

This amended and restated preliminary prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

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

**AMENDED AND RESTATED
PRELIMINARY PROSPECTUS**

**Amending and Restating the Preliminary Prospectus
Dated November 25, 2009**

Initial Public Offering

May 17, 2010

**CRIMSON FALCON CAPITAL CORP.
(a capital pool company)**

**\$250,000
2,500,000 OFFERED SHARES**

Price: \$0.10 per Offered Share

Crimson Falcon Capital Corp. (the "**Corporation**") hereby offers on a commercially reasonable efforts basis through its agent, PI Financial Corp. (the "**Agent**"), 2,500,000 common shares in the capital of the Corporation (the "**Offered Shares**") for aggregate gross proceeds of \$250,000 (the "**Offering**"). This Offering is offered only in the provinces of British Columbia and Alberta and in such other jurisdictions where the Offered Shares may be sold without requirement for registration or filing of a prospectus (the "**Offering Jurisdictions**"). The purpose of the Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction, as hereinafter defined, must also receive Majority of the Minority Approval, as hereinafter defined, in accordance with Policy 2.4 of the Exchange (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

	Offered Shares	Price to Public	Agent's Commission⁽²⁾	Net Proceeds to the Corporation⁽³⁾
Per Offered Share	1	\$0.10	\$0.01	\$0.09
Total Offering ⁽¹⁾	2,500,000	\$250,000	\$25,000	\$225,000

(1) Pursuant to the Agency Agreement (as hereinafter defined), a total of 2,500,000 Offered Shares are offered hereunder, not including the common shares issuable on the exercise of the Agent's Option (as hereinafter defined) or the Stock Options (as hereinafter defined) to be granted to the directors and officers of the Corporation to

purchase an aggregate of 470,000 common shares at a price of \$0.10 per common share, which Stock Options are also qualified for distribution under this prospectus. See "*Option to Purchase Securities - Stock Options*".

- (2) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent has agreed to act for the Corporation on a commercially reasonable efforts basis in connection with the Offering, and will receive a commission of \$25,000. In addition, the Agent has been paid a corporate finance fee of \$10,000 (plus G.S.T.) (the "Corporate Finance Fee"), will be reimbursed by the Corporation for its reasonable expenses and legal fees plus disbursements and will be granted the Agent's Option referred to below. See "*Plan of Distribution - Agency Agreement and Agent's Compensation*".
- (3) Before deducting the costs of this issue estimated at \$99,000, which includes, audit fees and other expenses of the Corporation, including amounts spent to the date of this Offering, the Corporate Finance Fee, legal fees, disbursements and the listing fee payable to the Exchange, of which \$10,000 in respect of the Agent's expenses, including the Agent's legal fees and disbursements and \$10,000 (plus G.S.T.) in respect of the Corporate Finance Fee, have been paid for at the date hereof. See "*Use of Proceeds*".

This Offering is made on a "commercially reasonable efforts" basis by the Agent and is subject to an aggregate minimum subscription of 2,500,000 Offered Shares for gross proceeds to the Corporation of \$250,000. The offering price of the Offered Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Offered Shares will be held by the Agent pursuant to the terms of the Agency Agreement between the Corporation and the Agent. If the Offering is not completed within 90 days of the issuance of a Final Receipt (as hereinafter defined) or such other time as may be consented to by the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will receive options (the "**Agent's Option**") to purchase up to 250,000 common shares at a price of \$0.10 per common share, exercisable for a period of 24 months from the date of listing of the Corporation's common shares on the Exchange. The Agent's Option is qualified for distribution under this prospectus. See "*Plan of Distribution - Agency Agreement and Agent's Compensation*".

An investment advisor of the Agent, Gordon Lam, is the brother of Kenneth Lam, a director of the Corporation.

In addition, the Corporation will grant stock options to the directors and officers to purchase, in aggregate, 470,000 common shares at a price of \$0.10 per common share, exercisable for a period of ten (10) years from the date of grant (the "**Stock Options**"), which options are qualified under this prospectus. See "*Plan of Distribution*", "*Description of Share Capital*" and "*Options to Purchase Securities*".

Other than the initial distribution of the Offered Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Stock 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 the preliminary prospectus is issued by the securities commission that is designated the principal regulator and the time the common shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority grants a discretionary order.

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 Offered 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*".

There is no market through which the Offered Shares offered by this prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per common share of approximately \$0.023 or 23%. The Corporation was only recently incorporated and does not currently own any assets other

than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction which receives Exchange approval and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders. There can be no assurance that the Corporation will successfully complete a Qualifying Transaction. The Corporation has not commenced the process of identifying potential acquisitions. 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. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such 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 Person or the Corporation, judgements 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 common 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 corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. 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. The Executive Director of a securities commission may issue an interim cease trade order against the Corporation's securities if the common shares of the Corporation are suspended from trading on the Exchange and will issue an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting of the common shares will result in the cancellation of all or a portion of the common shares of the Corporation owned by Insiders, as hereinafter defined, issued prior to this Offering. Investors must rely solely on the expertise of the Corporation's Promoters, as hereinafter defined, directors and officers for any possible return on their investment. The Corporation's Promoters, directors, officers and Control Persons, as hereinafter defined, and their Associates, as hereafter defined, and Affiliates, as hereafter defined, as a group, beneficially own or control, directly or indirectly, 2,200,000 common shares, which represent 100% of the issued and outstanding common shares before giving effect to this Offering and will own approximately 47% of the issued and outstanding common shares after giving effect to this Offering. The directors and officers of the Corporation will only devote part of their time 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. See "*Capitalization*", "*Business of the Corporation*", "*Directors, Officers and Promoter*", "*Use of Proceeds*", "*Directors, Officers and Promoters - Conflicts of Interest*" and "*Risk Factors*".

This Offering is subject to the CPC Policy and the securities laws of the Offering Jurisdictions.

PI Financial Corp., as agent, conditionally offers these Offered Shares, on a "commercially reasonable efforts" 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 Stikeman Elliott LLP, Barristers & Solicitors, Vancouver, British Columbia, on behalf of the Corporation and by Miller Thomson LLP, Vancouver, British Columbia, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Offered Shares is permitted to directly or indirectly purchase more than 2% of the total Offered Shares offered under this prospectus, or 50,000 Offered Shares (\$5,000). In addition, the maximum number of Offered Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Offered Shares offered under this prospectus, or 100,000 Offered Shares (\$10,000). Subscriptions will be received 0subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Offered Shares in definitive form will be available for delivery at the Closing (as hereinafter defined).

**PI Financial Corp.
1900-666 Burrard Street
Vancouver, BC
V6C 3N1**

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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 between the Corporation and the Agent, dated ●, 2010.

"Agent" means PI Financial Corp.

