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 **May 7, 2010**

SILVERLAND CAPITAL CORP.

(a capital pool company)

OFFERING: $300,000 (1,500,000 COMMON SHARES)

Price: $0.20 per Common Share

Silverland Capital Corp. (the "**Corporation**") hereby qualifies for distribution, through its agent, Canaccord Financial Ltd. (the "**Agent**"), 1,500,000 common shares in the share capital of the Corporation (the "**Common Shares**") for aggregate gross proceeds of $300,000 (the "**Offering**"). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction (as hereafter defined) must also receive Majority of the Minority Approval (as hereafter defined) in accordance with Exchange Policy 2.4 - Capital Pool Companies (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".

	Common Shares	**Price to Public**	**Agent's Commission(1)**	**Net Proceeds to the Corporation(2)**
Per Common Share	1	$0.20	$0.02	$0.18
Total Offering	1,500,000	$300,000	$30,000	$270,000

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent upon Closing, as herein-defined. The Corporation has also agreed to pay the Agent an administration fee of $10,000. In addition, the Agent will be reimbursed by the Corporation for its reasonable expenses, including legal fees, taxes and disbursements estimated at $10,000 and will be granted the Agent's Warrants, as defined herein. The Agent's Warrants are exercisable for a period of 24 months from the day the Common Shares are listed on the Exchange at an exercise price of $0.20. The Agent's Warrants are qualified for distribution under this Prospectus. See "Plan of Distribution - Agency Agreement and Agent's Compensation".

(2) Before deducting the costs of this issue, estimated at $55,000 which includes legal and audit fees and other expenses of the Corporation, the administration fee, the Agent's legal fees and expenses, the listing fee payable to the Exchange and filing fees payable to the Commissions. See "Use of Proceeds".

This Offering is made on a commercially reasonable efforts agency basis by the Agent and is subject to the completion of a minimum subscription of 1,500,000 Common Shares for gross proceeds to the Corporation of $300,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement between the Corporation and the Agent (the "**Agency Agreement**"). If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent and persons or companies who subscribed within that period and as approved by the regulatory authorities, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and any sub-agents as directed by the Agent, will be granted non-transferable warrants (the "**Agent's Warrants**") to purchase up to 150,000 Common Shares at a price of $0.20 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange. The Agent's Warrants are qualified for distribution under this prospectus. See "Plan of Distribution - Agency Agreement and Agent's Compensation".

This prospectus also qualifies certain options for distribution, to be granted to directors and officers of the Corporation (the "**Directors' and Officers' Options**") at the closing (the "**Closing**") of the Offering. The Directors' and Officers' Options entitle the holders to purchase an aggregate of 270,000 Common Shares at a price of $0.20 per Common Share and such options may be exercised for a period of 5 years from the date on which the Common Shares are listed on the Exchange. See "Options to Purchase Securities".

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Warrants and the grant of the Directors' and Officers' Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 11-202 and the time the Common Shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority(ies) grants a discretionary order.

The Exchange has conditionally accepted the listing of these Common Shares. Listing is subject to the Corporation fulfilling all of the listing requirements of the Exchange. There is no guarantee that the Exchange will accept the Corporation's application for listing.

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

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

The Agent conditionally offers these Common Shares on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Clark Wilson LLP, on behalf of the Corporation, and by Miller Thomson LLP, Vancouver, British Columbia, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 30,000 Common Shares ($6,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 60,000 Common Shares ($12,000). Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the Closing.

AGENT
Canaccord Financial Ltd.
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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 May 7, 2010 between the Corporation and the Agent.

"**Agent**" means Canaccord Financial Ltd. at its office in the City of Vancouver, in the Province of British Columbia.

