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

PROSPECTUS

Initial Public Offering January 20, 2010

GOGOLD RESOURCES INC.
(a capital pool company)

$500,000
(5,000,000 Common Shares)

Price: $0.10 per Common Share

The purpose of this offering (the "Offering") is to provide GOGOLD RESOURCES INC. (the "Corporation") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. The Corporation hereby offers 5,000,000 common shares ("Common Shares") to the public at a price of $0.10 per share. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "Exchange") and, in the case of a Non-Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 *Capital Pool Companies* (the "CPC Policy"). The Corporation is a Capital Pool Company ("CPC"), as hereinafter defined. 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 (as defined below), 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".

The Offering is made on a commercially reasonable best efforts basis by Blackmont Capital Inc. (the "Agent") in the provinces of Nova Scotia, Ontario and British Columbia (collectively, the "Jurisdictions") and is subject to a subscription of 5,000,000 Common Shares for total gross proceeds to the Corporation of $500,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement, as hereinafter defined. If the subscription for 5,000,000 Common Shares for gross proceeds of $500,000 is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be authorized by the applicable securities regulatory authorities in the Jurisdictions (collectively the "Commissions") and 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. See "Plan of Distribution".

	Common Shares	**Price to Public**	**Agent's Commission(1)**	**Net Proceeds to the Corporation(2)**
Per Common Share	1	$0.10	$0.008	$0.092
Total Offering(3)	5,000,000	$500,000	$40,000	$460,000

(1) A cash commission equal to 8% of the gross proceeds will be paid to the Agent. The Agent has been paid an expense retainer of $5,000 and will be reimbursed by the Corporation for its expenses including legal fees. Additionally, a due diligence administration fee of $15,750 (inclusive of GST) has been paid to the Agent. The Agent will also be granted the Agent's Option referred to below. The Agent's Option is exercisable for a period of 24 months from the date of listing the Common shares on the Exchange. See "Plan of Distribution - Name of Agent and Agent's Compensation".

(2) Before deducting the costs and expenses of the Offering estimated at $98,300 (inclusive of the listing fee to the Exchange, but excluding the Agent's fees and expenses). See "Use of Proceeds".

(3) A total of 5,000,000 Common Shares are qualified for distribution hereunder. In addition, this prospectus qualifies for distribution: (i) the Agent's Option as defined herein; (ii) the distribution of the Common Shares issuable upon the exercise of the Agent's Option; (iii) the grant of options to the directors, officers and technical consultants of the Corporation, exercisable for a period of 5 years from the date of grant, including any options issued to Eligible Charitable Organizations, exercisable until the earlier of the date that is not more than 10 years from the closing of this Offering and the 90th day from the date that the Charity ceases to be an Eligible Charitable Organization, to purchase up to a total of 1,500,000 Common Shares at a price of $0.10 per Common Share, where the number of options issued to any Eligible Charitable Organizations shall not exceed 50,000 Common Shares; and the distribution of the Common Shares issuable upon the exercise of such director, officer, technical consultant and Eligible Charitable Organization options. See "Plan of Distribution" and "Options to Purchase Securities".

Pursuant to the Agency Agreement, the Agent will be granted a non-transferable option (the "Agent's Option") to purchase up to the number of Common Shares equal to 8% of the total number of Common Shares sold in connection with this Offering, at a price of $0.10 per Common Share and exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange. The grant of the Agent's Option is qualified under this prospectus. See "Plan of Distribution - Name of Agent and Agent's Compensation". In addition, the Corporation intends to grant non-transferable options to purchase an aggregate of 1,500,000 Common Shares under the Corporation's Stock Option Plan including any options issued to Eligible Charitable Organizations which shall not exceed 50,000 options. The grant of these options is also qualified under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

The Exchange has conditionally accepted the listing of the Corporation's Common Shares. Listing will be subject to the Corporation fulfilling all the requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of stock options to the directors, officers and technical consultants of the Corporation and any Eligible Charitable

Organizations, as herein defined, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus in respect of this Offering is issued by the Commissions 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 Commissions grant a discretionary order.

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

The Corporation was only recently incorporated, owns no assets other than cash, has no record of earnings or dividends, has not entered into an Agreement in Principle (as defined hereafter) with respect to a proposed Qualifying Transaction and may not generate earnings or pay dividends in the immediate or foreseeable future. The proposed business of the Corporation involves a degree of risk and there is no assurance that the Corporation will identify assets or businesses which warrant, or successfully negotiate any, acquisition or participation, or that any such opportunities or businesses acquired would be profitable. Until completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. Moreover, if a potential asset or business is identified and an acquisition or participation therein is warranted, additional funds may be required and there is no assurance that the Corporation will be able to obtain such financing. Subscribers hereunder will experience immediate dilution of approximately $0.033 per share or 33%, prior to deduction of selling commissions and related expenses. An acquisition financed by the issuance of additional Common Shares may result in further dilution and a change of control of the Corporation. In the event the Corporation identifies and completes the acquisition of a corporation or assets located outside of Canada, it may be difficult or impossible to effect service or notice to commence legal proceedings on any directors, officer and experts located outside of Canada. It may not be possible to enforce, against such persons or such corporation, judgments obtained in Canadian courts predicated on the civil liability provisions of the applicable securities laws in Canada. **For these reasons, which are only summaries thereof, an investment herein is suitable only to those investors who are willing to rely solely on the management of the Corporation and who can afford to lose all of their investment. See "Business of the Corporation", "Capitalization" and "Risk Factors".**

The Corporation currently intends to pursue a Qualifying Transaction through the acquisition of a mineral exploration and development business or Significant Asset, however there is no assurance that the Qualifying Transaction will involve the acquisition of a business or Significant Assets in the mineral exploration and development industry.

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

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 100,000 of the total number of Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 200,000 of the total number of Common Shares offered under this prospectus.

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

No person is authorized to provide any information or to make any representations in connection with this offering other than as contemplated in this prospectus.

Blackmont Capital Inc.
550 Burrard Street, Suite 500, Bentall V
Vancouver, BC V6C 2B5

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GLOSSARY

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

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

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

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

A Company is "**controlled**" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

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

"**Agency Agreement**" means the agency agreement dated January 4, 2010 between the Corporation and the Agent.

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

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent entitling the Agent to acquire 400,000 Common Shares, which is the number of Common Shares equal to 8% of the total number of Common Shares sold in connection with this Offering, at a price of $0.10 per Common Share and exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange.

"**Aggregate Pro Group**" means all Persons who are members of any pro group, whether or not the member is involved in a contractual relationship with the Corporation to provide financing, sponsorship and other advisory services. For this purpose, "pro group" has the meaning given under the rules of the Exchange, and generally includes members of the Exchange and their Affiliates, partners, directors, officers and employees, and Associates of any of them, as well as any other Person or party determined by the Exchange to not be acting at arm's length to such members of the Exchange.

"**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;

(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% of the voting rights attached to outstanding 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 a Person serves as trustee or in a similar capacity,

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

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

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

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

"**CPC**" means a corporation:

(a) that has been incorporated or organized in a jurisdiction in Canada;

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

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

"**CBCA**" means the *Canada Business Corporations* Act as amended from time to time.

