statements of operations and deficit and cash flows for the period from incorporation on August 15, 2007 to March 31, 2009. Our report is dated ●, 2009.

Calgary, Canada
Chartered Accountants
●, 2009

Financial Statements of

Wilton Resources Inc.
(formerly Hackamore Capital Corp.)

As at March 31, 2009 and for the period from incorporation on August 15, 2007 to March 31, 2009

AUDITORS' REPORT TO THE DIRECTORS OF WILTON RESOURCES INC.

We have audited the balance sheet of Wilton Resources Inc. as at March 31, 2009 and the statements of operations and deficit and cash flows for the period from incorporation on August 15, 2007 to March 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2009 and the results of its operations and its cash flows for the period then ended in accordance with Canadian generally accepted accounting principles.

Chartered Accountants
Calgary, Canada
●, 2009

WILTON RESOURCES INC.
(formerly Hackamore Capital Corp.)

Balance Sheet
March 31, 2009

Assets

Current assets:	
Cash and short-term deposits	$ 1,557,443
	$ 1,557,443

Liabilities and Shareholder's Equity

Current liabilities:	
Accounts payable and accrued liabilities	$ 44,235
Shareholder's equity:	
Share capital (note 2)	1,575,053
Deficit	(61,845)
	1,513,208
Subsequent events (note 4)	
	$ 1,557,443

See accompanying notes to financial statements.

"Allen Emes"
Director

"Stuart McDowall"
Director

WILTON RESOURCES INC.
(formerly Hackamore Capital Corp.)

Statement of Operations and Deficit
Period from incorporation on August 15, 2007 to March 31, 2009

Revenue:		
Interest income	$	10,201
Expenses:		
General and administrative		72,046
Loss for the period being deficit end of period	$	(61,845)

See accompanying notes to financial statements.

WILTON RESOURCES INC.
(formerly Hackamore Capital Corp.)

Statement of Cash Flows
Period from incorporation on August 15, 2007 to March 31, 2009

Cash provided by (used in):	
Operations	
Loss for the period	$ (61,845)
Change in non-cash working capital	44,235
	(17,610)
Financing	
Issue of share capital, net of issue costs	1,575,053
Increase in cash and short-term deposits	1,557,443
Cash and short-term deposits, beginning of period	-
Cash and short-term deposits, end of period	$ 1,557,443

See accompanying notes to financial statements.

Hackamore Capital Corp. was incorporated under the laws of the Province of Alberta on August 15, 2007 and changed its name to Wilton Resources Inc. (“Wilton” or the “Company”) on October 27, 2008. Wilton is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (“TSX-V”). The principal business of the Company is the identification, evaluation and negotiation for the acquisition of assets or a business (“Qualifying Transaction”) subject to receipt of shareholder approval and acceptance by regulatory authorities for the purpose of obtaining a listing on the TSX-V and becoming an issuer. The Company’s operations to date have been limited to raising equity through the issuance of common shares.

1. Significant accounting policies:

(a) Cash and short-term deposits

Cash and short-term deposits include investments in highly liquid instruments with orginal maturities of three months or less.

(b) Financial instruments

Cash and short-term deposits have been classified as held for trading and recorded at fair value with changes in fair value included in income. Accounts payable and accrued liabilities are classified as other financial liabilities and are initially recorded at fair value and subsequently measured at amortized cost. The carrying value of the cash and short-term deposits and accounts payable and accrued liabilities approximate their fair value. The Company does not have significant exposure to market or liquidity risk. Credit risk relates to the Company’s cash and short-term deposits that are held by the Company’s legal counsel.

(c) Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates. Actual results could differ from the estimates.

(d) Income taxes

The Company uses the asset and liability method of tax allocation accounting. Temporary differences between the tax basis of an asset or liability and the carrying amount on the balance sheet are used to calculate income tax assets and liabilities. Future income tax assets or liabilities are calculated using tax rates anticipated to apply in the periods in which the temporary differences are expected to reverse. Future tax assets are recognized if it is considered ore likely than not that the asset will be realized.

2. Share capital:

(a) Authorized share capital:

Common Shares

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value.

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per share at meetings of the shareholders of the Company and, upon dissolution, to share equally in such assets of the Company as are distributable to the holders of Common Shares.

Preferred Shares

The Company is authorized to issue an unlimited number of preferred shares, issuable in series, none of which are issued and outstanding as of the date hereof.

(b) Issued share capital:

	Number of Shares	Amount
Common shares:		
Issued for cash upon incorporation on August 15, 2007	400,000	40,000
Issued for cash	20,600,000	1,560,000
Issue costs	-	(24,947)
Balance, March 31, 2009	21,000,000	$1,575,053

3. Income taxes

A provision for income taxes has not been made in the financial statements as it is not considered more likely than not that the tax benefits associated with non-capital losses and share issue costs will be realized.

4. Subsequent events

The Company is filing a prospectus with the securities authorities of Alberta and British Columbia, and with the TSX-V for the offering of 4,000,000 common shares for aggregate gross proceeds of $400,000 (proceeds of approximately $360,000 after deducting agent commissions). The offering of commons shares is being made on a best efforts basis therefore there are no assurances that the full amount of the proceeds will be raised. If the issuance of commons shares is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the agent and persons or companies who subscribed within that period, all monies will be returned to subscribers without interest or deduction.

The agent in connection with the offering of commons shares will be granted a non-transferable option to purchase up to 400,000 common shares at a price of $0.10 per common share and which may be exercised at any time for a period of 24 months from the day the common shares of the Company are listed on the TSX-V.

At closing of the offering of common shares the Directors' and Officers' will be granted options that will entitle the holders to purchase an aggregate of 500,000 common shares at a price of $0.10 per common share and such options may be exercised for a period of 5 years from the date of grant.

In addition, upon closing of the offering 13.6 million common shares outstanding at March 31, 2009 will be placed in escrow with 10% of the escrowed shares released upon completion of the Qualifying Transaction with an additional 15% released every six months thereafter. The release of the escrowed shares can be accelerated if certain criteria are met.

The above proposed transactions are subject to regulatory approval.

DATE: May 22, 2009

CERTIFICATE OF THE CORPORATION

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

"Richard G. Anderson"
Richard G. Anderson
President, Chief Executive Officer and Chief Financial Officer

ON BEHALF OF THE BOARD

"Stuart B. McDowall"
Stuart B. McDowall
Director

"Allen F. Emes"
Allen F. Emes
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 Alberta and British Columbia.

"Richard G. Anderson"
Richard G. Anderson

DATE: May 22, 2009

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 Alberta and British Columbia.

BLACKMONT CAPITAL INC.

Per: *"Jeff German"*

Jeff German
Vice President, PVC Corporate Finance