"**Agent's Warrants**" mean the non-transferable warrants to be granted by the Corporation to the Agent and any sub-agents as directed by the Agent, entitling the holders to purchase up to 150,000 Common Shares at a price of $0.20 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person or Company;

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

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

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

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

but

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

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

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

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

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

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

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

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

"**CPC**" means a corporation:

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

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

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

"**Directors' and Officers' Options**" mean options granted and to be made effective as at the Closing of the Offering to directors and officers of the Corporation which options entitle the holders to purchase an aggregate of 270,000 Common Shares at a price of $0.20 per Common Share and which options may be exercised for a period of 5 years from the date on which the Common Shares are listed on the Exchange.

"**Escrow Agreement**" means the escrow agreement dated March 15, 2010 among the Corporation, the Trustee and the holders of the Seed Shares.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

“**NEX**” means the NEX board of the Exchange.

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

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

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

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

“**Person**” means a Company or individual.

“**Principal**” means:

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

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

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

(d) a “10% holder” – a Person that:

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

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

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

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

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

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

“**Pro Group**” means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"**Trustee**" means Computershare Investor Services Inc., a trust corporation having an office in the City of Vancouver, in the Province of British Columbia.

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

PROSPECTUS SUMMARY

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

The Corporation:	Silverland Capital Corp.
Business of the Corporation:	The Corporation is a CPC. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a Company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See "Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction".
Offering:	A total of 1,500,000 Common Shares are being offered and qualified under this prospectus at a price of $0.20 per Common Share. In addition, the Corporation will grant to the Agent and any sub-agents as directed by the Agent, non-transferable warrants to purchase up to 150,000 Common Shares at a price of $0.20 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange. The Agent's Warrants are qualified for distribution under this prospectus. This prospectus also qualifies for distribution the Directors' and Officers' Options to be granted at the Closing which entitle the holders to purchase an aggregate of 270,000 Common Shares at a price of $0.20 per Common Share and which options may be exercised for a period of 5 years from the date on which the Common Shares are listed on the Exchange. See "Plan of Distribution" and "Options to Purchase Securities".
Use of Proceeds:	The total net proceeds to the Corporation, accounting for total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses, will be approximately $335,000. The Corporation estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of approximately $40,000 which will reduce the total net funds available for pursuing a Qualifying Transaction to $295,000. The net funds available will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Corporation" and "Risk Factors".

Directors and Management:	Gong (Michael) Chen	-	Chief Executive Officer, President, Secretary and Director
	Feng (Frank) Jia	-	Director
	Steve Paquin	-	Chief Financial Officer and Director
	Charles Desjardins	-	Director

Gong (Michael) Chen is the Promoter of the Corporation. See "Directors, Officers and Promoter" and "Promoter".

Escrow Securities: All of the currently issued and outstanding Common Shares of the Corporation, being 1,200,000 Common Shares issued at $0.10 per Common Share, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

Risk Factors: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) per Common Share of $0.0445 or 22.25%. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

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

"Business of the Corporation", "Directors, Officers and Promoter - Conflicts of Interest ", "Capitalization", "Dilution" and "Risk Factors".

THE CORPORATION

The Corporation was incorporated on January 7, 2009, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Silverland Capital Corp."

The registered and records office of the Corporation is located at 800 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at the date hereof, the Corporation had incurred or accrued preliminary liabilities for accounting, incorporation and legal fees in the amount of $39,875. Since February 28, 2010, the Corporation has incurred expenses of $22,636. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange, the Agent's commission, the administration fee, legal fees and expenses and the fees of the securities regulatory authorities. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, the transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Corporation currently intends to primarily pursue a Qualifying Transaction in the natural resources or industrial sector but there is no assurance that these will, in fact, be the business sectors of a proposed Qualifying Transaction or of the Corporation following the Completion of the Qualifying Transaction.