"**CPC Policy**" means Exchange Policy 2.4 *Capital Pool Companies*.

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

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

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

"**Control Person**" means any Person that holds or is one of a combination of Persons that holds 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.

"**Eligible Charitable Organization**" means:

(a) any Charitable Organization[1] or Public Foundation[1] which is a Registered Charity[1], but is not a Private Foundation[1]; or

(b) a Registered National Arts Service Organization[1].

"**Escrow Agreement**" has the meaning ascribed thereto under "Escrow Securities".

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

[1] These terms are defined in the *Income Tax Act* (Canada), as amended from time to time.

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

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

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

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

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

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

"**Majority of the Minority Approval**" means the approval of a 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.

"**NEX**" means the separate trading board of the TSX Venture Exchange which provides a trading market for the securities of an issuer that has ceased to meet the Tier 2 maintenance requirements of the TSX Venture Exchange.

"**Non Arm's Length Party**" means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any such Persons, or another entity or an Affiliate of that entity, if that entity or its Affiliate has the same promoter, officer, director, Insider or Control Person, and in relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person.

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

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

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

"**Principal**" means:

(a) a Person who acted as a promoter of the issuer within two years before the initial public offering ("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 more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, include securities of the entity that may be issued to the Principals under outstanding convertible securities in both the Principals' securities of the entity and the total securities of the entity outstanding.) Any securities of the issuer that this entity holds will be subject to escrow requirements.

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

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

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

"**Seed Shares**" means the 10,000,000 Common Shares issued and outstanding prior to the Offering.

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by a CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the Exchange.

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

"**Target Company**" means a Company to be acquired by a 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.

Offering: A total of 5,000,000 Common Shares are being offered under this prospectus at a price of $0.10 per share for gross proceeds of $500,000. The Offering is being made on a commercially reasonable best efforts basis. In addition, the Corporation will grant a non-transferable option to the Agent to purchase 400,000 Common Shares, which is the number of Common Shares equal to 8% of the total number of Common Shares sold in connection with this Offering, at a price of $0.10 per Common Share and exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange, which option is qualified for distribution under this prospectus. The Corporation intends to grant non-transferable options to purchase an aggregate of 1,500,000 Common Shares, representing 10% of the issued and outstanding Common Shares, at $0.10 per share to directors, officers and technical consultants of the Corporation under the Corporation's Stock Option Plan, exercisable for a period of 5 years from the date of grant, including any options issued to Eligible Charitable Organizations, exercisable until the earlier of the date that is not more than 10 years from the closing of this Offering and the 90th day from the date that the Charity ceases to be an Eligible Charitable Organization, where the number of options granted to Eligible Charitable Organizations shall not exceed 50,000 Common Shares, all 1,500,000 of which options are also being qualified for distribution under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

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. Any Qualifying Transaction must be approved by the Exchange, and in the case of a Non-Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, in accordance with the CPC Policy. 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 in control of the Corporation and may cause the shareholders' interests in the Corporation to be reduced. See "Business of the Corporation".

Use of Proceeds: The net proceeds to the Corporation will be $460,000, after deducting the Agent's commission but before deducting expenses of the issue. The net proceeds of this Offering will be used to provide the Corporation with funds to be used 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 business or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized from the sale of all securities issued by the Corporation and $210,000, may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Corporation - Method of Financing" and "Risk Factors".

Directors and Management:
Terence F. Coughlan - Director, President, Chief Executive Officer and Chief Financial Officer
Daniel Davies Whittaker - Director
Phillip Gaunce - Director
Glenn Jessome - Corporate Secretary

See "Directors, Officers and Promoter"

Escrow Provisions: All of the 10,000,000 currently issued and outstanding Common Shares will be deposited in escrow pursuant to the terms of an Escrow Agreement, as hereafter defined, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrow Securities".

Risk Factors:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is suitable only 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 may be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of approximately $0.033 per share or 33%, prior to deduction of selling commissions and related expenses. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

THE CORPORATION

GOGOLD RESOURCES INC. (the "Corporation") was incorporated under the *Canada Business Corporations Act* (the "CBCA") on January 18, 2008. The head office and the registered office of the Corporation are located at Suite 2108, 1969 Upper Water Street, Halifax, Nova Scotia B3J 3R7.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has incurred administrative or development expenses of approximately $65,300 representing the costs of incorporation and organization and filing fees. The Corporation has incurred expenses of approximately $12,810 since the date of the Corporation's balance sheet dated September 30, 2010 included in this prospectus. Part of the net proceeds of the Offering may be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel and the Agent's legal counsel. The Corporation has paid the Agent a due diligence fee of $15,750 and paid an expense retainer to the Agent of $5,000 for the Agent's legal fees and other expenses. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests and does not own any assets, other than cash. **The Corporation currently intends to pursue a Qualifying Transaction through the acquisition of a mineral exploration and development business, but there is no assurance that this will in fact be the business sector of a proposed Qualifying Transaction or the Corporation following completion of the Qualifying Transaction.** See "Potential Qualifying Transaction".

Until Completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange and of the applicable securities regulatory authorities, this may include the raising of additional funds in order to finance an acquisition. Except as described under "Use of Proceeds - Private Placements for Cash", and "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 a Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

Method of Financing

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

Criteria for a Qualifying Transaction

The Board of Directors of the Corporation must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. The Board of Directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors.

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 shall be required to submit for review to the Exchange and the applicable securities regulatory authorities either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction or where shareholders' approval is otherwise required. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction or where shareholders' approval is not otherwise required to be obtained. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the assets or business to be acquired and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1, in the case of an information circular, or Form 3B2 in the case of a filing statement. Upon acceptance by the Exchange and the applicable securities regulatory authorities, the Corporation must then either:

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

(b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other required 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 Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;

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

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

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

Potential Qualifying Transaction

The Corporation intends to focus on developing a Qualifying Transaction with a resource-based business or assets. The Corporation has had preliminary discussions with several businesses to determine whether there is a mutual interest in the Corporation concluding an acquisition. None of these discussions have progressed to the point where the Corporation is close to having an Agreement in Principle or where any particular acquisition would be described as probable.

Minimum Listing Requirements

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

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the 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 Acknowledgement Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms for all individuals who may be directors, senior officers, promoters or insiders of the Resulting Issuer must be filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable must also be completed before the trading halt will be lifted by the Exchange. Even if all filing requirements have been satisfied and preliminary background checks completed, the Exchange may continue or reinstate a halt in trading of the Common Shares for public policy reasons including:

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

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

A trading halt may 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 CPC fails to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

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

Refusal of Qualifying Transaction

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

(a) the Resulting Issuer fails to satisfy the applicable minimum listing requirements of the Exchange;

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

    (i) a member firm of the Exchange;

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

    (iii) associates of any such person,

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

(c) the Resulting Issuer will be a financial institution, finance 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;

(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

(a) The gross proceeds received by the Corporation from the sale of 10,000,000 Common Shares prior to the date of this prospectus amount to $500,000.

