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

PRELIMINARY PROSPECTUS

Initial Public Offering November 19, 2009

POUNDER VENTURE CAPITAL CORP.
(a capital pool company)

$200,000
1,000,000 Common Shares

Price: $0.20 per Common Share

The purpose of this offering (the "**Offering**") is to provide the Pounder Venture Capital Corp. (the "**Corporation**") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction, as hereinafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

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

Notes:

(1) A 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 and will be reimbursed by the Corporation for its expenses, including legal fees, estimated at $15,000. See "*Plan of Distribution*".

(2) Pursuant to the Agency Agreement (as hereafter defined), the Agent and certain of its officers and employees will be granted a non-transferable option (the "**Agent's Option**") to purchase such number of Common Shares that is equal to 10% of the total number of Common Shares sold in connection with the Offering at a price of $0.20 per Common Share and which may be exercised for a period of 24 months from the date the Common Shares are listed on the Exchange. This prospectus qualifies for distribution the grant of the Agent's Option. See "*Plan of Distribution*".

(3) Before deducting the costs of this issue estimated at $88,000**,** which includes legal and audit fees and other expenses of the Corporation estimated at $40,000, the Agent's corporate finance fee, expenses and legal fees (including GST and disbursements) estimated at $25,500, listing fees of $15,750 payable to the Exchange and estimated filing fees of $6,750.

This Offering is made on a commercially reasonable efforts basis by Richardson GMP Limited (the "**Agent**") and is subject to a minimum subscription of 1,000,000 Common Shares for gross proceeds to the Corporation of $200,000. The offering price of the Common Shares in the capital of the Corporation (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 raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and certain of its officers and employees, will be granted a non-transferable option (the "**Agent's Option**") to purchase up to 100,000 Common Shares (the "**Agent's Shares**") equal to 10% of offered securities sold at a price of $0.20 per Agent's Share, and expiring 24 months from the date the Corporation's shares are listed on the Exchange. The grant of the Agent's Option is qualified under this prospectus. See "*Agency Agreement and Agent's Compensation*". In addition, and subject to regulatory approval, the Corporation intends to grant options to purchase 227,000 Common Shares under the Corporation's share option plan. The grant of these options is also qualified under this prospectus. See "*Share Options*".

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of options to the directors and officers of the Corporation, 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* ("**MI 11-102**") and National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions* ("**NP 11-202**") and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities commission grants a discretionary order.

There is no market through which the Common Shares offered by this prospectus may be sold and purchasers may not be able to resell the Common Shares purchased under this prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares, and the extent of issuer regulation. See "*Risk Factors*".

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

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

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

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 Corporation may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required. A Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. The Corporation will be in competition with other entities with greater resources. The 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 $0.06 or 28%. 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 successfully complete a Qualifying Transaction. The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. In addition, delisting of the Common Shares may result in the cancellation of all or some of the Common Shares of the Corporation owned by Non Arm's Length Parties (as hereinafter defined) issued prior to the Offering. Investors must rely solely on the expertise of the Corporation's Promoter (as hereinafter defined), directors and officer for any possible return on their investment. See "*Capitalization*", "*Business of the Corporation*", "*Use of Proceeds*", "*Directors, Officers and Promoters*", "*Dilution*" and "*Risk Factors*".

Richardson GMP Limited, as agent, offers these Common Shares, on a "commercial reasonable" 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 Heenan Blaikie LLP, 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 the Common Shares is permitted to directly or indirectly purchase more than 2% or 20,000 ($2,000) of the total Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 40,000 ($4,000) of the total number of Common Shares offered under this prospectus.

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

Richardson GMP Limited
Suite 1000, 333 - 7th Avenue SW
Calgary, Alberta T2P 2Z1
Tel: 403- 355-6073
Fax: 403-355-6103

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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 Richardson GMP Limited at its office in the City of Winnipeg, in the Province of Manitoba.

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent and its sub-agents, if any, and certain officers and employees of the Agent or sub-agent, if any, entitling the holders thereof to purchase collectively 100,000 Common Shares (the "**Agent's Shares**") of the Corporation equal to 10% of the number of Common Shares sold pursuant to the Offering at an exercise price of $0.20 per Agent's Share, expiring 24 months from the date of listing of the Common Shares on the Exchange.

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

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

in respect of which there are no material conditions to closing (other than receipt of shareholder approval and Exchange acceptance), the satisfaction of which 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, means:

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

(b) any partner of the Person;

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

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

(i) that Person’s spouse or child; or

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

but:

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

“**Commissions**” means the Alberta Securities Commission, the British Columbia Securities Commission, The Manitoba Securities Commission and the Ontario 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 that holds or is one of a combination of Persons that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting securities of an Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

“**Corporation**” means Pounder Venture Capital Corp., a corporation incorporated under the *Canada Business Corporations Act*.

“**CPC**” means a corporation:

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

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

“**CPC Policy**” means Policy 2.4 of the Exchange’s *Corporate Finance Manual*.

“**Escrow Agreement**” means the escrow agreement dated •, 2009 among the Corporation, Equity Transfer & Trust Company and certain shareholders of the Corporation.