The Corporation may focus on pursuing a Qualifying Transaction in the People's Republic of China but there is no assurance that this will, in fact, be the location of a proposed Qualifying Transaction or of the Corporation following the Qualifying Transaction. The Corporation anticipates reviewing companies, assets and businesses across a abroad range of industry sectors within the People's Republic of China.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

Filings and Shareholder Approval of the Qualifying Transaction

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

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

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

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

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

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

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

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

Minimum Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

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

If the Corporation has not completed a Qualifying Transaction within the time frame prescribed by the CPC Policy, it may apply for listing on NEX (the market on which former Exchange and Toronto Stock Exchange Issuers that do not meet the Minimum Listing Requirements for Tier 2 issuers may continue to trade) rather than be delisted. In order to be eligible to list on NEX the Corporation must:

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

(b) either:

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

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

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

Refusal of Qualifying Transaction

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

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

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

  (i) a Member firm of the Exchange;

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

  (iii) Associates of any such Person,

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

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

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

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

USE OF PROCEEDS

Gross Proceeds

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be $300,000. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus was $120,000. From the aggregate gross proceeds of $420,000 will be deducted the expenses and costs of this issue, including legal, accounting, audit, printing, regulatory fees and the Agent's commission, the administration fee, legal fees and expenses, estimated in the aggregate, to be approximately $85,000. The Corporation estimates that $335,000 will be available to the Corporation from the sale of Common Shares distributed by this prospectus and prior sales of Common Shares.

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

Item	Total Offering
Gross cash proceeds raised prior to this Offering (Seed Shares)[(1)]	$120,000
Expenses and costs relating to raising Seed Share proceeds	Nil[(2)]
Gross cash proceeds to be raised pursuant to this Offering	$300,000
Estimated expenses and costs relating to the Offering[(3)(4)]	($85,000)
Estimated funds available on completion of the Offering[(5)]	**$335,000**
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$40,000
Funds available for identifying and evaluating assets or business prospects[(5)(6)]	$295,000
Total Net Proceeds	**$335,000**

Notes:

(1) See "Prior Sales".

(2) No issue costs have been allocated towards the issuance of these Common Shares. See the Corporation's balance sheet as at February 28, 2010.

(3) Includes listing and filing fees, Agent's commission, administration fee, legal fees and expenses, the Corporation's legal fees, audit fees and other expenses.

(4) Pursuant to the Agency Agreement, the Agent will be paid a cash commission of 10% of the proceeds raised in the Offering, being $30,000 and the Agent will be reimbursed by the Corporation for its reasonable expenses, including legal fees, estimated at $10,000. The Corporation will also pay the Agent an administration fee of $10,000.

(5) In the event the Agent exercises the Agent's Warrants, or any portion of the Directors' and Officers' Options are exercised, there will be available to the Corporation a maximum of an additional $84,000 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(6) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $295,000 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

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

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

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

Restrictions on Use of Proceeds

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

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

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

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

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

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

(iii) equipment leases; and

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

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

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 1,500,000 Common Shares, at a price of $0.20 per Common Share for aggregate gross proceeds of $300,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive in aggregate a cash commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, or $30,000, payable on Closing. In addition, the Corporation will pay the Agent's reasonable expenses, including legal fees, estimated at $10,000 plus disbursements and taxes. The Corporation will also pay the Agent an administration fee of $10,000.

The Corporation has also agreed to grant to the Agent, and any sub-agents as directed by the Agent, non-transferable Agent's Warrants which entitle the holder to purchase up to 150,000 Common Shares at a price of $0.20 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Corporation are listed on the Exchange. The Agent's Warrants are qualified under this prospectus for distribution. Not more than 50% of the aggregate number of Common Shares which can be acquired on the exercise of the entire Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

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

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for 1,500,000 Common Shares at a price of $0.20 per share for total gross proceeds of $300,000. Under the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 30,000 Common Shares ($6,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares in the Offering, or 60,000 Common Shares ($12,000). The funds received from the Offering will be deposited with the Agent, and will not be released until proceeds of $300,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by the Agent and Persons or Companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Directors' and Officers' Options at the Closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this prospectus. The Directors' and Officers' Options entitle the holders to purchase an aggregate of 270,000 Common Shares at a price of $0.20 per Common Share and such options may be exercised for a period of 5 years from the date on which the Common Shares are listed on the Exchange. See "Plan of Distribution" and "Options to Purchase Securities".