"Agent's Option" means the option issued to the Agent to purchase up to 250,000 common shares of the Corporation at a price of \$0.10 per common share, as more fully described under "*Plan of Distribution*".

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

- (a) Subject to subparagraphs (b), (c) and (d) **"Aggregate 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 **"Aggregate Pro Group"** for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;

- (c) The Exchange may, in its discretion, exclude a Person from the "**Aggregate Pro Group**" for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length to the Member;
- (d) The Member may deem a Person who would otherwise be included in the "**Aggregate Pro Group**" pursuant to subparagraph (a) to be excluded from the "**Aggregate Pro Group**" where the Member determines that:
 - (i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

"**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 applicable Exchange rules with respect to that Member firm, Member corporation or holding company.

"Closing" means the completion of the Offering.

"Closing Date" means the date the Offering is completed.

"common shares" means the common shares without par value in the share capital of the Corporation.

"company" unless specifically indicated otherwise, means a corporation, unincorporated 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.

"Corporate Finance Fee" means the \$10,000 (plus G.S.T.) which has been paid to the Agent.

"Corporation" means Crimson Falcon Capital Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia), having its registered office in the City of Vancouver, in the Province of British Columbia.

"CPC" means a corporation:

- (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and
- (b) in regard to which the Final Exchange Bulletin has not yet been issued.

"CPC Policy" means Policy 2.4 of the Exchange.

"Escrow Agent" means Valiant Trust Company, a trust company having an office in Vancouver, British Columbia and the corporation's registrar and transfer agent.

"Exchange" means the TSX Venture Exchange Inc.

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

"Final Receipt" means the receipt issued for this prospectus by the British Columbia Securities Commission pursuant to National Policy 11-102 – *Process for Prospectus Reviews in Multiple Jurisdictions*.

"Incentive Stock Option Plan" means the Corporation's proposed stock option plan pursuant to which the Corporation may issue options to its directors, officers, employees and consultants exercisable for up to 10% of the Corporation's issued and outstanding common shares from time to time.

"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.

"Listing Date" means the date of listing of the common shares on the Exchange.

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

- (a) Non Arm's Length Parties to the CPC;
- (b) Non Arm's Length Parties to the Qualifying Transaction; and
- (c) in the case of a Related Party Transaction:
 - (i) if the CPC holds its own shares, the CPC, and
 - (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction;

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

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

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

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

"NEX" means a market on which former Exchange issuers that do not meet Exchange tier maintenance requirements for Tier 2 issuers may continue to trade.

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

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

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

"Offered Shares" means the 2,500,000 common shares in the capital of the Corporation to be offered by the Corporation through the Agent for aggregate gross proceeds of \$250,000.

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

"Offering Jurisdictions" means the provinces of British Columbia and Alberta and such other jurisdictions where the Offered Shares may be sold without requirement for registration or filing of a prospectus.

"Optionee" or **"Optionees"** means the recipient of a stock option under the Incentive Stock Option Plan.

"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 Final Exchange Bulletin;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder – a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions;
- (d) a 10% holder – a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and

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

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

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

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

"Pro Group" has the meaning specified in *Exchange Policy 1.1 – Interpretation*.

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

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

"Related Party Transaction" has the meaning ascribed to that term under Appendix 5B of the Exchange - Ontario Securities Commission Rule 61-501, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

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

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

"Seed Share Escrow Agreement" means the escrow agreement dated March 31, 2010 between the Corporation, the Escrow Agent and certain shareholders of the Corporation.

"Seed Shares" means the 2,200,000 common shares issued by the Corporation prior to the closing of this Offering at a price of \$0.05 per common share.

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

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

"Stock Options" means the 470,000 options to purchase common shares of the Corporation exercisable at a price of \$0.10 per common share that will be granted to its directors and officers, as described in *"Options to Purchase Securities"*.

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

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

PROSPECTUS SUMMARY

The following is a summary of the principal features of 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 minimum amount of cash. An acquisition financed by the issuance of treasury shares could result in a change of control of the Corporation and may cause the shareholders' interest in the Corporation to be reduced. See "*Business of the Corporation*".
- Offering:** A total of 2,500,000 Offered Shares are being offered and qualified under this prospectus at a price of \$0.10 per common share for gross proceeds of \$250,000. In addition, the Corporation will issue to the Agent the Agent's Option to purchase that number of common shares equal to 10% of the aggregate number of Offered Shares sold pursuant to this Offering, being 250,000 common shares, at a price of \$0.10 per common share and which may be exercised for a period of 24 months from the Listing Date. The Agent's Option is qualified for distribution under this prospectus. See "*Plan of Distribution*".
- The Corporation will also grant Stock Options to purchase an aggregate of 470,000 common shares to the current directors and officers of the Corporation, all of which Stock Options are qualified for distribution under this prospectus. Such options will be exercisable at \$0.10 per common share for a period of ten years from the Closing Date. See "*Options to Purchase Securities - Stock Options*" and "*Plan of Distribution*".
- Use of Proceeds:** The total net proceeds to the Corporation, including total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses, will be approximately \$261,000. The Corporation estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of up to \$40,000, which will reduce the total net funds available for pursuing a Qualifying Transaction to approximately \$221,000. The net funds available will 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 \$210,000 or up to 30% of the gross proceeds realized may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*".

Directors and Management: The directors and officers of the Corporation and the positions held by each of them are as follows:

Gee Ming Chiang	CEO, Director
Trevor Sinclair	CFO and Director
Harvey Lawson	Corporate Secretary and Director
Kenneth Lam	Director
Guang Wei Shi	Director
Gunther Roehlig	Director

See "*Directors, Officers and Promoter*" and "*Promoters*".

Escrow: All of the 2,200,000 Seed Shares issued by the Corporation prior to the closing of this Offering will be deposited in escrow pursuant to the terms of the Seed Share Escrow Agreement, and will be released in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "*Escrowed Securities*".

Dividend Policy: It is not contemplated that any dividends will be paid on the common shares in the immediate or foreseeable future. See "*Description of Share Capital - Dividend Record and Policy*".

Risk Factors: Investment in the Offered Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will devote only 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 (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) per Offered Share of \$0.023 or 23%. 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 Offered Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or

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

THE CORPORATION

The Corporation was incorporated on September 1, 2009 pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Crimson Falcon Capital Corp."