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

"**Final Exchange Bulletin**" means the Exchange bulletin issued following closing of the Qualifying Transaction and the submission of all required documentation and 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 the Qualifying Transaction by the majority of the votes cast by shareholders, other than:

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

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

(c) in the case of a related party transaction:

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

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

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

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

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

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

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

"**Non Arm's Length Party**" means:

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

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

"**Non Arm's Length 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 to be the subject of the proposed Qualifying Transaction.

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

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

"**Principal**" means:

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

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

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

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

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

(i) 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, more than 50% held by one or more Principals will be treated as a Principal and in calculating this percentage, securities of the entity that may be issued to the Principals under outstanding convertible securities are to be included in both the Principals' securities of the entity and the total securities of the entity outstanding.

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

"**Pro Group**" means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

(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 Exchange 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 Exchange determines that:

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

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

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

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

"**Promoter**" has the meaning ascribed to it in the *Securities Act* (Ontario).

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

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

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

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

"**Share Option(s)**" means options to be granted at the completion of the Offering to directors and officers of the Corporation which options entitle the holders to purchase an aggregate of 227,000 Common Shares at an exercise price of $0.20 per Common Share and which option may be exercised for a period of 5 years from the date of grant.

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

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

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

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

PROSPECTUS SUMMARY

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

Business of the Corporation:	The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimal amount of cash. See "*Business of the Corporation*".
Offering:	A total of 1,000,000 Common Shares are being offered under this prospectus at a price of $0.20 per Common Share. In addition, the Corporation will grant the Agent's Option to purchase up to 100,000 Common Shares at an exercise price of $0.20 per Agent's Share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange. The grant of the Agent's Option is qualified under this prospectus. The Corporation also intends to grant Share Options to purchase an aggregate of 227,000 Common Shares to directors and officers under the Corporation's share option plan. The grant of all of Share Options is also qualified under this prospectus. See "*Plan of Distribution*" and "*Share Options*".
Use of Proceeds:	The net proceeds to the Corporation will be $219,000, which calculation includes the gross cash proceeds raised prior to this Offering. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*", "*Business of the Corporation*" and "*Risk Factors*".
Management and Directors:	Thomas A. Patterson - Director, Chief Executive Officer and Secretary Steven M. Mintz - Director and Chief Financial Officer D. Campbell Deacon - Director Keith J. Stein - Director D. Campbell Deacon can be considered to be a promoter of the Corporation. See "*Directors, Officers, and Promoters*" and "*Promoter*".
Escrowed Securities:	All of the currently issued and outstanding Common Shares of the Corporation, being 1,270,000 Common Shares, 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 has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of approximately 28% or $0.06 per Common Share. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

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*", "Di*rectors, Officers and Promoters*", "*Capitalization*", "*Dilution*", "*Risk Factors*" and "*Conflicts of Interest*".

THE CORPORATION

The Corporation was incorporated on September 17, 2009 by Certificate of Incorporation issued pursuant to the provisions of the *Canada Business Corporations Act* under the name "Pounder Venture Capital Corp.". By a Certificate of Amendment issued on November 18, 2009 the Corporation amended its Articles of Incorporation to remove the restrictions on share transfers set forth therein and to create the preferred shares. See "*Description of the Securities Distributed – Preferred Shares*".

The head office of the Corporation is located at 131 Bloor Street West, Suite 220/225, Toronto, Ontario, M5S 1R8. The registered office of the Corporation is located at 1200, 425 – 1st Street S.W., Calgary, Alberta.

BUSINESS OF THE CORPORATION

Preliminary Expenses

Other than payment of the corporate finance fee of the Agent of $10,000 plus GST and the $15,000 legal retainer paid to the Agent toward its legal fees and the payment of the minimum listing fee to the Exchange of $5,000 plus GST, and additional expenses of approximately $15,000 which the Corporation has incurred for legal and audit fees, the Corporation has not incurred any additional expenses as at October 31, 2009. However, certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor, legal expenses and the Agent's legal counsel. See "*Use of Proceeds*".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation has not selected a 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 "*Private Placement for Cash*" and "*Restrictions on Use of Proceeds*", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

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

Method of Financing

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

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. 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 and to 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 with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

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

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

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

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

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

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

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

Minimum Listing Requirements

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

Trading Halts, Suspensions and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of 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:

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

(e) 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 "F*ilings and Shareholder Approval of a Non Arm's Length 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 the NEX rather than be delisted. In order to be eligible to list on the NEX, the Corporation must:

(a) obtain majority shareholder approval for the transfer to the 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 all the Common Shares offered by this prospectus will be $200,000. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus were $127,000. From these aggregate gross proceeds of $327,000 will be deducted the expenses and costs of this issue estimated in the aggregate, including legal, accounting, printing, regulatory fees and the Agent's commission, to be approximately $108,000.

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

Gross cash proceeds raised prior to this Offering (seed shares) [(1)]	$127,000
Expenses and costs relating to raising seed share cash proceeds	$nil[(2)]
Gross cash proceeds to be raised pursuant to this Offering	$200,000
Estimated expenses and costs relating to this Offering[(3)]	$108,000
Estimated funds available on completion of the Offering[(4)]	$219,000
Funds available for identifying and evaluating assets or business prospects[(4) (5)]	$189,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$30,000
Total net proceeds	$219,000

Notes:

(1) See "*Prior Sales*".