(b) The Corporation incurred expenses and costs totalling approximately $37,000 with respect to incorporation and organization and filing fees.

(c) The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this prospectus amount to $500,000.

(d) The expenses and cost of this Offering, including the Agent's commission and listing fees, incurred to date and expected to be incurred, amount to $98,300.

(e) The Corporation estimates that an amount of $864,700 will be available to it from the sale of the Common Shares distributed under this prospectus and prior sales of Common Shares.

The following indicates the principal uses which the Corporation proposes for the total funds available to it upon the completion of this Offering, a portion of which has already been spent, as reflected in the Corporation's balance sheet as at September 30, 2009.

	Offering
Cash proceeds raised prior to this Offering(1)	$500,000
Expenses and costs relating to raising seed share cash proceeds, incorporation and organization and filing fees	($37,000)
Cash proceeds to be raised pursuant to this Offering(2)	$500,000
Expenses and costs relating to the Offering (including listing fees, Agent's commission, legal fees, audit fees and expenses) (3) (4)	($98,300)
Estimated funds available (on completion of the Offering) (2)	$864,700
Funds available for identifying and evaluating assets or business prospects(5)	$864,700
Estimated general and administrative expenses until completion of a Qualifying Transaction	($121,500)
TOTAL NET PROCEEDS	$743,200

(1) See "Prior Sales".

(2) In the event, and to the extent, the Agent exercises the Agent's Option or the directors, officers or technical consultants together with any Eligible Charitable Organizations exercise their options, there will be available to the Corporation a maximum of an additional amount of $40,000 on the exercise of the Agent's Option and a maximum of an additional aggregate amount of $150,000 on the exercise of the options of directors, officers and technical consultants together with any Eligible Charitable Organizations, which will be added to the working capital of the Corporation. There is no assurance that any of the foregoing options will be exercised.

(3) Of this amount, $28,300 has been incurred to date. See "Preliminary Expenses" and the Corporation's balance sheet as at September 30, 2009.

(4) The Agent has been paid a non-refundable due diligence fee of $15,000 plus GST and a deposit that has been applied to the Agent's legal expenses which are estimated to be $10,000.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the amount of funds available for identifying and evaluating assets or business prospects, 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 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 be sufficient only to identify and evaluate a finite number of assets and businesses, and additional funds may be required to finance any acquisition to which the Corporation may commit.

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "Restrictions on Use of Proceeds", "Private Placements for Cash," and "Prohibited Payments to Non Arm's Length Parties" below, 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, if necessary, obtain shareholder approval for a proposed Qualifying Transaction.

The proceeds may be used for expenses incurred for the preparation of: (a) valuations or appraisals; (b) business plans; (c) feasibility studies and technical assessments; (d) sponsorship reports; (e) engineering or geological reports; (f) financial statements, including audited financial statements; (g) fees for legal and accounting services; and (h) Agent's fees, costs and commissions, relating to the identification and evaluation of assets or businesses and the obtaining of shareholder approval, if applicable, 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, if due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. A maximum aggregate amount of $25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation and $210,000 will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Uses of Funds" listed above, include: (a) listing and filing fees (including SEDAR fees); (b) other costs for the issuance of securities (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and (c) administrative and general expenses of the Corporation, including: (i) office supplies, office rent and related utilities; (ii) printing costs (including the printing of this prospectus and share certificates); (iii) equipment leases; and (iv) fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds". No proceeds will be used to acquire or lease a vehicle.

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

Except as described under "Options to Purchase Securities" and "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, 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 foregoing, 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 more than 10% of the outstanding Common Shares), and the Corporation may also reimburse a Non Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "Permitted Use of Funds".

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to an agency agreement (the "Agency Agreement") dated January 4, 2010 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable best efforts basis to the public of 5,000,000 Common Shares, as provided in this prospectus, at a price of $0.10 per Common Share, for gross proceeds of $500,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission equal to 8% of the aggregate gross proceeds from the sale of the Common Shares. Additionally, a due diligence administration fee of $15,000 plus GST has been paid to the Agent. The Agent has also been paid an expense retainer of $5,000 and the Agent will be reimbursed by the Corporation for its expenses including legal fees.

The Corporation has also agreed to grant the Agent a non-transferable Agent's Option to purchase that number of Common Shares representing 8% of the total number of Common Shares sold pursuant to this Offering, at an exercise price of $0.10 per Common Share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. All of the Agent's Option is qualified under this prospectus. The Agent intends to sell to the public any Common Shares received by it upon exercise of the Agent's Option. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

The Agent has agreed to use its commercially reasonable best efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation.

The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Offering and Minimum Distribution

The Offering is for 5,000,000 Common Shares at a price of $0.10 per share for total gross proceeds of $500,000. The Offering price was determined arbitrarily by the directors of the Corporation. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total number of Common Shares in the Offering, representing a limit of 100,000 Common Shares. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the total number of Common Shares under the Offering, representing a limit of 200,000 Common Shares. The funds received from the Offering will be deposited with the Agent, and will not be released until all proceeds from the Offering have been deposited and the Agent consents to the release thereof. A subscription of 5,000,000 Common Shares for aggregate gross proceeds of $500,000 must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be authorized by the Commissions and consented to by the Agent and Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also intends to grant options to purchase up to 1,500,000 Common Shares to the directors, officers and technical consultants of the Corporation pursuant to the Corporation's Stock Option Plan, including options to purchase up to 50,000 Common Shares to any Eligible Charitable Organization(s), in accordance with the policies of the Exchange, all of which options are qualified for distribution under this prospectus.

Determination of Price

The Offering price was determined by negotiation between the Agent and the Corporation.

Listing Application

The Exchange has conditionally accepted the listing of these Common Shares. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange.

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, neither it, nor any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation.

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the Aggregate Pro Group members, including the participants referred to above, is 20% of the number of issued and outstanding Common Shares of the Corporation, exclusive of Common Shares reserved for issuance at a future date. Subject to (i) compliance with any applicable client priority rules, and (ii) applicable restrictions for the Offering described under "Plan of Distribution – Offering and Minimum Distribution", such participants are permitted to subscribe for Common Shares pursuant to this Offering. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be subject to a four month hold period and the securities certificates will be legended accordingly as prescribed in Exchange Policy 3.2 "Filing Requirements and Continuous Disclosure".

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option, the grant of options to the directors, officers and technical consultants of the Corporation and the grant of options to any Eligible Charitable Organization(s), no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus in respect of this Offering is issued by the Commissions and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 10,000,000 are issued and outstanding as fully paid and non-assessable Common Shares. In addition, 5,000,000 Common Shares are reserved for issuance under this prospectus; 400,000 Common Shares are reserved for issuance under the Agent's Option; and, 1,500,000 Common Shares are reserved for issuance upon exercise of the options the Board of Directors intends to grant to directors, officers and technical consultants of the Corporation pursuant to the Corporation's Stock Option Plan, representing 10% of the issued and outstanding Common Shares of the Corporation after giving effect to the Offering, of which 50,000 Common Shares are reserved for issuance to any Eligible Charitable Organization(s) upon the exercise of the charitable options intended to be granted. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See "Plan of Distribution".