The registered and records office of the Corporation is located at Suite 1700, Park Place, 666 Burrard Street, Vancouver, British Columbia V6C 2X8. The head office of the Corporation is located at Suite 300, 6300 River Road, Richmond, British Columbia V6X 1X5.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has raised \$110,001 through the sale of 2,200,000 common shares. (See "*Prior Sales*" and "*Capitalization*"). As at the date hereof, the Corporation has paid \$10,000 (plus G.S.T.) to the Agent payment of the Corporate Finance Fee and a retainer of \$10,000 to be applied towards the expenses of the Agent. In addition, the Corporation will pay \$15,000 (plus G.S.T.) to the Exchange, as part of the Corporation's listing fee. Certain of the Offering proceeds may be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditors, legal counsel and the Agent's counsel. See "*Use of Proceeds*". As of the date of this prospectus, the Corporation has incurred expenses with respect to this Offering totalling \$20,500. The Corporation anticipates incurring additional aggregate expenses of \$78,500 in connection with the Offering and following the Offering relating to the costs of completing its listing and administration of the Corporation, including the Agent's commission of \$25,000, office rental costs, audit and accounting fees and retainers and Exchange filing fees. See "*Use of Proceeds*".

Potential Qualifying Transaction

The Corporation has not, as of the date hereof, entered into negotiations respecting a potential Qualifying Transaction.

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.

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

potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

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

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

- (a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or
- (b) mail the information circular and related proxy material to its shareholders and file same on SEDAR in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

Unless waived by the Exchange, the Corporation will also be required to retain a Sponsor, who must be a Member of the Exchange, and who will be required to submit to the Exchange a sponsor report

prepared in accordance with the policies of the Exchange. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

- (a) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

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

Minimum Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

The Exchange may suspend from trading or delist the common shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the Corporation within 24 months of the date of listing. In the event that the common shares of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata

distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non Arm's Length Parties to the Corporation, determine to deal with the remaining assets in some other manner. See "*Business of the Corporation - Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction*".

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

- (a) either: (i) cancel all escrowed common shares purchased by Non Arm's Length Parties to the Corporation at a discount to the Offering 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 the escrowed common 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 Offering price; and
- (b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non Arms Length Parties of the Corporation.

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

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable Minimum Listing Requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
 - (i) a Member firm of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and
 - (iii) Associates of any such person,
 collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or
- (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Offered Shares offered by this prospectus will be \$250,000. The gross proceeds received by the Corporation from the sale of common shares prior to the date of this prospectus were \$110,001. From the aggregate gross proceeds of \$360,001 will be deducted the expenses and costs of the Offering estimated in the aggregate, including legal, accounting, printing, regulatory fees and the Agent's commission, Corporate Finance Fee and expenses, including legal fees, to be approximately \$99,000. The Corporation estimates that \$261,001 will be available to the Corporation on completion of the Offering from the sales of Offered Shares distributed by this prospectus and prior sales of common shares.

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

Item		Total Offering
Gross cash proceeds raised prior to the Offering (Seed Shares) ⁽¹⁾		\$110,001
Gross cash proceeds to be raised pursuant to the Offering ⁽¹⁾		\$250,000
Expenses and costs relating to raising Seed Share proceeds		0 ⁽²⁾
Estimated expenses and costs relating to the Offering ⁽³⁾		\$99,000
Estimated funds available on completion of the Offering ⁽⁴⁾		\$261,001
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾⁽⁵⁾		\$221,001
Estimated general and administrative expenses until completion of a Qualifying Transaction		\$40,000
Total net proceeds		<u>\$261,001</u>

(1) See "Prior Sales".

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

(3) Includes listing fees, the Agent's commission, the Corporate Finance Fee and expenses, including legal fees, the Corporation's legal fees, audit fees and other expenses.

(4) In the event the Agent exercises the Agent's Option and the directors and officers exercise their Stock Options, there will be available to the Corporation a maximum of an additional \$72,000 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$221,000 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 be invested only in securities of, or those guaranteed by, the Government of Canada or any Province or Territory of Canada or the Government of the United States of America, in certificates of deposit or interest bearing accounts of Canadian chartered banks, trust companies or credit unions.

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

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "Use of Proceeds - Restrictions on Use of Proceeds", "Use of Proceeds - Private Placements for Cash", and "Use of Proceeds - Prohibited Payments to Non-Arm's Length Parties", the

gross proceeds realized from the sale of all securities issued by the Corporation will be used by the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

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

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

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived by the Exchange. 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 in "*Use of Proceeds - 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 "*Use of Proceeds - Permitted Use of Funds*".

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

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

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, dated ●, 2010 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 2,500,000 Offered Shares, at a price of \$0.10 per Offered Share for aggregate gross proceeds of \$250,000, subject to the terms and conditions in the Agency Agreement. The Agent will offer the Offered Shares only in the Offering Jurisdictions. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Offered Shares. In addition, the Corporation has paid the Agent a Corporate Finance Fee of \$10,000 (plus G.S.T.) and will pay the Agent's expenses, legal and search fees, estimated at \$10,000, plus disbursements and taxes, of which a retainer of \$10,000 has been paid.

The Corporation has also agreed to grant to the Agent a non-transferable Agent's Option which entitles the Agent to purchase an aggregate of 250,000 common shares at a price of \$0.10 per common share and which may be exercised for a period of 24 months from the Listing Date. The Agent's Option is qualified under this prospectus for distribution. Not more than 50% of the aggregate number of common shares which may be acquired on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Offered 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 sole 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 2,500,000 Offered Shares at a price of \$0.10 per Offered Share for total gross proceeds of \$250,000. Under the CPC Policy, no purchaser of Offered Shares is permitted to directly or indirectly purchase more than 2% of the total Offered Shares in the Offering, or 50,000 Offered Shares (\$5,000). In addition, the maximum number of Offered Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Offered Shares in the Offering, or 100,000 Offered Shares (\$10,000). The funds received from the Offering will be held by the Agent, and will not be released until proceeds of \$250,000 have been deposited. The total subscription must be completed within 90 days of the date of the Final Receipt, or such other time as may be consented to by the Agent or 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.

Determination of Price

The Offering price of the Offered 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 Offered Shares offered under this Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Offered Shares offered under this Offering. Any common shares issued to any member of the Aggregate Pro Group prior to the date of this prospectus will be held in escrow pursuant to the CPC Policy.

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

The Agent has advised the Corporation that to the best of its knowledge and belief, none of the directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for Offered Shares of the Corporation prior to this Offering and any subscriptions for Offered Shares of the Corporation by such persons under this Offering will be in accordance with the CPC Policy and related policies of the Exchange.

Restrictions on Trading

Other than the initial distribution of the Offered Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Stock Options 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 a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator and the time the common shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Other Securities to be Distributed

The Corporation will grant Stock Options to purchase 470,000 common shares to its current directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. The distribution of the Agent's Option is also qualified under this prospectus. See "*Options to Purchase Securities*".

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of common shares without nominal or par value of which, as at the date hereof, 2,200,000 are issued and outstanding as fully paid and non-assessable common shares in the capital of the Corporation and 2,500,000 Offered Shares are reserved for issuance pursuant to the Offering. See "*Plan of Distribution*".