(2) No costs have been allocated towards the issuance of these shares. See the Corporation's balance sheet as at October 31, 2009.

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

(4) In the event, and to the extent, the Agent exercises the Agent's Option or the directors or officers exercise their options, there will be available to the Corporation a maximum of an additional $20,000 on the exercise of the Agent's Option and a maximum of an additional $45,400 on the exercise of the options of directors and officers, which will be added to the working capital of the Corporation. There is no assurance that the foregoing options will be exercised.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $219,000 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 “*Restrictions on Use of Proceeds*”, “*Private Placements for Cash*”, and “Pr*ohibited Payments to Non Arm’s Length Parties*”, the gross proceeds realized from the sale of all securities issued by the Corporation will be used by the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

(a) valuations or appraisals;

(b) business plans;

(c) feasibility studies and technical assessments;

(d) sponsorship reports;

(e) engineering or geological reports;

(f) financial statements, including audited financial statements;

(g) fees for legal and accounting services; and

(h) Agents’ 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 Uses of Funds*”, listed above, include:

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

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

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

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

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

   (iii) equipment leases; and

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

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the completion of a Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $2,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to 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 "*Share Options*" and "*Restrictions on Use of Proceeds*", the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement dated •, 2009 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a "commercially reasonable efforts" agency basis to the public 1,000,000 Common Shares as provided in this prospectus, at a price of $0.20 per Common Share, for gross proceeds of $200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, which equals $20,000 for the Offering. In addition, the Agent has been paid a corporate finance fee of $10,000 plus GST and the Corporation will pay the Agent's expenses, including legal fees, estimated at $15,000.

The Corporation has also agreed to grant to the Agent and its sub-agents, if any, and certain of its officers and employees the Agent's Option to purchase 100,000 Common Shares representing 10% of the total number of Common Shares sold to the public pursuant to the Offering at an exercise price of $0.20 per Agent's Share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. All of the Agent's Option is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the holders thereof 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 commercial reasonable 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.

Commercially Reasonable Efforts Offering and Minimum Distribution

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

Other Securities to be Distributed

The Corporation also proposes to grant Share Options to purchase 227,000 Common Shares to directors and officers in accordance with the policies of the Exchange. The grant of all of the Share Options is qualified for distribution under this prospectus.

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 Prospectus; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Common Shares offered under this Prospectus. 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 CPC Policy.

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the Aggregate Pro Group, including participants referred to above, is 20% of the issued and outstanding Common Shares 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*". Such participants are permitted to subscribe for Common Shares pursuant to this Offering, subject to (i) compliance with any applicable client priority rule, and (ii) the restrictions applicable to all purchasers to the Offering described under "*Plan of Distribution – Offering and Minimum Distribution*".

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 Share Option to the directors and officers of the Corporation, no securities of the Corporation will be permitted to be issued during the period between the date(s) a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to MI 11-102 and NP 11-202 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 THE SECURITIES DISTRIBUTED

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, 1,270,000 Common Shares are issued and outstanding as fully paid and non-assessable and 1,000,000 Common Shares are reserved for issuance under this prospectus, 100,000 Common Shares will be reserved under the Agent's Option and 227,000 Common Shares are reserved for issuance to directors and officers pursuant to the exercise of the Share Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

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

Preferred Shares

The authorized capital of the Corporation includes an unlimited number of Preferred Shares issuable in series with such rights and privileges as may be established by the board of directors (the "**Preferred Shares**"). As of the date hereof there are no Preferred Shares issued and outstanding.

The Preferred Shares may be issued from time to time in one or more series, each consisting of such number of Preferred Shares as determined by the board of directors of the Corporation, who also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of October 31, 2009 (1)	Amount Outstanding as of the Date Hereof (2)	Amount Outstanding After Giving Effect to this Offering(3)(4)
Common Shares	Unlimited	$127,000 (1,270,000 shares)	$127,000 (1,270,000 shares)	$327,000 (2,270,000 shares)
Long Term Debt	N/A	Nil	Nil	Nil
Preferred Shares	Unlimited	Nil	Nil	Nil

Notes:

(1) As at October 31, 2009 and as of the date hereof, the Corporation had not commenced operations and had retained earnings of $Nil.

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

(3) The Corporation has reserved a maximum of 100,000 Common Shares at $0.20 per share pursuant to the Agent's Option and 227,000 Common Shares at $0.20 per share pursuant to the Share Options. See "*Plan of Distribution*" and "*Share Options*".

(4) Funds estimated available upon completion of the Offering are expected to amount to $219,000, which is net of the $108,000 estimated expenses of this Offering. See "*Use of Proceeds*".

SHARE OPTIONS

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

Pursuant to the Option Plan, immediately after closing this Offering, the board of directors of the Corporation intends to grant the Share Option as follows:

Optionee	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date from Grant
D. Campbell Deacon	100,000	$0.20	5 years
Thomas A. Patterson	50,000	$0.20	5 years
Steven M. Mintz	45,000	$0.20	5 years

Optionee	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date from Grant
Keith J. Stein	32,000	$0.20	5 years
Total	227,000		

The Share Options to be granted on or before closing this Offering (subject to regulatory approval) are qualified for distribution pursuant to this prospectus.