The holders of the Common Shares are entitled to: (a) vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote; (b) receive dividends, if, as and when declared by the board of directors of the Corporation; and (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, receive the remaining property of the Corporation upon dissolution, liquidation or winding-up of the Corporation as is distributable to the holders of the Common Shares.

CAPITALIZATION

The following table sets forth the capitalization of the Corporation on an unaudited basis as at January 20, 2010 and the pro forma capitalization after giving effect to this Offering assuming the distribution of all Common Shares offered:

Designation of security	Amount Authorized	Outstanding as at September 30, 2009[(1)]	Outstanding as at December 31, 2009	Amount to be outstanding after giving effect to the Offering[(2)(3)]
Common Shares	Unlimited	$500,000 (10,000,000 Common Shares)	$500,000 (10,000,000 Common Shares)	$901,700 (15,000,000 Common Shares)

(1) As at September 30, 2009, the Corporation has not commenced commercial operations.

(2) The Board of Directors intends to grant non-transferable options in respect of an aggregate of 1,500,000 Common Shares at an exercise price of $0.10 per share to directors, officers and technical consultants of the Corporation pursuant to the Corporation's Stock Option Plan, which options shall be exercisable for a period of 5 years from the date of grant, together with options to any Eligible Charitable Organization(s) exercisable until the earlier of the date that is not more than 10 years from the closing of this Offering and the 90th day from the date that a respective Charity ceases to be an Eligible Charitable Organization, where the number of options granted to Eligible Charitable Organization(s) shall not exceed 50,000 Common Shares. The Corporation has reserved an aggregate of 400,000 Common Shares at $0.10 per share pursuant to the Agent's Option. The Agent's Option may be exercised for a period of 24 months from the date of the listing of Common Shares on the Exchange. See "Plan of Distribution".

(3) Represents the September 30, 2009 balance plus the proceeds of the offering of $500,000 net of cash commission of $40,000 to be paid and includes all remaining estimated expenses of the offering, estimated to be $58,300.

OPTIONS TO PURCHASE SECURITIES

After the closing of this Offering, the Board of Directors intends to grant options to directors, officers and technical consultants of the Corporation pursuant to the Corporation's Stock Option Plan together with options issued to any Eligible Charitable Organization(s) in respect of an aggregate of 1,500,000 Common Shares, subject to regulatory approval, as set out in the table below. All such options are qualified for distribution pursuant to this prospectus.

Name of Optionee	Number of Common Shares reserved under option	Exercise Price	Expiration Date
Terence F. Coughlan	525,000	$0.10	5 years from grant date
Daniel Davies Whittaker	425,000	$0.10	5 years from grant date
Phillip Gaunce	250,000	$0.10	5 years from grant date
Glenn Jessome	250,000	$0.10	5 years from grant date
Eligible Charitable Organization(s)	50,000	$0.10	10 years from grant date
Total	**1,500,000**	$0.10	

The Agent shall be granted a non-transfereable Agent's Option to acquire 8% of the total number of Common Shares sold pursuant to this Offering, at an exercise price of $0.10 per Common Share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange.

All options to acquire Common Shares, including the Agent's Option, are qualified for issuance under this Prospectus.

The Board of Directors of the Corporation has adopted the Stock Option Plan. Under the Stock Option Plan, the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements and applicable securities legislation, grant to directors, officers, employees, consultants and management company employees of the Corporation, non-transferable options to purchase Common Shares, exercisable for a period of up to 5 years from the date of grant.

The number of Common Shares reserved for issuance under the Stock Option Plan together with any options issued to Eligible Charitable Organizations will not exceed 10% of the issued and outstanding Common Shares of the Corporation. The number of Common Shares reserved for issuance to any one individual Director or Officer may not exceed 5% of the issued and outstanding Common Shares and the aggregate 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 until the greater of 12 months after the completion of the Qualifying Transaction and 90 days following the date the optionee ceases to be a director, officer or employee of the Corporation or its Affiliates, a consultant or management company employee, provided that if the cessation of such position or 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.

If an optionee does not continue as a director, officer, technical consultant or employee of the Resulting Issuer upon the Corporation successfully completing its Qualifying Transaction, then all unexercised options granted to such optionee shall expire on the later of (i) one year from the date of the Final Exchange Bulletin issued by the Exchange in connection with such Qualifying Transaction and (ii) 90 days after such optionee ceases to become a director, officer, employee or consultant of the Reporting Issuer. Where any options granted to optionees under the Stock Option Plan are subject to vesting provisions, those options will automatically vest as at the date of the Final Exchange Bulletin. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrow Securities"

Notwithstanding the terms of the Stock Option Plan described above, the CPC Policy imposes certain restrictions on stock options during the period that the Corporation remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final Exchange Bulletin (such bulletin indicating that the Resulting Issuer will not be considered a CPC). Under the CPC Policy, the Corporation, while it remains a CPC, is limited to granting stock options to only directors, officers and technical consultants of the Corporation. In addition, the total number of Common Shares reserved under option of issuance pursuant to the Stock Option Plan may not exceed 10% of the Common Shares to be outstanding at the closing of the Offering. The maximum number of Common Shares reserved under option for issuance to all technical consultants may not exceed 2% of the issued and outstanding Common Shares to be outstanding at the closing of the Offering. Furthermore, while the Corporation is a CPC, it is prohibited from granting stock options to any person providing investor relations activities, promotional or market making services. The exercise price per Common Share under any stock option granted by the Corporation while it is a CPC may not be less than the greater of $0.10 and the Discounted Market Price (as defined under Exchange policies). Any Common Shares acquired pursuant to the exercise of stock options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See “Escrowed Securities”.

In accordance with Exchange Policy 4.7, the Corporation proposes to grant a non-transferable option to, an Eligible Charitable Organization (the "Charity"), to purchase 50,000 of Common Shares exercisable at a price of $0.10 per share until the earlier of the date that is not more than 10 years from the closing of this Offering and the 90th day from the date that the Charity ceases to be an Eligible Charitable Organization. The aggregate number of Common Shares issuable upon exercise of options granted to Eligible Charitable Organizations cannot exceed 1% of the total number of Common Shares (calculated on a non-diluted basis adjusted for any stock splits or consolidations) outstanding immediately after the closing of this Offering and such options, together with options granted to directors, officers or technical consultants of the Corporation shall not exceed 10% of the issued and outstanding Common Shares.

PRIOR SALES

Since the date of incorporation, the Corporation has issued 10,000,000 Common Shares, as follows:

Date	**Number of Common Shares**	**Issue price per share**	**Aggregate issue price**	**Nature of Consideration received**
January 18, 2008	10,000,000 [(1)]	$0.05	$500,000	Cash

(1) All of these 10,000,000 Common Shares will be held in escrow. See “Escrow Securities”.