Determination of Price

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

Listing Application

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

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

Subscriptions by and Restrictions on the Agent

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

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

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for any Common Shares of the Corporation. The aggregate number of Common Shares permitted to be owned directly or indirectly by the Agent, or any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing, is 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, the grant of the Agent's Warrants and the grant of the Directors' and Officers' Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 11-202 and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. As of the date hereof, 1,200,000 Common Shares are issued and outstanding as fully paid and non-assessable, 1,500,000 Common Shares are reserved for issuance under this prospectus, 150,000 are reserved for issuance pursuant to the Agent's Warrants and 270,000 are reserved for issuance pursuant to the Directors' and Officers' Options to be granted at the Closing. See "Plan of Distribution".

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

Preferred Shares

The Corporation is authorized to issue an unlimited number of preferred shares without par value of which, as at the date hereof, no preferred shares are issued and outstanding. Preferred shares may be issued in one or more series.

The holders of preferred shares shall be entitled, on the liquidation or dissolution of the Corporation, whether voluntary or involuntary, or on any other distribution of its assets among its shareholders for the purpose of winding up its affairs, to receive, before any distribution is made to the holders of Common Shares with respect to the repayment of capital of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, or on any other distribution of its assets among its shareholders for the purpose of winding up its affairs, the amount paid up with respect to each preferred share held by them, together with the fixed premium (if any) thereon, all accrued and unpaid cumulative dividends (if any and if preferential) thereon, which for such purpose shall be calculated as if such dividends were accruing on a day-to-day basis up to the date of such distribution, whether or not earned or declared, and all declared and unpaid non-cumulative dividends (if any and if preferential) thereon. After payment to the holders of the preferred shares of the amounts so payable to them, they shall not, as such, be entitled to share in any further distribution of the property or assets of the Corporation, except as specifically provided in the special rights and restrictions attached to any particular series. All assets remaining after payment to the holders of preferred shares as aforesaid shall be distributed rateably among the holders of the Common Shares.

Except for such rights relating to the election of directors on a default in payment of dividends as may be attached to any series of the preferred shares by the directors, holders of preferred shares shall not be entitled, as such, to receive notice of, or to attend or vote at, any general meeting of shareholders of the Corporation.

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Corporation as at the date indicated below.

Designation of Security	Amount Authorized	Amount Outstanding as of February 28, 2010(1)	Amount Outstanding as of the Date Hereof(1)	Amount Outstanding After Giving Effect to the Offering(2)(3)
Common Shares	unlimited	$120,000 (1,200,000 Common Shares)	$120,000 (1,200,000 Common Shares)	$420,000 (2,700,000 Common Shares)
Preferred shares	unlimited	Nil	Nil	Nil

Notes:

(1) As at February 28, 2010 and as of the date hereof, the Corporation had not commenced operations.

(2) The Corporation has reserved a maximum of 150,000 Common Shares at $0.20 per Common Share pursuant to the Agent's Warrants. The Corporation has also reserved a maximum of 270,000 Common Shares at $0.20 per Common Share pursuant to the Directors' and Officers' Options to be granted at the Closing. See "Plan of Distribution" and "Options to Purchase Securities".

(3) Based on the gross proceeds of the Offering of $300,000 and before deducting the Agent's commission, administration fee and expenses and the other costs of this Offering, estimated at $85,000.

OPTIONS TO PURCHASE SECURITIES

The options to purchase 270,000 Common Shares to be granted at Closing of this Offering to directors and officers (the "**Directors' and Officers' Options**") are qualified for distribution pursuant to this prospectus.