PRIOR SALES

Since the date of incorporation of the Corporation, 1,270,000 Common Shares have been issued and are currently outstanding as follows.

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
September 17, 2007	1,270,000	$0. 10	$127,000	cash

Notes:
(1) These Common Shares will be deposited in escrow. See "*Escrowed Securities*".

ESCROWED SECURITIES

All of the 1,270,000 Common Shares issued prior to this Offering at a price below $0.20 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by the Aggregate Pro Group prior to this Offering will be deposited with Equity Transfer & Trust Company under an escrow agreement dated •, 2009 (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 on Private Placement*".

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

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares Escrowed	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering[1]
Glenburn Farms Limited[2]	1,000,000	1,000,000	79%	44%
Toronto, Ontario				

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares Escrowed	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering(1)
Ankeiste Ltd. (3)	50,000	50,000	4%	2%
Toronto, Ontario				
Thomas A. Patterson	120,000	120,000	9%	5%
Markham, Ontario				
Steven M. Mintz	100,000	100,000	8%	4%
Toronto, Ontario				

Notes:
(1) Assuming no Common Shares are purchased by these persons under the Offering.
(2) Glenburn Farms Limited is a company, wholly-owned by D. Campbell Deacon.
(3) Ankeiste Ltd. is a company wholly-owned by Keith J. Stein.

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 could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

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

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

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

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

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

(b) if the Corporation lists on NEX, either

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

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

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the 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 escrow 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 is 36 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 Shares	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Offering(2)(3)
Glenburn Farms Limited(1) Toronto, Ontario	Of Record	1,000,000	79%	44%

Notes:

(1) Glenburn Farms Limited, is a company wholly-owned by D. Campbell Deacon.

(2) Assuming that no Common Shares are purchased by Glenburn Farms Limited or D. Campbell Deacon under the Offering.

(3) On a fully diluted basis, assuming the exercise of all of the Agent's Option and all of the Share Options, D. Campbell Deacon will own directly or indirectly approximately 42% of the Common Shares after giving effect to the Offering. See "*Share Options*".

OFFICERS, DIRECTORS AND PROMOTERS

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

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

Name & Municipality of Residence	Positions and Offices Held	Common Shares Held	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Offering(1)(2)
Thomas A. Patterson Markham, Ontario	Chief Executive Officer, Corporate Secretary and Director	120,000	9%	5%
Steven M. Mintz(4) Toronto, Ontario	Chief Financial Officer and Director	100,000	8%	4%
D. Campbell Deacon(3) (4) (5) Toronto, Ontario	Director and Promoter	1,000,000	79%	44%
Keith J. Stein(4) (6) Toronto, Ontario	Director	50,000	4%	2%

Notes:

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

(2) All of the listed individuals will be granted Share Options to purchase an aggregate of 227,000 Common Shares. See "*Share Options*".

(3) D. Campbell Deacon may be considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation D. Campbell Deacon will be granted a Share Option to purchase 100,000 Common Shares. See "*Share Options*".

(4) A member of the audit committee.

(5) D. Campbell Deacon's Common Shares are held by Glenburn Farms Limited, a company wholly-owned by D. Campbell Deacon.

(6) Keith Stein's Common Shares are held by Ankeiste Ltd. a company wholly-owned by Keith J. Stein.

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. Each of the officers and directors will devote the time considered necessary to perform the work required in connection with the management and direction of the Corporation and completion of the Qualifying Transaction.

Thomas A. Patterson, Chief Executive Officer, Corporate Secretary and Director

Since August 1968, Mr. Patterson (age 64) has owned and operated Spring Eagle Farms Inc. Spring Eagle Farms Inc. is a farming corporation that grows cash crops and provides arborist services through Eagle Ridge, a division of Spring Eagle Farms Inc.

Steven M. Mintz, Chief Financial Officer

Mr. Mintz (age 43) was recently appointed to the office of Chief Financial Officer and a director of Carlisle Goldfields Limited., a Canadian based gold exploration and development company. He has been a chartered accountant for 17 years. Since 2007, he has been active as the President, Chief Financial Officer and director of a private venture capital company. Mr. Mintz has been involved as a director in a number of public companies. Mr. Mintz attained a Bachelor of Arts in Economics at the University of Toronto in 1989. See "*Other Reporting Issuer Experience*".

D. Campbell Deacon, Promoter and Director

Since August 2007, Mr. Deacon (age 61) has been the Chairman and Director of Deacon & Company, a limited market investment dealer and from January 2000 until August 2007, Mr. Deacon was the President and Chief Executive Officer of Deacon & Company. Mr. Deacon is presently Chairman of the board of Azure Dynamics Corporation, a company engaged in the development and production of hybrid electric and electric commercial vehicles, where Mr. Deacon has also been a director and officer since 2000. Mr. Deacon is also a director of UTS Energy Corporation. In addition, he has been involved as a director or officer in a number of domestic and international public companies over the past 30 years. Mr. Deacon received his Bachelor of Arts from the University of Guelph in 1972. See "*Other Reporting Issuer Experience*".