In addition, 250,000 common shares are reserved for issuance pursuant to the Agent's Option and 470,000 common shares are reserved for issuance pursuant to the Stock Options. All common shares to be outstanding after completion of the Offering will be fully paid and non-assessable common shares in the capital of the Corporation. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

The holders of common shares are entitled to vote at all meetings of shareholders of the Corporation, to receive dividends if, as and when declared by the directors and to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Corporation.

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

Dividend Record and Policy

To date, the Corporation has not paid any dividends on its outstanding common shares of the Corporation since the date of its incorporation. 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. All of the common shares of the Corporation are entitled to an equal share in any dividends declared and paid.

CAPITALIZATION

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

Designation of Security	Amount authorized	Amount issued as Seed Shares	Amount outstanding as of the date of the most recent balance sheet contained in the prospectus⁽¹⁾	Amount outstanding as of the date hereof⁽¹⁾	Amount to be outstanding after giving effect to the Offering⁽²⁾⁽³⁾
Common Shares	unlimited	\$110,001 (2,200,000 common shares)	\$110,001 (2,200,000 common shares)	\$110,001 (2,200,000 common shares)	\$360,001 (4,700,000 common shares)

- (1) As at the date of the most recent balance sheet contained herein and as at the date hereof, the Corporation had not commenced commercial operations.
- (2) A total of 470,000 common shares have been reserved for issuance pursuant to the Stock Options to be granted to directors and officers of the Corporation concurrently with the Closing and exercisable at a price per common share of \$0.10 for a period of ten years from the date of grant. In addition, pursuant to the Agency Agreement, the Corporation has agreed to grant to the Agent the Agent's Option on completion of the Offering to purchase up to 250,000 common shares of the Corporation, at a price of \$0.10 per common share, for a period of 24 months from the Listing Date. See "*Plan of Distribution*" and "*Options to Purchase Securities*".
- (3) See "*Use of Proceeds*".

OPTIONS TO PURCHASE SECURITIES

Agent's Option

Pursuant to the Agency Agreement, the Corporation has agreed to grant to the Agent the Agent's Option on completion of the Offering to purchase up to 250,000 common shares of the Corporation, at a price of \$0.10 per share, for a period of 24 months from the Listing Date. See "*Plan of Distribution*".

Stock Options

The Corporation has adopted the Incentive Stock Option Plan and intends to enter into stock option agreements granting the Stock Options in accordance with the policies of the Exchange concurrently with the Closing, according to the following terms:

Name	Common shares underlying Stock Options to be granted	Exercise or Base Price (\$/Security)	% of total Stock Options to be granted (excludes Agent's Options)	Expiry Date
Harvey Lawson	150,000 ⁽¹⁾	\$0.10	32%	10 years from date of grant
Gunther Roehlig	150,000 ⁽¹⁾	\$0.10	32%	10 years from date of grant
Gee Ming Chiang	85,000 ⁽¹⁾	\$0.10	18%	10 years from date of grant
Trevor Sinclair	35,000 ⁽¹⁾	\$0.10	7.4%	10 years from date of grant
Kenneth Lam	25,000 ⁽¹⁾	\$0.10	5.3%	10 years from date of grant
Guang Wei Shi	25,000 ⁽¹⁾	\$0.10	5.3%	10 years from date of grant

(1) These Stock Options were approved on March 31, 2010.

There are no assurances that the Stock Options described above will be exercised in whole or in part.

The Stock Options to purchase, in aggregate, 470,000 common shares at \$0.10 per common share approved on March 31, 2010 to the directors and officers of the Corporation are qualified for distribution pursuant to this prospectus.

The Incentive Stock Option Plan provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants to the Corporation, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the Corporation's issued and outstanding common shares, exercisable for a period of up to ten years from the date of grant, provided that, until the completion of the Qualifying Transaction the number of common shares reserved for issuance shall not exceed 470,000. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding common shares. Options may be exercised the greater of 12 months after the completion of the Qualifying Transaction and 90 days following cessation of the Optionee's position with the Resulting Issuer, provided that if the cessation of office, directorship or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any common shares acquired pursuant to the exercise of options prior to the Completion of

the Qualifying Transaction (including the options in the above table) will be subject to escrow restrictions until the issuance of the Final Exchange Bulletin. See "*Escrowed Securities*".

PRIOR SALES

Since the date of incorporation of the Corporation, 2,200,000 common shares have been issued as follows.

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
September 1, 2009	1 ⁽¹⁾	\$1.00	\$1.00	Cash
March 31, 2010	2,199,999 Seed Shares	\$0.05 ⁽¹⁾	\$110,000	Cash

(1) One share was issued on incorporation for consideration of \$1.00.

All of the 2,200,000 common shares issued and outstanding are subject to escrow. See "*Escrowed Securities*".

ESCROWED SECURITIES

A total of 2,200,000 common shares issued and all common shares that may be acquired from treasury of the Corporation by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all common shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Escrow Agent under the Seed Share Escrow Agreement.

All common shares acquired on exercise of the 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 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 which are held in escrow.

Name and Municipality of Residence of Shareholder	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⁾
Gunther Roehlig, Vancouver, British Columbia	1,000,000	45.45%	21.28%
Harvey Lawson, North Vancouver, British Columbia	600,000	27.27%	12.77%
Gee Ming Chiang, Richmond, British Columbia	300,000	13.64%	6.38%

Name and Municipality of Residence of Shareholder	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⁾
Kenneth Lam, Richmond, British Columbia	100,000	4.55%	2.13%
Trevor Sinclair, Port Moody, British Columbia	100,000	4.55%	2.13%
Guang Wei Shi, Richmond, British Columbia	100,000	4.55%	2.13%
Total	<u>2,200,000</u>	<u>100%</u>	<u>46.82%</u>

(1) Assuming no Offered Shares are purchased by these Persons under the Offering and assuming no exercise of the Agent's Option or the Stock Options.

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 Seed Share Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Seed Share Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any Control Person of the holding company not to transfer shares of that company.

Under the Seed Share Escrow Agreement, 10% of the escrowed Seed 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, upon the Completion of a Qualifying Transaction, the Corporation or 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 Seed 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 Seed 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 Seed Shares will not be released. Under the Seed Share Escrow Agreement, each Non Arm's Length Party to the Corporation who holds escrowed Seed Shares acquired at a price below the offering price under this prospectus has irrevocably authorized and directed the Escrow Agent to immediately:

- (a) cancel all of those escrowed Seed Shares upon the issuance by the Exchange of a bulletin delisting the common shares; 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 the number 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 escrow 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 fewer than 75% of the securities issued pursuant to the Qualifying Transaction are 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, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 Issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a 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 as at the date hereof:

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering ^{(1) (2)}
Gunther Roehlig Richmond, British Columbia	Direct	1,000,000	45.45%	21.28%
Harvey Lawson North Vancouver, British Columbia	Direct	600,000	27.27%	12.77%
Gee Ming Chiang, Richmond, British Columbia	Direct	300,000	13.64%	6.38%
Total		<u>1,900,000</u>	<u>86.36%</u>	<u>40.43%</u>

- (1) Assuming that no Offered Shares are purchased by these Persons under the Offering and assuming no exercise of the Stock Options or the Agent's Option.
- (2) On a fully diluted basis, assuming that no Offered Shares are purchased by these Persons under the Offering, but assuming the exercise of the Agent's Option and the exercise of the Stock Options to be granted to the directors and officers of the Corporation, Gee Ming Chiang would own 7.10%, Gunther Roehlig would own 21.22% and Harvey Lawson would own 13.84% of the issued and outstanding common shares after giving effect to the Offering.