The Corporation has adopted a stock option plan, pursuant to which the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the number of issued and outstanding Common Shares. The options are exercisable for a period of up to 5 years from the date of grant, subject to earlier termination in accordance with the terms therein. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation in the event the optionee cease to be a director, officer, employee or consultant of the Resulting Issuer in connection with a Qualifying Transaction. If the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

The Directors' and Officers' Options will be granted at the Closing of the Offering, are qualified for distribution pursuant to this prospectus and are expected to be allocated on the following basis:

Optionee	Number of Common Common Shares Reserved Under Option under the Offering	Exercise Price per Common Share	Expiry Date
Gong (Michael) Chen Chief Executive Officer, President, Secretary and Director	135,000	$0.20	Five Years from the date on which the Common Shares are listed on the Exchange
Steve Paquin Chief Financial Officer and Director	40,500	$0.20	Five Years from the date on which the Common Shares are listed on the Exchange
Feng (Frank) Jia Director	81,000	$0.20	Five Years from the date on which the Common Shares are listed on the Exchange
Charles Desjardins Director	13,500	$0.20	Five Years from the date on which the Common Shares are listed on the Exchange
Total	**270,000**		

PRIOR SALES

Since the date of incorporation of the Corporation, 1,200,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
January 7, 2010	1(1)	$0.01	$0.01	Cash
January 8, 2010	50(2)	$0.10	$5	Cash
February 5, 2010	999,950(2)	$0.10	$99,995	Cash
February 5, 2010	200,000(2)(3)	$0.10	$20,000	Cash

Notes:

(1) This Seed Share was subscribed by the incorporator of the Corporation and was repurchased by the Corporation on January 8, 2010 for $0.01. This Seed Share was cancelled and the sum of $0.01 was deducted from the stated capital account of the Corporation.

(2) These Seed Shares will be held in escrow. See "Escrowed Securities".

(3) Second round of Seed Shares financing issued to an individual who is neither a director or officer of the Corporation.

ESCROWED SECURITIES

All of the 1,200,000 Common Shares issued prior to this Offering (which were issued at a price of $0.10 per Common Share) and all Common Shares that may be acquired from treasury of the Corporation by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Computershare Investor Services Inc. (previously defined as the "Trustee") under the Escrow Agreement.

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

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

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

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

Name and Municipality of Residence of Shareholder	**Number of Escrowed Common Shares**	**Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering**	**Percentage of Common Shares of the Corporation After Giving Effect to the Offering** (1)
DoubleOcean Financial Group Ltd.(2) Vancouver, British Columbia	500,000	41.7%	18.5%
Feng (Frank) Jia Coquitlam, British Columbia	300,000	25%	11.1%
Steve Paquin Vancouver, British Columbia	150,000	12.5%	5.6%
Charles Desjardins Vancouver, British Columbia	50,000	4.1%	1.9%
Da Li Beijing, China	200,000	16.7%	7.4%
Total	**1,200,000**	100%	44.5%

Notes:

(1) Assuming no Common Shares are purchased by these persons under the Offering and assuming no exercise of the Directors' and Officers' Options or the Agent's Warrants.

(2) All 500,000 Common Shares are held indirectly by Gong (Michael) Chen through DoubleOcean Financial Group Ltd., a company wholly owned by Mr. Chen. Mr. Chen is the Chief Executive Officer, President, Secretary and a Director of the Corporation.