Keith J. Stein, Director

Mr. Stein (age 46) has been lawyer with the law firm, Heenan Blaikie LLP since December 2008. Prior to joining Heenan Blaikie LLP, Mr. Stein was an executive with Magna International Inc. where he continues to act as a consultant reporting to the Executive Vice-Chairman. Prior to this appointment, Mr. Stein held the position Vice-President, Corporate Affairs from March 1999 to February 2005 and from February 2005 to September 2008 Mr. Stein held the position of Senior Vice President, Corporate Affairs for Magna International Inc. Before joining Magna International Inc., Mr. Stein was Senior Corporate Counsel for Toyota Canada and Toyota Credit Canada. Mr. Stein graduated from the Osgoode Hall Law School in 1987, articled with a major law firm and was called the Bar of Upper Canada in 1989.

Other Reporting Issuer Experience

The following table sets out the directors, officers and Promoter 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	Exchange	Position	Term
Steven M. Mintz	Carlisle Goldfield Limited	TSX	Director and Chief Financial Officer	July 2009 to Present
	Brownstone Ventures Inc.	TSX	Director	June 2005 to Present
	Bridgeport Ventures Inc.	TSXV	President and Director	May 2007 to Present
D. Campbell Deacon	Azure Dynamics Corporation	TSX	Chairman	October 2000 to December 2003 and
				April 2007 to present
			Deputy Chairman	December 2003 to April 2007
			Director	October 2000 to Present
			Chief Executive Officer	October 2000 to April 2007
	UTS Energy Corporation	TSX	Director	June 1994 to Present
	Scandinavian Minerals Limited	TSX	Director	February 2004 to July 2008
	CPI Plastics Group Limited	TSX	Director	September 1998 to December 2008
Keith J. Stein	Magna International Inc.	TSX	Vice-President, Corporate Affairs	March 1999 to February 2005
			Senior Vice-President, Corporate Affairs	February 2005 to September 2008

Corporate Cease Trade Orders or Bankruptcies

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

- On January 7, 2009, the principal secured lender to CPI Plastics Group Limited ("**CPI**") demanded immediate repayment of all CPI's credit facilities and applied for the court appointment of an interim receiver over all of CPI's assets. Receivership proceeding with respect to CPI commenced on January 8, 2009. D. Campbell Deacon was a director of CPI from September 1998 until December 2008.

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

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

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

  (iv) salaries;

  (v) consulting fees;

  (vi) management contract fees or directors' fees;

  (vii) finder's fees;

  (viii) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Corporation may also be granted stock options.

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

PROMOTER

D. Campbell Deacon may be considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation and will be granted 100,000 options pursuant to the Option Plan. See "*Principal Shareholders*" and "*Share Options*".

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of approximately 28% or $0.06 per Common Share on the basis of their being 2,270,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Gross proceeds of prior share issues	$127,000
Gross proceeds of this Offering	$200,000
Total gross proceeds after this Offering	$327,000
Offering price per share	$.20
Gross proceeds per share after this Offering	$.14
Dilution per share to subscriber	$.06
Percentage of dilution in relation to offering price	28%

RISK FACTORS

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

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

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

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 28% or $0.06 per Common Share;

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

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

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

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

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

(j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other 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 or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

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

(q) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of $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.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Certain directors and officers of the Corporation have acquired Common Shares of the Corporation in the seed capital phase of the Corporation. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares pursuant to the Corporation's Option Plan. See "*Principal Shareholders*" and "*Share Options*".

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares since the date of incorporation 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, Equity Transfer & Trust Company and those shareholders that executed such agreement. See "*Escrowed Securities*".

3. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated •, 2009 between the Corporation and Equity Transfer & Trust Company.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at 1200, 425 – 1st Street S.W., Calgary, Alberta, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent 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 the Agent. The Agent, through its corporate finance department was involved in the determination of the terms of the Offering in its capacity as agent for the sale of the Common Shares on a commercially reasonable efforts basis. The Agent 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*". The partners and associates of Heenan Blaikie LLP and Fraser Milner Casgrain LLP may subscribe pursuant to the Offering.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Heenan Blaikie LLP, on behalf of the Corporation, and by Fraser Milner Casgrain LLP on behalf of the Agent. Keith J. Stein, who is Senior Counsel with the law firm, Heenan Blaikie LLP, is a director of the Corporation. Mr. Stein currently holds 50,000 Common Shares and is expected to be granted 45,000 Share Options at closing. Heenan Blaikie LLP receives remuneration for legal services provided to the Corporation subject to the restrictions set forth in the CPC Policy. See "*Officers, Directors and Promoters*" and "*Share Options*".

Other than as set forth herein: a) no Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation; and b) as at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, other than as set forth above, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is MacKay LLP at Elveden House, Suite 1700, 717 – 7th Avenue SW, Calgary, AB T2P 0Z3. The transfer agent and registrar is Equity Transfer & Trust Company at 505 3rd Street SW, Suite 850, Calgary, Alberta, T2P 3E6.