DIRECTORS, OFFICERS AND PROMOTER

The following is a list of the current directors, officers and the Promoter of the Corporation, their municipalities of residence, their current positions with the Corporation and their principal occupations during the past five years:

Gee Ming Chiang - Richmond, British Columbia - Chief Executive Officer, Corporate Secretary, Director and Promoter (Age: 41)

Gee Ming Chiang, the Chief Executive Officer and a director of the Corporation, took the initiative in founding the Corporation and is therefore deemed to be the Promoter of the Corporation. Mr. Chiang is the legal and beneficial owner of 300,000 common shares of the Corporation, amounting to approximately 13.64% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Chiang has also been granted an option to

purchase up to 85,000 common shares upon giving effect to the Offering. See "*Options to Purchase Securities*" and "*Principal Shareholders*".

Since May, 2008, Mr. Chiang has been President, Chief Executive Officer and a director of Cavan Ventures Inc., a Vancouver based TSX Venture-listed junior mining company. Since March, 2008, Mr. Chiang has also been President of Pelican Management Corp., a privately owned management company. He previously worked as an insurance advisor at Multimax Financial, from June of 2002 to March of 2008.

Mr. Chiang holds a B.A. (1993) from the University of British Columbia. Mr. Chiang will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

Trevor Sinclair – Port Moody, British Columbia – Chief Financial Officer and Director (Age: 44)

Trevor Sinclair is the Chief Financial Officer and a director of the Corporation. Mr. Sinclair is also the legal and beneficial owner of 100,000 common shares of the Corporation, amounting to approximately 4.55% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Sinclair has also been granted an option to purchase up to 35,000 common shares upon giving effect to the Offering. See "*Options to Purchase Securities*".

Mr. Sinclair is a Chartered Accountant. Since February 2003, Mr. Sinclair has operated as a sole practitioner under the business name Trevor Sinclair Chartered Accountant. From December 2005 to April 2006, Mr. Sinclair served as Chief Financial Officer for WEX Pharmaceuticals Inc., a publicly listed company on the TSX. Prior thereto, he held a controller position with Uniserve Communications Corporation. Mr. Sinclair has over 10 years of experience in accounting, tax and management.

Mr. Sinclair holds a B.A. (1990) in Business Administration from Trinity Western University. Mr. Sinclair will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

Kenneth Lam – Richmond, British Columbia – Director (Age: 38)

Kenneth Lam is a director of the Corporation and the legal and beneficial owner of 100,000 common shares of the Corporation, amounting to approximately 4.55% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Lam has also been granted an option to purchase up to 25,000 common shares upon giving effect to the Offering. See "*Options to Purchase Securities*" and "*Principal Shareholders*".

Since January 1990, Mr. Lam has been a manager of Lam Brothers Farm Ltd., an agricultural company.

Mr. Lam holds a B.A. (1994) from the University of British Columbia. Mr. Lam will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

Guang Wei Shi – Richmond, British Columbia – Director (Age: 38)

Guang Wei Shi is a director of the Corporation and the legal and beneficial owner of 100,000 common shares of the Corporation, amounting to approximately 4.55% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering.

Mr. Shi has also been granted an option to purchase up to 25,000 common shares upon giving effect to the Offering. See "*Options to Purchase Securities*" and "*Principal Shareholders*".

Since August 2009, Mr. Shi has been a self-employed electrical engineering consultant. From July 2006 to April 2009, Mr. Shi was an electrical designer with Stantec Consulting Ltd. Prior thereto, Mr. Shi was an instructor at Jilin Teacher's College in China.

Mr. Shi holds a degree in electrical engineering (2004) from the British Columbia Institute of Technology and a B.A. (1993) from Jilin Teacher Institute of Engineering and Technology. Mr. Shi will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

Harvey Lawson – North Vancouver, British Columbia – Director (Age: 61)

Harvey Lawson is the Corporate Secretary and a director of the Corporation and the legal and beneficial owner of 600,000 common shares of the Corporation, amounting to approximately 27.27% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Lawson has also been granted an option to purchase up to 150,000 common shares upon giving effect to the Offering. See "*Options to Purchase Securities*" and "*Principal Shareholders*".

Since January 1996, Mr. Lawson has been a self-employed financial planner. Since July 1998, he has been a self-employed consultant. Mr. Lawson has also been a director and/or officer of several public companies and is currently an officer and director of Trade Winds Ventures Inc. and World Organics Inc. and is a director of Resolve Ventures Inc. and Inlet Resources Ltd.

Mr. Lawson holds a BSc. Econ (1970) from the London University and an MBA (1974) from the Manchester Business School. Mr. Lawson will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

Gunther Roehlig – Vancouver, British Columbia – Director (Age: 44)

Gunther Roehlig is a director of the Corporation and the legal and beneficial owner of 1,000,000 common shares of the Corporation, amounting to approximately 45.45% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Roehlig has also been granted an option to purchase up to 150,000 common shares upon giving effect to the Offering. See "*Options to Purchase Securities*" and "*Principal Shareholders*".

Since February 2002, Mr. Roehlig has been the President and a director of Terra Ventures Inc. Mr. Roehlig has also been a self-employed business consultant since March 1997. From February 2003 to December 2006, Mr. Roehlig was in charge of business development for Tivello Energy Inc.

Mr. Roehlig obtained diplomas in the Canadian Securities Course (1995) and commercial apprenticeship (1998). He has also been a licensed stock broker since April 1995. Mr. Roehlig will devote the time necessary to perform the work required in connection with the management of the Corporation and Completion of the Qualifying Transaction.

Other Reporting Issuer Experience of the Directors, Officers and Promoters of the Corporation

Each of the directors currently has employment outside of the Corporation, but has agreed to devote as much of his time to the business and affairs of the Corporation as necessary to complete the Corporation's Qualifying Transaction, and to continue to oversee the operations of the Corporation.

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

Prior to the completion of the Offering, the directors and officers of the Corporation collectively hold 100% of the common shares of the Corporation. Following the completion of the Offering, the directors and officers of the Corporation will collectively hold approximately 47% of the common shares of the Corporation (assuming no exercise of the Agent's Option or any Stock Options).