ESCROW SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 10,000,000 Common Shares issued prior to this Offering at a price below $0.10 per Common Share or to Non-Arm's Length Parties, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Computershare Investor Services Inc. under an escrow agreement dated January 4, 2010. (the "Escrow Agreement").

All Common Shares acquired on exercise of stock options prior to the completion of a Qualifying Transaction must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. In addition, all Common Shares acquired in the secondary market prior to the completion of a Qualifying Transaction by any Person who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer will also be escrowed.

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

Name and municipality of residence of shareholder	Common Shares	Number of Common Shares held in escrow	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to Offering[(1)]
3213897 Nova Scotia Limited[(2)] Halifax, Nova Scotia	2,400,000	2,400,000	24%	16%
Daniel Davies Whittaker Halifax, Nova Scotia	2,400,000	2,400,000	24%	16%
3040020 Nova Scotia Limited[(3)] Halifax, Nova Scotia	1,450,000	1,450,000	14.5%	9.7%
Grupo Pan America Ltd. [(4)] Halifax, Nova Scotia	1,125,000	1,125,000	11.25%	7.5%
Jocelyne K. Baxter, Inc. [(5)] Halifax, Nova Scotia	1,125,000	1,125,000	11.25%	7.5%
Phillip Gaunce Halifax, Nova Scotia	1,000,000	1,000,000	10%	6.7%
Votix Corporation Limited[(6)] Halifax, Nova Scotia	500,000	500,000	5%	3.3%
	10,000,000	**10,000,000**	**100%**	

(1) Assuming that no Common Shares are purchased by these shareholders under the Offering and before the exercise of the Agent's Option or any stock options proposed to be granted to directors, officers and technical consultants of the Corporation, and the Charitable Option granted to the Eligible Charitable Organization(s).
(2) Terence F. Coughlan is the principal shareholder of 3213897 Nova Scotia Limited.
(3) Glenn Jessome is the principal shareholder of 3040020 Nova Scotia Limited.
(4) Bradley Langille is the principal shareholder of Grupo Pan America Ltd.
(5) R. Daren Baxter is the principal shareholder of Jocelyne K. Baxter, Inc.
(6) Gerhard William Felderhof is the principal shareholder of Votix Corporation Limited.

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

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

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

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

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

(a) cancel all of those escrowed Common 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-Ann's Length Parties to the CPC at a discount from the IPO price, namely $0.10 per Common Share, in accordance with section 11.2(a) of the CPC Policy, or

    (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to $0.10.

Escrowed Securities On Qualifying Transaction

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

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

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	Type of Ownership	Number of Shares	Percentage of Shares Owned Before Offering	Percentage Owned After Offering(1)
3213897 Nova Scotia Limited(3) Halifax, Nova Scotia	Beneficially	2,400,000	24%	16%(1) 14.2%(2)
Daniel Davies Whittaker Halifax, Nova Scotia	Record and Beneficially	2,400,000	24%	16%(1) 14.2%(2)
3040020 Nova Scotia Limited(4) Halifax, Nova Scotia	Beneficially	1,450,000	14.5%	9.7%(1) 8.6%(2)
Grupo Pan America Ltd. (5) Halifax, Nova Scotia	Beneficially	1,125,000	11.25%	7.5%(1) 6.7%(2)
Jocelyne K. Baxter, Inc. (6) Halifax, Nova Scotia	Beneficially	1,125,000	11.25%	7.5%(1) 6.7%(2)
Phillip Gaunce Halifax, Nova Scotia	Record and Beneficially	1,000,000	10%	6.7%(1) 5.9%(2)
Votix Corporation Limited(7)	Beneficially	500,000	5%	3.3%(1) 3%(2)

(1) Assuming no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Option, any stock options proposed to be granted to the directors, officers and technical consultants of the Corporation and the Charitable Option proposed to be granted to the Eligible Charitable Organization(s).

(2) On a fully diluted basis, assuming the exercise of all of the Agent's Option and all of the options proposed to be granted to the directors and, officers and technical consultants of the Corporation pursuant to the Stock Option Plan, and the Charitable Option proposed to be granted to the Eligible Charitable Organization(s), Messrs. Coughlan, Whittaker, Jessome and Gaunce would own or exercise control over in aggregate approximately 42.9%, of the Common Shares after giving effect to the Offering.

(3) Terence F. Coughlan is the principal shareholder of 3213897 Nova Scotia Limited.

(4) Glenn Jessome is the principal shareholder of 3040020 Nova Scotia Limited.

(5) Bradley Langille is the principal shareholder of Grupo Pan America Ltd.

(6) R. Daren Baxter is the principal shareholder of Jocelyne K. Baxter, Inc.

(7) Gerhard William Felderhof is the principal shareholder of Votix Corporation Limited.

DIRECTORS AND OFFICERS

Name, Address, Occupation, Security Holding and Involvement with other Reporting Issuers

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

Name, age and municipality of residence	Office	Principal occupation and positions held(1)
Terence F. Coughlan, 48 years old Dartmouth, Nova Scotia	Director, President, Promoter, CEO and CFO	Consultant, Vice President of Acadian Mining Corp., Director of Royal Roads Corp.
Daniel Davies Whittaker, 51 years old Halifax, Nova Scotia	Director	President, CEO, CFO, Director and Chairman of Ucore Uranium Corp., President, CEO, CFO and Director of Jilbey Gold Exploration Ltd.
Phillip Gaunce, 47 years old Halifax, Nova Scotia	Director	President, Alfred J. Bell & Grant Ltd., Director RediShred Capital Corp.
Glenn Jessome, 45 years old Halifax, Nova Scotia	Corporate Secretary	Lawyer, JESSOMELAW,

(1) Each of the persons have held these positions for five years other than as described in the résumés that follow.

All of the directors and officers currently have employment outside of the Corporation and will devote such time as is required to the affairs of the Corporation, although it is contemplated that each of the following persons will initially be available to devote the following percentages of his time to the affairs of the Corporation: Terence F. Coughlan (65% - 75%), Daniel Davies Whittaker (65%-75%), Phillip Gaunce (25%) and Glenn Jessome (10%).

The following are brief résumés of the directors and officers of the Corporation:

Mr. Terence F. Coughlan– Mr. Terence Coughlan, P.Geo., of Dartmouth, Nova Scotia, holds a B.Sc. (geology) degree from St. Mary's University (1987) and has been actively involved in the mineral resource industry since 1984. Mr. Coughlan was director of Gammon Gold Inc., a mineral exploration company which trades on the TSX and NY Stock exchanges, and served as Vice President and Director of that company from 1997 to December 2003. Mr. Coughlan is Vice President of Acadian Mining Corporation, appointed in 2003. Mr. Coughlan was a director of Acadian Mining Corporation from 2003 until November, 2009. Mr. Coughlan has been a Director of Royal Roads Corp. since August, 2008 and is a qualified person as defined by National Instrument 43-101.