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.

ELIGIBILITY FOR INVESTMENT

In the opinion of Heenan Blaikie LLP, counsel to the Corporation, the Common Shares, if, as and when listed on a designated 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, a deferred profit sharing plan, a registered disability savings plan or a tax-free savings account (the "**Plans**") as defined under the *Income Tax Act* (Canada) (the "**Act**") and the regulations made under that Act. If the Common Shares are not listed on a designated stock exchange at the time of issue hereunder, the Common Shares will be qualified investments for the Plans if the Corporation files an election to be a public corporation with the Canada Revenue Agency on or before the date on which the Corporation is required under the Act to file a tax return for its first taxation year.

Notwithstanding that the Common Shares may be a qualified investment for a trust governed by a tax-free savings account ("**TFSA**"), the holder of a TFSA will be subject to a penalty tax on the Common Shares held in the TFSA if such Common Shares are a "prohibited investment" for that TFSA. The Common Shares will generally be a "prohibited investment" if the holder of the TFSA does not deal at arm's length with the Corporation for the purposes of the Act or the holder of the TFSA has a "significant interest" (within the meaning of the Act) in the Corporation or a corporation, partnership or trust with which the Corporation does not deal at arm's length for the purposes of the Act. Such holders are urged to consult their own tax advisors.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of Alberta, British Columbia, Manitoba and Ontario provide purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price 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.

AUDITOR'S CONSENT

We have read the prospectus of Pounder Venture Capital Corp. (the "**Corporation**") dated November 19, 2009 relating to the issue and sale of 1,000,000 Common Shares of the Corporation at $0.20 per share. 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 Corporation on the balance sheet of the Corporation as at October 31, 2009 and the statement of cash flows for the period then ended. Our report is dated November 19, 2009.

"●"

Calgary, Canada
•, 2009
(except for note 2, which is as of ●)

MACKAY LLP
CHARTERED ACCOUNTANTS

FINANCIAL STATEMENTS

Pounder Venture Capital Corp.

(A Capital Pool Corporation)

Financial Statements

Period from incorporation on September 17, 2009 to October 31, 2009

Financial Statements

October 31, 2009

	Page

CHARTERED ACCOUNTANTS

MacKay LLP

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Auditors' Report

To the Directors of Pounder Venture Capital Corp.

We have audited the balance sheet of Pounder Venture Capital Corp. as at October 31, 2009 and the statement of cash flows for the period from incorporation on September 17, 2009 to October 31, 2009. These financial statements are the responsibility of the Corporation'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 Corporation as at October 31, 2009 and the results of its cash flows for the period from incorporation on September 17, 2009 to October 31, 2009 in accordance with Canadian generally accepted accounting principles.

Calgary, Canada
November 19, 2009, (except as to note 2, which
is as at ●, 2009)

Chartered Accountants

Pounder Venture Capital Corp.
(A Capital Pool Corporation)

Balance Sheet

As at October 31,		**2009**
Assets		
Current		
Cash and cash equivalents	**$**	**96,250**
Prepaid expenses (note 6)		**45,750**
	$	**142,000**
Liabilities		
Accounts payable and accrued liabilities (note 6)	**$**	**15,000**
Shareholders' Equity		
Share capital (note 7)		**127,000**
	$	**142,000**

Nature and continuance of operations (note 2)
Subsequent event (note 8)

Approved by the Board:

(signed) *"Thomas A. Patterson"*, Director

(signed) *"Steven M. Mintz"*, Director

Pounder Venture Capital Corp.
(A Capital Pool Corporation)

Statement of Cash Flows

		For the period from incorporation on September 17 to October 31, 2009
Cash provided by (used in):		
Financing activities		
Issuance of share capital		**127,000**
Prepaid expenses		**(45,750)**
Accounts payable and accrued liabilities		**15,000**
Increase in cash		**96,250**
Cash and cash equivalents, beginning of period		**-**
Cash and cash equivalents, end of period	**$**	**96,250**

1. Incorporation

Pounder Venture Capital Corp. (the “Corporation”) was incorporated under the Business Corporation Act (Alberta) on September 17, 2009 and is classified as a Capital Pool Corporation as defined in Policy 2.4 of the TSX Venture Exchange (the “Exchange”).

2. Nature and continuance of operations

Pursuant to an agency agreement dated ●, 2009 (the “Agency Agreement”) with Richardson GMP Limited (the “Agent”), the Corporation has agreed to file a prospectus for an initial public offering (“IPO” or the “Offering”) in British Columbia, Alberta, Manitoba and Ontario of 1,000,000 common shares at $0.20 per common share for gross proceeds of $200,000. The net proceeds of the issue will be approximately $92,000, net of a 10% cash commission and a $10,000 corporate finance fee (plus GST) payable to the Agent and other costs of the issue of approximately $77,500 which includes legal, audit and regulatory fees and other direct expenses of which $45,750 has been incurred to date. The Agent for the Offering has agreed to use its commercially reasonable efforts to secure subscriptions for these shares. The total subscription must be raised within 90 days of the receipt for the final prospectus relating to the Offering, otherwise all funds collected under subscription will be returned and the IPO cancelled.