Positions with Reporting Issuers

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

Name	Name of Reporting Issuer	Exchange	Position	From	To
Gee Ming Chiang	Cavan Ventures Inc.	TSX-V	President & CEO	May, 2008	Present
Trevor Sinclair	WEX Pharmaceuticals Inc.	TSX	CFO	December, 2005	April, 2006
Gunther Roehlig	Terra Ventures Inc.	TSX	President, Director	February, 2002	Present
	Novus Gold Corp.	TSX-V	Director	July, 2008	Present
	Novus Gold Corp.	TSX-V	President	July, 2008	February, 2009
	Encanto Potash Corp.	NEX	Director	May, 2008	December, 2008
	Mira Resources Corp.	NEX	President, Director	March, 2008	May, 2008
	Reva Resources Corp.	NEX	Director	December, 2007	January, 2008
Harvey Lawson	Trade Winds Ventures Inc.	TSX-V	Officer, Director	January, 2001	Present
	World Organics Inc.	NEX	Officer, Director	April, 2005	Present
	Resolve Ventures Inc.	TSX-V	Director	June, 2003	Present
	Inlet Resources Ltd.	TSX-V	Director	March, 2006	Present
	Litewave Corp.	OTC	Officer, Director	January, 2000	May, 2009
	Great Western Diamonds Inc.	TSX-V	Officer, Director	October, 2005	September, 2008
	Loubac Top Environmental Inc.	NEX	Director	July, 2008	September, 2008
	Otterburn Ventures Inc.	CNQ	Officer, Director	November, 2006	April, 2008
	Great Western Minerals Group	TSX-V	Officer, Director	March, 2002	June, 2007
	Terra Ventures Inc.	NEX	Officer, Director	August,	May, 2007

Name	Name of Reporting Issuer	Exchange	Position	From	To
				2005	
	Sunorca Development Corp.	CNQ	Officer, Director	December, 2001	February, 2006
	Alinghi Minerals Inc. (formerly Lorex Minerals Inc.)	NEX	Officer, Director	June, 2001	November, 2005
	Dimensions West Energy Inc.	TSX-V	Director	January, 2001	November, 2005

Committees

The Corporation has three committees. The Audit Committee, the Compensation Committee and the Corporate Governance Committee, each of which consists of the same three directors: Gee Ming Chiang, Kenneth Lam and Guang Wei Shi.

Corporate Cease Trade Orders or Bankruptcies

Mr. Lawson was a director of Dimensions West Energy Inc. ("**Dimensions**") when cease trade orders were issued by the British Columbia Securities Commission (the "**BCSC**") and Alberta Securities Commission on May 29, 2001 and October 12, 2001 respectively. The cease trade orders were issued for failure to file annual financial statements and have not been revoked. Trading in the common shares of Dimensions was suspended on October 15, 2001 and Dimensions was delisted by the Exchange on June 5, 2002.

Mr. Lawson was a director of Lorex Minerals Inc. ("**Lorex**") when a cease trade order was issued by the BCSC on September 9, 2002. The cease trade order was issued for failure to file annual and interim financial statements. Trading in the common shares of Lorex was suspended by the Exchange at that time. The Exchange reinstated the common shares of Lorex for trading on October 17, 2002 upon revocation of the cease trade order by the BCSC.

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

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, Insiders and Promoters of the Corporation will be subject in connection with the operations of the Corporation. All of the directors, officers, Insiders and Promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where some or 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 *Business Corporations Act* (British Columbia).

Executive Compensation

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

- (a) remuneration, which includes but is not limited to:
 - (i) salaries;
 - (ii) consulting fees;
 - (iii) management contract fees or directors' fees;
 - (iv) finder's fees;
 - (v) loans, advances, bonuses; and
- (b) deposits and similar payments.

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 such reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation will also be granted Stock Options as more particularly described in "*Options to Purchase Securities*".

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

Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

PROMOTERS

Gee Ming Chiang is considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. See "*Prior Sales*", "*Directors, Officers and Promoters*", "*Principal Shareholders*" and "*Options to Purchase Securities - Stock Options*".

DILUTION

Purchasers of Offered Shares under this prospectus will suffer an immediate dilution of approximately \$0.023 or 23% per Offered Share on the basis that there will be 4,700,000 common shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred or to be incurred in connection with the Offering by the Corporation, and is set forth below:

Item		Total Offering
Gross proceeds of prior share issues		\$110,001
Gross proceeds of this Offering		\$250,000
Total gross proceeds after this Offering		\$360,001
Offering price per share		\$0.10
Proceeds per share after this Offering		\$0.077
Dilution per share to subscriber		\$0.023
Percentage of dilution in relation to offering price		23%

RISK FACTORS

A purchase of Offered Shares of the Corporation and the purchaser's investment will be highly speculative due to the substantial risk of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation, which list is not exhaustive:

- (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. See "*Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction*";
- (b) the directors and officers of the Corporation will devote only a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "*Directors, Officer and Promoter - Conflicts of Interests*";
- (c) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 23% or \$0.023 per Offered Share, calculated as set forth under "*Dilution*" above;
- (d) the Corporation is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the

Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found;

- (e) investment in the Offered Shares is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (f) 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 Offered Shares;
- (g) 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. See *"Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction"*;
- (h) 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;
- (i) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (j) 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. See *"Business of the Corporation - Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction"*;
- (k) 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;
- (l) 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. See *"Business of the Corporation - Trading, Halts, Suspensions and Delisting"*;
- (m) 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. See *"Business of the Corporation - Trading, Halts, Suspensions and Delisting"*;
- (n) 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. See *"Business of the Corporation - Trading, Halts, Suspensions and Delisting"*;
- (o) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

- (p) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (q) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation. See "*Business of the Corporation - Method of Financing*"; and
- (r) 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. See "*Use of Proceeds - Permitted Use of Funds*".

As a result of these factors, this Offering is suitable only for 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 Offered Shares.

LEGAL PROCEEDINGS

The Corporation is not currently a party to any actual or pending legal proceedings, nor is the Corporation currently contemplating any legal proceedings, which are material to its business or of which any of its assets are likely to be subject. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

Neither the Corporation nor any of its directors or officers is a "related" or "connected issuer" as such terms are defined in National Instrument 33-105, "*Underwriting Conflicts*" of the Agent. An investment advisor with the Agent, Gordon Lam, is the brother of Kenneth Lam, a director of the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

There is no beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an Associate or Affiliate of the Corporation, held by a professional person as referred to in the CPC Policy, a responsible solicitor or any partner of a responsible solicitor's firm nor is any such person currently or 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

Auditor

The auditor of the Corporation is Davidson & Company LLP, Suite 1200, 609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

Transfer Agent and Registrar

The registrar and transfer agent of the common shares of the Corporation is Valiant Trust Company, 600-750 Cambie Street, Vancouver, British Columbia V6B 0A2.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of directors, officers and any shareholder who beneficially owns, directly or indirectly, more than 10% of the outstanding common shares or any known Associates or Affiliates of such Persons, in any transaction since incorporation of the Corporation, or in any proposed transaction which has materially affected or would materially affect the Corporation.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the common shares hereunder, other than the following:

- (a) Registrar and Transfer Agent Agreement dated as of October 16, 2009 between the Corporation and the Agent. See "*Auditor, Transfer Agent and Registrar*".
- (b) Agency Agreement dated as of ●, 2010 between the Corporation and the Agent. See "*Plan of Distribution*".
- (c) Seed Share Escrow Agreement dated as of March 31, 2010 between the Corporation, the Escrow Agent and those shareholders that executed such agreement. See "*Escrowed Securities*".
- (d) Incentive Stock Option Plan approved on October 16, 2009. See "*Options to Purchase Securities*".