Mr. Daniel Davies Whittaker - Mr. Daniel Whittaker, MBA, CFA, served as the President and CEO, Chief Financial Officer, Chairman and/or Director of Ucore Uranium Inc., a Canadian mining company and its predecessor company, Birchpoint Capital Inc., a capital pool company from January 2006 to March 2008. He also served on the board of directors of Merrex Gold Inc., a Canadian mining company from June 2006 to January 2009. He also served as the President and CEO, Chief Financial Officer, VP, Secretary and/or a director of Jilbey Gold Exploration Ltd., a Canadian mining company from 1995 to August, 2005 when Jilbey was merged with a wholly-owned subsidiary of High River Gold Mines Ltd. by plan of arrangement. Mr. Whittaker served as the Chairman of the Special Committee of the Board of Directors of Jilbey that reviewed the transaction. In addition, he served as Chief Financial Officer and Secretary of Carpathian Gold Inc., a Canadian mining company, from September 2005 to April 2006. He holds a Bachelor of Arts (Economics) Degree and a Masters of Business Administration from the Richard Ivey School of Business at the University of Western Ontario obtained in 1981 and 1983 respectively. He also holds the Chartered Financial Analyst designation from the CFA Institute obtained in 1995.

Mr. Phillip Gaunce - Since 1990, Phillip H. Gaunce has been the President of Alfred J. Bell and Grant Limited, a Nova Scotia based insurance brokerage. Mr. Gaunce has been a past board member and audit committee member at the IWK Health Centre from September, 2001 to September, 2007. He served on the Audit Committee at the IWK Health Centre from April, 2003 until Septmber, 2007. Mr. Gaunce has been a member of the Audit Committee for the IWK Foundation since October, 2008. Mr. Gaunce has been a board member and audit committee member for RediShred Capital Corp since October, 2006. Mr Gaunce received his Bachelor of Commerce degree from Saint Mary’s University in 1984 and his CA designation in 1986.

Mr. Glenn R. Jessome – Mr. Jessome is a lawyer practicing in Halifax, Nova Scotia. His areas of practice are securities law, corporate law and commercial law. Mr. Jessome received his law degree from Dalhousie University in 1991, his MBA from Dalhousie University in 1991 and his Bachelor of Science from St. Frances Xavier University in 1986 and has been a Member of the Nova Scotia Bar since June, 1992.

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.

As a group, the directors and officers of the Corporation exercise control or direction over 7,250,000 Common Shares, which represents 72.5% of the issued and outstanding Common Shares prior to this Offering. They will represent 48.3% of the issued and outstanding Common Shares after the Offering, assuming no Common Shares are purchased by any director or officer of the Corporation and before the exercise of the Agent's Option or any stock options.

The audit committee of the Board of Directors of the Corporation is comprised of Messrs. Whittaker, Coughlan and Gaunce.

The Board of Directors of the Corporation after closing of the Offering, intends to grant options to directors, officers and technical consultants in respect of an aggregate of up to 1,500,000 Common Shares, less up to 50,000 options granted to any Eligible Charitable Organization(s). See "Options to Purchase Securities".

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoter(s) of the Corporation that are, or have been within the last five (5) years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction.

	Name of reporting issuer	**Name of exchange of market (if applicable)**	**Position**	**From**	**To**
Terence F. Coughlan	Acadian Mining Corp.	TSX	Vice President Director	2003 2003	Present 11/09
	Gammon Gold Inc.	TSX & NYSE	Vice President and Director	1996	12/03
	Buchans River Ltd.	TSXV	Director	2006	08/08
	Royal Roads Corp.	TSXV	Director	08/08	present
Daniel Davies Whittaker	Ucore Uranium Inc.	TSXV	President, CEO, CFO, Chairman and Director	09/06	03/08
	Birchpoint Capital Inc. (predecessor to Ucore Uranium Inc.)	TSXV	President, CEO and Director	01/06	09/06
	Carpathian Gold Corp.	TSX	CFO and Secretary	09/04	04/06
	Jilbey Gold Exploration	TSXV	President, VP, CFO, Secretary and Director	12/95	08/05
	Merrex Gold Corp.	TSXV	Director	06/06	01/09
Phillip Gaunce	RediShred Capital Corp.	TSXV	Director	10/06	present
Glenn Jessome	SolutionInc Technologies Inc.	TSX-V	Secretary	06/02	05/03
	Chrysos Capital Corporation	TSX-V	Corporate Secretary	11/08	12/09

Corporate Cease Trade Orders or Bankruptcies

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

Terence F. Coughlan was a director of ScoZinc from December 2006 to December 2008. ScoZinc has been subject to an order ("Order") of the Supreme Court of Nova Scotia ("Court") with respect to a CCAA proceeding since December 22, 2008. ScoZinc's plan of arrangement ("Plan") was accepted at a meeting of its creditors held on May 21, 2009 and was ratified by the Court on May 21, 2009. The conditions precedent to the implementation of the Plan have all been met or waived and all affected creditors have been paid in accordance with the terms of the Plan. The implementation of the Plan has been discharged.

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflict of Interest

There are potential conflicts of interest to which some of the directors, officers, insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. Some 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 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 CBCA.

Promoter

Terence F. Coughlan may be considered to be the promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. Terence F. Coughlan beneficially owns 2,400,000 Common Shares representing 24% of those outstanding before the Offering and 16% of those outstanding after the Offering and will also be granted options pursuant to the Corporation's Stock Option Plan. Terence F. Coughlan will not receive any compensation in his capacity as promoter of the Corporation. See "Principal Shareholders" and "Options to Purchase Securities".

EXECUTIVE COMPENSATION

Remuneration

Except as set out below or otherwise permitted by the CPC Policy and disclosed in this prospectus, prior to completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly to indirectly, by the Corporation to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to any Person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including: (a) remuneration, which includes but is not limited to: (i) salaries; (ii) consulting fees; (iii) management contract fees or directors' fees; (iv) finders fees; (v) loans, advances, bonuses; and (b) deposits and similar payments.

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

The directors and officers of the Corporation will be granted stock options as set out under “Options to Purchase Securities”.

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of approximately $0.033 per Common Share or 33%, prior to deduction of selling commissions and related expenses on the basis of there being 15,000,000 Common Shares issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares, which list is not exhaustive:

Recent Incorporation

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 will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction.

Nature of Business

Investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development.

Conflicts of Interest

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 or all of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

Dilution

Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 33% or 0.033 per common share. See "Dilution".

Absence of Liquid Market

There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares.

Limitations on Business

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.

Limited Funds

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.

Completion of Qualifying Transaction

Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction. 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, the Majority of the Minority Approval.

Absence of Right to Dissent

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 right to dissent and no entitlement to payment by the Corporation of the fair value for the Common Shares.

Halts in Trading

Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares 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 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.

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.

Suspension of Trading or Delisting

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.

Merits of the Qualifying Transaction

Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction.

Foreign Business

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

Dilution upon Qualifying Transaction

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

Recovery of Loans

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

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

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are KPMG LLP, Purdy's Wharf Tower I, 1959 Upper Water Street, Suite 1500, Halifax, Nova Scotia, Canada B3J 3N2.