Under the agency agreement, the Agent will be granted an option to acquire an additional number of common shares equal to 10% of the number of common shares sold in the IPO at a price of $0.20 per share, exercisable for a period of two years from the date the common shares are first listed for trading on the Exchange.

The completion of the Offering is dependent upon the issuance by regulatory authorities of a receipt in respect of the Corporation’s prospectus. Refer to Note 4.

The Corporation’s principal business activity upon the successful completion of the Offering will be to identify and evaluate opportunities for an acquisition of an asset, assets or a business that will meet the definition of a “Qualifying Transaction” (“QT”) as defined in Policy 2.4 of the Exchange.

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

The Corporation’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate the acquisition of an interest in properties, assets or businesses which qualifies as a QT. Such an acquisition will be subject to regulatory approval and maybe subject to shareholder approval.

Should the Corporation be unable to complete such a transaction, its ability to raise sufficient financing to maintain operations may be impaired and accordingly, the Corporation may be unable to realize on the carrying value of its net assets.

3. Summary of significant accounting policies

Basis of presentation

These financial statements are prepared in accordance with GAAP, which include the following accounting principles:

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Significant areas requiring the use of management estimates include the determination of fair value of stock-based compensations. Actual results could differ from these estimates.

(a) Cash and cash equivalents

Cash and cash equivalents are comprised of cash in banks, unrestricted cash held in lawyer's trust accounts for general purposes and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less.

(b) Financing costs

Costs directly attributable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as prepaid expenses. These costs will be deferred until the issuance of the shares to which the costs related, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

(c) Stock-based compensation

The Corporation intends to grant options to purchase common shares under the terms described in Note 7. When options to purchase shares are granted to employees or directors, the fair value of the options on the date of the grant is recognized as a compensation expense, with a corresponding increase in contributed surplus, over the period during which the related options vest. When options to purchase shares are granted to non-employees in return for goods or services, the fair value of the options granted is recognized as an expense, with a corresponding increase in contributed surplus, in the period in which the goods or services are received or are expected to be received. The consideration received on the exercise of share options is credited to share capital. When options are exercised, previously recorded compensation is transferred from contributed surplus to share capital to fully reflect the consideration for the shares issued.

(d) Income taxes

The Corporation accounts for income taxes using the asset and liability method. Under this method, future income tax assets and liabilities are determined based on the differences between the financial statement carrying values and their respective income tax basis and loss carry forwards. Future income tax assets and liabilities are measured using tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on future income tax assets and liabilities of a change in tax rates is included in operations in the period in which the change is enacted or substantially assured. The amount of future income tax assets recognized is limited to the amount of the benefit that is more likely than not to be realized.

3. Summary of significant accounting policies (continued)

(e) Business investigation costs

All costs incurred to identify and evaluate assets or business acquisitions are expensed as incurred.

(f) Financial instruments – recognition and measurement

The Corporation classifies financial assets and liabilities as held-for-trading, available-for-sale, held-to-maturity or loans and receivables. Financial assets and financial liabilities are recognized at fair value on their initial recognition, except for those arising from certain related party transactions, and loans and receivables which are accounted for at amortized cost.

Subsequent to initial recognition, financial assets and liabilities classified as held-for-trading are to be measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are to be measured at amortization cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are to be measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income.

Held-for-trading financial assets are financial assets that are purchased and incurred with the intention of generating profits in the near term. Cash is classified as held-for-trading.

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

Held-to maturity financial assets are financial assets that have a fixed maturity date and for which the Corporation has the intention and ability to hold to maturity.

(g) Revenue recognition

Interest income is recorded as earned. Transaction costs related to the acquisition of financial assets and liabilities that are classified as held for trading are expensed in net income as incurred.

(h) Financial instruments – Disclosures and Presentation

The Corporation provides information for users of the Corporation's financial statements to understand the significance of financial instruments to the Corporation's financial position, performance and cash flows. Refer to note 5 for future information regarding the Corporation's management of financial risks.

(i) Going concern

The Corporation will assess its ability to continue as a going concern and disclose any material uncertainties that cast doubt on its ability to continue as a going concern.

3. Summary of significant accounting policies (continued)

(j) Capital disclosures

CICA Section 1535 provides guidance on disclosure of an entity's objectives, policies and processes for managing capital. Disclosures include what is defined as capital, how it is management, and whether externally imposed restrictions on capital are present.

(k) Business combinations

In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements", and 1600 "Non-Controlling Interest", which replace CICA Handbook Sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. These sections are applicable for the Corporation's interim and annual consolidated financial statements for its fiscal year beginning on or after January 1, 2011. The Corporation has early adopted the provisions of these standards, the adoption of which had no impact on the financial statements.