Copies of these agreements will be available for inspection at the offices of Stikeman Elliott LLP, solicitors of the Corporation, located at Suite 1700, 666 Burrard Street, Vancouver, British Columbia V6C 2X8 during ordinary business hours while the Offered Shares offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Stikeman Elliott LLP, counsel to the Company, based on the provisions of the *Income Tax Act* (Canada) (the "ITA"), the regulations thereunder in force as of the date hereof and the proposals to amend the ITA and the regulations thereunder publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof, provided that the Offered Shares are listed on a designated stock exchange (which includes the Exchange) at the relevant time, the Offered Shares, if issued on the date hereof, would be "qualified investments" under the ITA and the regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered disability savings plans, registered education savings plans and tax-free savings accounts ("TFSA"), subject to the specific provisions of any particular plan. Notwithstanding that the Offered Shares may be qualified investment for a trust governed by a TFSA, the holder of a TFSA will be subject to a penalty tax on the Offered Shares held in the TFSA if such Offered Shares are a "prohibited investment" for the purposes of section 207.01 of the ITA. The Offered 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 ITA or the holder of the TFSA has a "significant interest" (as defined in the ITA) 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 ITA. Such holders are urged to consult their own tax advisors.

FINANCIAL STATEMENTS

Financial Statements of the Corporation, audited as of March 31, 2010, are attached.

CRIMSON FALCON CAPITAL CORP.

FINANCIAL STATEMENTS

MARCH 31, 2010

CRIMSON FALCON CAPITAL CORP.

FINANCIAL STATEMENTS

MARCH 31, 2010

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AUDITORS' REPORT

To the Directors of
Crimson Falcon Capital Corp.

We have audited the balance sheet of Crimson Falcon Capital Corp. as at March 31, 2010 and the statements of operations and deficit and cash flows for the period from incorporation on September 1, 2009 to March 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2010 and the results of its operations and its cash flows for the period from incorporation on September 1, 2009 to March 31, 2010 in accordance with Canadian generally accepted accounting principles.

Vancouver, Canada

Chartered Accountants

April 27, 2010
(except as to Note 9 which
is as of _____)

CRIMSON FALCON CAPITAL CORP.
BALANCE SHEET
AS AT MARCH 31, 2010

ASSETS

Current

Cash	\$	77,549
Receivables		2,536

80,085

Deferred financing costs (Note 9)

68,997

\$ 149,082

LIABILITIES AND SHAREHOLDERS' EQUITY

Current

Accounts payable and accrued liabilities	\$	18,409
Due to related parties (Note 7)		53,142

71,551

Shareholders' equity

Capital stock (Note 4)	110,001
Subscription receivable (Note 4)	(10,000)
Deficit	(22,470)

77,531

\$ 149,082

Continuance of operations (Note 2)

Subsequent events (Note 9)

On behalf of the Board:

"Ming Chiang"
Ming Chiang, CEO & Director

"Trevor Sinclair"
Trevor Sinclair, CFO & Director

The accompanying notes are an integral part of these financial statements.

CRIMSON FALCON CAPITAL CORP.
STATEMENT OF OPERATIONS AND DEFICIT
FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2009 TO MARCH 31, 2010

EXPENSES	
Accounting and audit	\$ 12,364
General office expenses	<u>10,106</u>
Loss for the period	(22,470)
Deficit, beginning of period	<u>-</u>
Deficit, end of period	<u>\$ (22,470)</u>
 Basic and diluted loss per common share	
	<u>\$ -</u>
 Weighted average number of common shares outstanding	
	<u>-</u>

The accompanying notes are an integral part of these financial statements.

CRIMSON FALCON CAPITAL CORP.
STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2009 TO MARCH 31, 2010

CASH FLOWS FROM OPERATING ACTIVITIES

Loss for the period	\$ (22,470)
Changes in non-cash working capital items:	
Increase in receivables	(2,536)
Increase in accounts payable and accrued liabilities	8,409
Increase in due to related parties	<u>3,142</u>
Net cash used in operating activities	<u>(13,455)</u>

CASH FLOWS FROM FINANCING ACTIVITIES

Issuance of shares for cash	100,001
Due to related parties	50,000
Deferred financing costs	<u>(58,997)</u>
Net cash provided by financing activities	<u>91,004</u>

Change in cash for the period 77,549

Cash, beginning of period -

Cash, end of period \$ 77,549

Cash paid during the period for interest \$ -

Cash paid during the period for income taxes \$ -

There was \$10,000 of deferred financing costs included in accounts payable and accrued liabilities as of March 31, 2010

The accompanying notes are an integral part of these financial statements.

1. INCORPORATION

The Company was incorporated under the Business Corporations Act (British Columbia) on September 1, 2009 and is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition of or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

2. CONTINUANCE OF OPERATIONS

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

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

3. SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

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

Future income taxes

Future income taxes are recorded using the asset and liability method whereby future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Loss per share

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

Basic loss per share is calculated using the weighted-average number of shares outstanding during the period.

The 2,200,000 common shares outstanding as of March 31, 2010 are contingently cancelable and have been excluded from the weighted average number of shares outstanding.

Deferred financing costs

Deferred financing costs consist of costs relating to an initial public offering of common shares. These costs will be recorded as a reduction of share capital at the time the initial public offering closes.

Financial instruments

All financial instruments are classified into one of five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments and derivatives are measured in the balance sheet at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification. Held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net income. Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired.

The Company has classified its cash as held-for-trading and receivables as loans and receivables. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities, which are measured at amortized cost.

CICA Handbook Section 3862, Financial Instruments – requires disclosure about the inputs used in making fair value measurements, including their classification within a hierarchy that prioritizes their significance. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;
and

Level 3 – Inputs that are not based on observable market data.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

New accounting pronouncements

Business Combinations, Non-controlling Interest and Consolidated Financial Statements

In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements" and 1602 "Non-controlling Interests" 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 1582 is applicable for the Company's business combinations with acquisition dates on or after April 1, 2011. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. Section 1601 is applicable for the Company's interim and annual consolidated financial statements for its fiscal year beginning April 1, 2011. Early adoption of these Sections is permitted and all three Sections must be adopted concurrently.