Computershare Investor Services Inc., at its principal offices in Halifax and Toronto, is the transfer agent and registrar for the Common Shares.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent for the Offering is Blackmont Capital Inc. The Corporation is not a related or connected party (as such terms are defined in N1 33-105 "Underwriting Conflicts") to the Agent.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

The legal counsel of the Corporation is JESSOMELAW, Purdy's Wharf, Tower II, 1969 Upper Water Street, Suite 2108, Halifax, Nova Scotia, B3J 3R7. Glenn Jessome is the sole lawyer practitioner that owns JESSOMELAW. Glenn Jessome is the principal of 3040020 Nova Scotia Limited, a company which owns 1,450,000 Common Shares and will be granted stock options as disclosed in this Prospectus Glenn Jessome is the Corporate Secretary of the Corporation.

LEGAL PROCEEDINGS

All payments made by the Corporation to JESSOMELAW as responsible solicitor prior to the completion of a Qualifying Transaction have been made in compliance with restrictions on payments made to Related Parties set forth in TSX-V Policy 2.4 "Capital Pool Companies."

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

The Corporation is not party to any legal proceedings nor, to the Corporation's knowledge, are any such proceedings contemplated.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares, other than the:

(a) Transfer Agent and Registrar Agreement dated December 14, 2009 between the Corporation and Computershare Investor Services Inc.;

(b) Agency Agreement dated January 4, 2010 between the Corporation and the Agent, referred to under "Plan of Distribution"; and

(c) Escrow Agreement dated January 4, 2010 among the Corporation, Computershare Investor Service Inc. and those shareholders that executed such Escrow Agreement, referred to under "Escrow Securities".

Copies of these agreements will be available for inspection at the offices of JESSOMELAW, counsel to the Corporation, during ordinary business hours and will be available on the System for Electronic Document Retrieval and Analysis at www.sedar.com.

ELIGIBILITY FOR INVESTMENT

In the opinion of JESSOMELAW, counsel to the Corporation, the Common Shares, if, as and when listed on a prescribed stock exchange (which includes the Exchange), will be qualified investments for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan or a deferred profit sharing plan (the "Plans") as defined under the Income Tax Act (Canada) and the regulations made under the Act. The Corporation has advised counsel to the Corporation that if the Common Shares are not listed on a prescribed stock exchange at the time of issue hereunder, the Corporation will file an election to be a public corporation with the Canada Revenue Agency in its tax return for its first taxation year such that the Common Shares will be qualified investments for such Plans notwithstanding that the Common Shares were not listed on a prescribed stock exchange at the time of issue hereunder.

PURCHASERS' STATUTORY RIGHTS

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

AUDITORS' CONSENT

The Board of Directors of Gogold Resources Inc.

We have read the prospectus dated January 20, 2010 relating to the sale and issue of 5,000,000 Common Shares of Gogold Resources Inc. (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 Board of Directors of the Company on the balance sheets of the Company as at September 30, 2009 and 2008 and the statements of operations, comprehensive loss and deficit and cash flows for the year ended September 30, 2009 and the period from incorporation on January 18, 2008 to September 30, 2008. Our report is dated November 19, 2009, except as to note 9 which is as of January 20, 2010.

(signed "KPMG LLP")

Chartered Accountants
Halifax, Canada
January 20, 2010

FINANCIAL STATEMENTS

Financial Statements of

GOGOLD RESOURCES INC.

Periods ended September 30, 2009 and September 30, 2008

KPMG LLP
Chartered Accountants
Purdy's Wharf Tower One
1959 Upper Water Street, Suite 1500
Halifax Nova Scotia B3J 3N2
Canada

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Internet www.kpmg.ca

AUDITORS' REPORT

To the Board of Directors of Gogold Resources Inc.

We have audited the balance sheets of Gogold Resources Inc. as at September 30, 2009 and 2008 and the statements of operations, comprehensive loss and deficit and cash flows for the year ended September 30, 2009 and the period from incorporation on January 18, 2008 to September 30, 2008. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Corporation as at September 30, 2009 and 2008 and the results of its operations and its cash flows for the year ended September 30, 2009 and the period from incorporation on January 18, 2008 to September 30, 2008 in accordance with Canadian generally accepted accounting principles.

KPMG LLP

Chartered Accountants

Halifax, Canada

November 19, 2009, except for note 9 which is as of January 20, 2010

GOGOLD RESOURCES INC.
Balance Sheet

September 30, 2009 and September 30, 2008

		2009		2008
Assets				
Current assets:				
Cash and cash equivalents	$	444,401	$	42,251
Deferred share issue costs		28,318		-
	$	472,719	$	42,251
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable and accrued liabilities	$	9,709	$	11,187
Shareholders' equity:				
Share capital (note 6)		500,000		500,000
Share subscriptions receivable (note 6)		-		(440,000)
Deficit		(36,990)		(28,936)
		463,010		31,064
Going concern (note 1)				
Subsequent event (note 9)				
	$	472,719	$	42,251

See accompanying notes to financial statements.

On behalf of the Board:

(Signed) *"Terence F. Coughlan"* Director

(Signed) *"Daniel Davies Whittaker"* Director

GOGOLD RESOURCES INC.

Statement of Operations, Comprehensive Loss and Deficit

Year ended September 30, 2009 and the period from incorporation on January 18, 2008 to September 30, 2008

		2009		2008
Expenses:				
Professional fees	$	6,924	$	26,836
General and administrative		1,130		2,100
		8,054		28,936
Loss for the period, being comprehensive loss		(8,054)		(28,936)
Deficit, beginning of period		(28,936)		-
Deficit, end of period	$	(36,990)	$	(28,936)
Loss per share	$	0.00	$	0.03
Weighted average shares outstanding		2,086,644		1,021,875

See accompanying notes to financial statements.

GOGOLD RESOURCES INC.

Statement of Cash Flows

Year ended September 30, 2009 and the period from incorporation on January 18, 2008 to September 30, 2008

	2009	2008
Cash provided by (used in):		
Operations:		
Loss for the period	$ (8,054)	$ (28,936)
Increase (decrease) in accounts payable and accrued liabilities	(1,477)	11,187
	(9,531)	(17,749)
Financing:		
Issue of share capital	-	60,000
Receipt of share subscription receivable	440,000	-
Additions to deferred share issue costs	(28,319)	-
	411,681	60,000
Increase in cash and cash equivalents	402,150	42,251
Cash and cash equivalents, beginning of period	42,251	-
Cash and cash equivalents, end of period	$ 444,401	$ 42,251

See accompanying notes to financial statements.

Gogold Resources Inc. (the "Corporation") was incorporated under the Canada Business Corporations Act on January 18, 2008 and is a Capital Pool Company as defined by the TSX Venture Exchange. The principal business of the Corporation is the identification and evaluation of a Qualifying Transaction and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

1. Going concern:

The Corporation is currently investigating prospective acquisitions and is devoting all of its present efforts to securing and establishing a new business and its planned principal operations have not commenced. Accordingly, no revenue has been derived during the year ended September 30, 2009 or during the period from January 18, 2008 to September 30, 2008.