(l) Future accounting pronouncements

<u>Convergence of Canadian GAAP with International Financial Reporting Standards ("IFRS")</u>

The Canadian Accounting Standards Board ("AcSB") has confirmed that the use of International Financial Reporting Standards ("IFRS") will be required in 2011 for publicly accountable profit-oriented enterprises. IFRS will replace Canada's current GAAP for those enterprises. These include listed companies and other profit-oriented enterprises that are responsible to large or diverse groups of stakeholders. The official changeover date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Corporations will be required to provide comparative IFRS information for the previous fiscal year. While the Corporation has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

4. Capital management

The Corporation's objectives when managing capital are:

- To safeguard the Corporation's ability to continue as a going concern.
- To maintain appropriate cash reserves on hand to meet ongoing operating costs.
- To invest cash on hand in highly liquid and highly rated financial instruments.

In the management of capital, the Corporation includes shareholders' equity (excluding accumulated other comprehensive income (loss)), cash and cash equivalents and short-term investments in the definition of capital. The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. Pursuant to Exchange policies, the maximum amount of cash the Corporation may spend for purposes other than identifying and evaluating assets or business projects is $210,000.

5. Financial instruments

As at October 31, 2009, the Corporation's financial instruments are cash and cash equivalents, and accounts payable and accrued liabilities. The amounts reflected in the balance sheet are carrying amounts and approximate their fair values due to the short-term nature and negligible credit losses. The short-term interest bearing securities are recorded at cost plus accrued interest earned which approximates current market value. These financial instruments are classified as follows:

- Cash and cash equivalents – held for trading
- Accounts payable and accrued liabilities – other financial liability

The Corporation does not use derivative instruments or hedges to manage risks because the Corporation's exposure to credit risk, interest rate risk and currency risk is small.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's cash and cash equivalents is exposed to credit risk, however the risk is deemed small because the counterparty is a highly rated banks.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's cash and cash equivalents are exposed to interest rate risk as the Corporation invests cash and cash equivalents at floating rates of interest in highly liquid instruments. Fluctuations in interest rates impact the value of cash and cash equivalents.

c) Currency risk

Currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Corporation's exposure to currency risk is negligible because all of the Corporation's operations and transactions are in one country, being Canada, with all monetary assets in Canadian dollars.

d) Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with financial liabilities. The Corporation's accounts payable and accrued liabilities are all current and due within 90 days of the balance sheet date. The Corporation ensures that it has sufficient capital to meet short term financial obligations after taking into account cash and cash equivalents on hand.

6. Related party transactions

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount which is the amount of consideration established and approved by the related parties. Related party transactions are disclosed below, unless they have been disclosed elsewhere in the financial statements.

During the period from incorporation to October 31, 2009, the Corporation incurred $12,000 in legal fees to a law firm of which one officer of the Corporation is senior council. Fees incurred related to professional services incurred in respect of the prospectus for the initial public offering. As at October 31, 2009, these amounts have been included in prepaid expenses and accounts payable and accrued liabilities.

7. Share capital

Authorized
Unlimited number of common shares

Issued and outstanding common shares:

	Number		Amount
Issued to directors and officers	**1,270,000**	**$**	**127,000**
Balance, October 31, 2009	**1,270,000**	**$**	**127,000**

The Corporation issued 1,270,000 common shares at a price of $0.10 per share for total proceeds of $127,000 received in cash. In accordance with the requirements of the Exchange, these common shares will be held in escrow. Under the escrow agreement, 10% of the escrowed common shares will be released from escrow on the acceptance by the Exchange of a QT made by the Corporation. An additional 15% of the escrowed common shares will be released every 6 months following the acceptance of the QT, unless otherwise permitted by the Exchange.

The Corporation has adopted an incentive stock option plan which provides that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of completion of the IPO. Such options will be exercisable up to five years from the date of grant. The fair value of each option grant will be estimated on the date of grant using the Black-Scholes option pricing model.

Pursuant to the stock option plan and concurrently with closing of the IPO, the Board of Directors intends to grant the following options to purchase common shares to officers and directors. Additionally, pursuant to the agency agreement, the Board of Directors will issue the following options to purchase common shares to the Agent (note 2):

Optionee	Number of common shares under option	Exercise price	Expiry date
Officers/directors	227,000	$ 0.20	5 years from issue date
Agent	200,000	$ 0.20	2 years from listing date

8. Subsequent events

Subsequent to October 31, 2009, the Corporation filed a prospectus in connection with its IPO as described in note 2 on November 19, 2009.

The Corporation also amended its articles of incorporation to create an unlimited number of Preferred Shares issuable in series.

CERTIFICATE OF THE CORPORATION

Dated: November 19, 2009

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, British Columbia, Manitoba and Ontario.

"*Thomas A. Patterson*"	"*Steven M. Mintz*"
Thomas A. Patterson Chief Executive Officer and Corporate Secretary	Steven M. Mintz Chief Financial Officer

ON BEHALF OF THE BOARD

"*D. Campbell Deacon*"	"*Keith J. Stein*"
D. Campbell Deacon Director	Keith J. Stein Director

CERTIFICATE OF THE PROMOTER

Dated: November 19, 2009

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, British Columbia, Manitoba and Ontario.

"*D. Campbell Deacon*"
D. Campbell Deacon
Promoter

CERTIFICATE OF THE AGENT

Dated: November 19, 2009

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, British Columbia, Manitoba and Ontario.

RICHARDSON GMP LIMITED

By: "*Michael D. Sharpe*"
Michael D. Sharpe, Senior Vice President