International financial reporting standards ("IFRS")

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

4. CAPITAL STOCK

	Number of Shares	Amount
Authorized		
Unlimited common shares, without par value		
Common shares issued		
Shares issued for cash	2,200,000	\$ 110,001
As at March 31, 2010	2,200,000	\$ 110,001

The Company issued 2,199,999 seed common shares at a price of \$0.05 per share and 1 seed common share at a price of \$1.00 for total proceeds of \$110,001, of which \$10,000 was received subsequently in April 2010. The 2,200,000 common shares will be held in escrow and released pro-rata to the shareholders as to 10% of the escrow shares upon issuance of a Final Exchange Bulletin by the TSX-V and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities. If a Final Exchange Bulletin is not issued the shares will not be released from escrow and if the Company is delisted, the shares will be cancelled.

4. CAPITAL STOCK (cont'd...)

Stock option plan

The Company adopted a stock option plan (the "Stock Option Plan") under which it can grant options to directors, officers, employees, and consultants for up to 10% of the issued and outstanding common shares. Under the plan, the exercise price of an option may not be less than the closing market price during the trading day immediately preceding the date of the grant of the option, less any applicable discount allowed by the TSX-V. The options can be granted for a maximum term of 10 years and vest at the discretion of the board of directors.

Any common shares acquired pursuant to the exercise of options prior to the completion of the qualifying transaction must be deposited in escrow and will be subject to escrow until the final exchange bulletin is issued.

As at and during the period ended March 31, 2010, no options were granted or outstanding.

5. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at March 31, 2010, the Company's Shareholders' equity was \$77,531 and it had current liabilities of \$71,551. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The capital for expansion was mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the process of identifying and completing a Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

6. FINANCIAL INSTRUMENTS AND RISK

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and due to related parties. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

Financial instruments measured at fair value on the balance sheet are summarized in levels of fair value hierarchy as follows:

Assets	Level 1	Level 2	Level 3	Total
Cash	\$ 77,549	\$ -	\$ -	\$ 77,549

6. FINANCIAL INSTRUMENTS AND RISK (cont'd...)

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2010, the Company had a cash balance of \$77,549 to settle current liabilities of \$71,551. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. As of March 31, 2010, the Company has no interest bearing term deposits.

(b) Foreign currency risk

The Company does not have assets or liabilities in a foreign currency.

(c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

CRIMSON FALCON CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
MARCH 31, 2010

7. RELATED PARTY TRANSACTIONS

Due to related parties include \$50,000 of share subscription overpayment to be returned to a director and \$3,142 of expenses to be reimbursed to a director and officer of the Company. Amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

During the period ended March 31, 2010, the Company paid and/or accrued to a director and officer of the Company \$3,000 as home office rent expenses.

The amounts charged to the Company for the transactions provided have been determined by negotiations amongst the parties and, in certain cases, are covered by signed agreements. These transactions were in the normal course of operations and were measured at the same value as if the transactions had occurred with non-related parties.

8. INCOME TAXES

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

Loss for the period	\$ (22,470)
Expected income tax-recovery	\$ (6,657)
Unrecognized benefit of non-capital losses	6,657
Total income tax recovery	\$ -

The significant components of the Company's future income tax assets are as follows:

Future income tax assets:	
Non-capital loss carry forwards	\$ 5,500
Financing costs	17,250
Valuation allowance	(22,750)
Net future income tax assets	\$ -

The Company has available for deduction against future taxable income non-capital losses of approximately \$22,000. These losses, if not utilized, will expire in 2030. Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

9. SUBSEQUENT EVENTS

- (i) The Company intends to file a prospectus with the securities regulatory authorities in British Columbia and Alberta and with the TSX-V, offering 2,500,000 common shares at \$0.10 per share as an initial public offering ("IPO"). Pursuant to an engagement letter between the Company and PI Financial Corp. (the "Agent"), the Agent will receive a cash commission equal to 10% of the gross proceeds, be paid a corporate finance fee of \$10,000 plus taxes, and be reimbursed for its reasonable expenses and legal fees plus disbursements and taxes, estimated at \$10,000, and be issued Agent's options to acquire up to 250,000 common shares at \$0.10 per share exercisable for a period of 24 months from the date the common shares of the Company are listed on the TSX-V. The transaction is subject to regulatory approval.

As of March 31, 2010, the Company has paid \$20,000 to the Agent and incurred legal expenses of \$48,997 towards the IPO which are recorded as deferred financing costs. The amount will be reclassified to share issuance costs upon the completion of the IPO.

- (ii) The Company intends to grant 470,000 stock options to directors and officers upon the completion of the IPO. Each option is exercisable into one common share of the Company at a price of \$0.10 per share for a period of 10 years from the date of grant.

AUDITORS' CONSENT

We have read the prospectus of Crimson Falcon Capital Corp. (the "Company") dated _____ relating to the issue and sale of 2,500,000 common shares of the Company at a price of \$0.10 per common share of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above mentioned prospectus of our report to the directors of the Company on the balance sheet of the Company as at March 31, 2010 and the statements of operations and deficit and cash flows for the period from incorporation on September 1, 2009 to March 31, 2010. Our report is dated April 27, 2010 (except as to Note 9 which is as of _____).

Vancouver, Canada

Chartered Accountants

DATE

DATE: May 17, 2010

CERTIFICATE OF THE CORPORATION

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

"Gee Ming Chiang"

Gee Ming Chiang
Chief Executive Officer

"Trevor Sinclair"

Trevor Sinclair
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Kenneth Lam"

Kenneth Lam
Director

"Guang Wei Shi"

Guang Wei Shi
Director

CERTIFICATE OF THE PROMOTER

DATE: May 17, 2010

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

"Gee Ming Chiang"

Gee Ming Chiang

Promoter

DATE: May 17, 2010

CERTIFICATE OF THE AGENT

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

PI FINANCIAL CORP.

Per: "Bert Quattrociocchi"

Bert Quattrociocchi
Executive Vice President

ACKNOWLEDGEMENT - PERSONAL INFORMATION

"Personal Information" means any information about an identifiable individual, and includes the information contained in any Items in the attached prospectus that are analogous to Items 4.2, 6.7, 11.1, 13.1, 14, 15 and 21 of Form 3A of the Exchange, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

- (a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to the prospectus; and
- (b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described on Appendix 6B or as otherwise identified by the Exchange, from time to time.

Dated at Vancouver, British Columbia this 17 day of May, 2010.

CRIMSON FALCON CAPITAL CORP.

Per:

"Gee Ming Chiang"

Gee Ming Chiang

Chief Executive Officer and Director