The Corporation's financial statements as at September 30, 2009 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. There is significant doubt about the appropriateness of the going concern assumption as the Corporation incurred net losses for the year ended September 30, 2009 and for the period from incorporation on January 18, 2008 to September 30, 2008 of $8,054 and $28,936, respectively.

Management cannot provide assurance that the Corporation will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management intends to raise additional funding in the form of equity financing from the sale of common stock. However, if the Corporation is unable to raise additional capital in the near future, management expects that the Corporation will need to curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures. These financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Corporation be unable to continue as a going concern.

2. Significant accounting policies:

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The financial statements have, in management's opinion, been prepared within the framework of the accounting policies summarized below:

(a) Cash and cash equivalents:

Cash and cash equivalents consists of cash, demand deposits and highly liquid short-term investments with an initial term of 90 days or less. Cash and cash equivalents have been designated as held-for-trading.

2. Significant accounting policies (continued):

(b) Share issuance costs:

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

(c) 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 Corporation does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

(d) Stock based compensation:

Stock options and direct awards of stock granted to employees and non-employees are recorded at fair value on the date of grant and the associated expense is recognized over the related vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital.

(e) Loss per share:

The Corporation uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon the 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. Shares issued by share subscriptions are not considered outstanding in the calculation of the weighted average number of shares outstanding until the subscription receivable has been paid.

2. Significant accounting policies (continued):

(f) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

3. Change in accounting policies:

Future accounting changes:

Business combinations:

In January 2009, the CICA issued Handbook Section 1582, "Business combinations", which replaces the existing standards. This section establishes the standards for the accounting of business combinations, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent considerations and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. This standard is equivalent to the International Financial Reporting Standards on business combinations. This standard is applied prospectively to business combinations with acquisition dates on or after January 1, 2011. Earlier adoption is permitted.

4. Capital management:

The Corporation manages its capital structure and makes adjustments to it, based on the funds available to the Corporation, in order to support the identification and evaluation of a Qualifying Transaction. The Corporation considers capital to be cash and cash equivalents. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Corporation's management to sustain future development of the business. Additional funds may be required to finance the Corporation's Qualifying Transaction.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Corporation, is reasonable.

5. Income taxes:

(a) Losses:

The Corporation has non-capital tax losses of $28,300 (2008 - $9,800) available for carry forward to reduce future years' taxable income. These non-capital tax losses expire as follows:

2028	$ 9,800
2029	18,500

(b) The Corporation's effective income tax rate differs from the amount that would be computed from applying the federal and provincial statutory rate of 35.1% (2008 - 35.5%) to the pre-tax net loss for the period. The reasons for the difference are as follows:

	2009	2008
Income tax recovery based on statutory rates	$ 2,829	$ 10,272
Deferred share issue costs	3,200	(7,000)
Unrecorded tax benefit of losses	(5,800)	(3,000)
Difference in tax rates	(229)	(272)
	$ -	$ -

5. Income taxes (continued):

(c) The components of the Corporation's net future income tax asset at September 30, 2009 and 2008 are as follows:

	2009	2008
Non-capital losses carry-forwards	$ 8,800	$ 3,000
Deferred share issue costs	13,000	5,900
	21,800	8,900
Valuation allowance	(21,800)	(8,900)
	$ -	$ -

6. Share capital:

	Number of shares	$ value
Authorized:		
Unlimited number of common shares		
Issued:		
Shares issued for cash and share subscription receivable	10,000,000	$ 500,000
At September 30, 2009 and 2008	10,000,000	$ 500,000

Share subscriptions receivable have no set terms of repayment and are non-interest bearing. During the year ended September 30, 2009 all share subscriptions receivable were received in full by the Corporation.

6. Share capital (continued):

Stock options:

The Corporation has an incentive stock option plan (the "Plan") which permits the Board of Directors to grant stock option to directors, officers, employees and consultants. The total number of options issued at any time can not exceed 10% of the issued and outstanding common shares of the Corporation unless shareholder and regulatory approval are obtained.

Options granted under the Plan have a five-year term. Options are granted at a price no lower than the market price of the common shares less any discounts allowed by the TSX.V at the time of the grant. At September 30, 2009 and 2008 there were no options granted under the Plan.

7. Financial instruments:

(a) Credit risk exposure

The Corporation's financial assets are cash and cash equivalents. The Corporation's maximum exposure to credit risk, as at year-end, is the carrying value of its financial assets. The Corporation manages credit risk by maintaining bank accounts, demand deposits and short-term investments with reputable Canadian banks and financial institutions where the risk of default is considered remote.

(b) Fair value of financial instruments

The book value of cash and cash equivalents and accounts payable and accrued liabilities all approximate their fair values at the balance sheet dates, due to the relative short-term maturity of the instruments.

(c) Interest rate risk

The Corporation's debt is limited to accounts payable and therefore there is limited exposure to interest rate risk.

7. Financial instruments (continued):

(d) Liquidity risk

The Corporation’s approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2008, the Corporation had a cash balance of $444,401 to settle current liabilities of $9,710. All of the Corporation’s financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Corporation's ability to continue to meet its liabilities when due beyond the current cash balance is dependent on future support of shareholders through public or private equity offerings.

8. Related party transactions:

Legal services were provided by a shareholder of the Corporation. The cost of these services during the year were $8,172 (2008 - $23,052). A total of $7,568 (2008 - nil) were recognized as deferred share issue costs and $604 (2008 - $23,052) were expensed as professional fees.

The transactions were in the normal course of operations and were measured at the exchange amounts, which are the amounts agreed to by the related parties.

9. Subsequent event:

On January 20, 2010, the Corporation filed a prospectus related to an IPO through the issuance of for 5,000,000 common shares at a price of $0.10 per share. Pursuant to an Agency Agreement with Blackmont Capital Inc. (the “Agent”), the Agent will receive a cash commission equal to 8% of the gross proceeds raised, an Agent’s option to purchase the number of common shares equal to 8% of the shares sold, and reimbursement of legal and other costs. The Agent's option is exercisable at a price of $0.10 per share for a period of 24 months from the date the Corporation's shares are listed on the TSX-Venture Exchange.

CERTIFICATE OF THE CORPORATION

Dated: January 20, 2010

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of the Provinces of Nova Scotia, Ontario and British Columbia and the regulations thereunder.

(signed) "Terence F. Coughlan"

TERENCE F. COUGHLAN
President and Chief Executive Officer

(signed) "Terence F. Coughlan"

TERENCE F. COUGHLAN
Chief Financial Officer

On Behalf of the Board

(signed) "Phillip Gaunce"

PHILLIP GAUNCE
Director

(signed) "Daniel Davies Whittaker"

DANIEL DAVIES WHITTAKER
Director

(signed) "Terence F. Coughlan"

TERENCE F. COUGHLAN
Director

CERTIFICATE OF THE PROMOTER

Dated: January 20, 2010

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

(signed) "Terence F. Coughlan"

TERENCE F. COUGHLAN
Promoter & Director

CERTIFICATE OF THE AGENT

Dated: January 20, 2010

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

BLACKMONT CAPITAL INC.

(signed) "Nargis Sunderji"

Nargis Sunderji