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

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

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

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

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

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

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

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

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

Escrowed Securities on Qualifying Transaction

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

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

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for an 18 month 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 of the Corporation as at the date hereof:

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering (1)(2)
DoubleOcean Financial Group Ltd.(3) Vancouver, British Columbia	Direct	500,000	41.7%	18.5%
Feng (Frank) Jia Coquitlam, British Columbia	Direct and Beneficial	300,000	25%	11.1%
Steve Paquin Vancouver, British Columbia	Direct and Beneficial	150,000	12.5%	5.6%
Da Li Beijing, China	Direct and Beneficial	200,000	16.7%	7.4%

Notes:

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

(2) Assuming no Common Shares are purchased by these persons under the Offering, and assuming exercise of the Agent's Warrants (150,000 Common Shares) and the Directors' and Officers' Options (270,000 Common Shares), on a fully diluted basis (3,120,000 Common Shares), Gong (Michael) Chen will, directly or indirectly, hold a total of 20.4% of the issued and outstanding Common Shares, Feng (Frank) Jia will, directly or indirectly, hold 12.2% issued and outstanding Common Shares, Steve Paquin will, directly or indirectly, hold 6.1% of the issued and outstanding Common Shares and Mr. Li will hold 6.4% of the issued and outstanding Common Shares.

(3) All 500,000 Common Shares are held indirectly by Gong (Michael) Chen through DoubleOcean Financial Group Ltd., a company wholly owned by Mr. Chen. Mr. Chen is the Chief Executive Officer, President, Secretary and a Director of the Corporation.

DIRECTORS, OFFICERS AND PROMOTER

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

Gong (Michael) Chen – Port Coquitlam, British Columbia – Chief Executive Officer, President, Secretary, Director and Promoter

Mr. Chen (40) has served as a director, Chief Executive Officer, Chief Financial Officer, President and Secretary of the Corporation since January 8, 2010. Mr. Chen received his Bachelor's Degree in International Finance from Peking (Beijing) University in Beijing, China in 1992 and his Masters in Business Administration from the University of Arizona in 1997. Mr. Chen is an inactive Certified Public Accountant in the United States, with license/certificate in the States of California and Minnesota. From October 2004 to November 2006, Mr. Chen was the Chief Financial Officer of Spur Ventures Inc. (TSX-SVU). From September 2006 to present, Mr. Chen has been the President and Managing Director of DoubleOcean Financial Group Ltd., a financial advisory company headquartered in Vancouver, British Columbia, with branch offices in China and the United States. Mr. Chen has extensive experience with publicly listed companies and has acted in the capacity of director of board and/or Chief Financial Officer of multiple TSX or TSX-V listed public companies. Prior to moving to Canada, Mr. Chen worked in various financial-related positions for eight years at Honeywell International Inc. (NYSE-HON) and Goodrich Corp. (NYSE-GR) in the United States.

Mr. Chen will devote the time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Steve Paquin – Vancouver, British Columbia – Chief Financial Officer and Director

Mr. Paquin (61) has served as a director of the Corporation since January 14, 2010. Mr. Paquin received his Bachelor of Arts Degree in Economics from Simon Fraser University in British Columbia in June of 1970. Mr. Paquin has experience in the securities industry, having acted as the Manager of the Corporate Finance Department at Golden Capital Securities Ltd. from 1993 to 2007 and Manager of the Corporate Finance Department at Gateway Securities Ltd. from 2007 to 2008. Mr. Paquin is currently a director, Chief Operating Officer and Corporate Secretary of Changyu Medtech Ltd. (TSXV-CYQ).

Mr. Paquin will devote the time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Feng (Frank) Jia – Coquitlam, British Columbia – Director

Mr. Jia (44) has served as a director of the Corporation since January 14, 2010. Mr. Jia received his Bachelor’s Degree in Engineering from the Huazhong University of Science and Technology in Wuhan China in July of 1986 and his Masters Degree in Economics from Wuhan University in Wuhan China in October of 1989. Mr. Jia passed the examinations required to become licensed as an attorney in the Province of Guangdong, China in October 2003 (expired in 2008). Since September 2008, he became licensed as an attorney in the Municipality of Beijing, China. From 2003 to 2008, Mr. Jia was a licensed lawyer at the Guangdong High Seas Law Firm, in the Province of Guangdong, China, and from 2008 to present, Mr. Jia has been employed as a licensed lawyer at the Beijing LiangGao Law Firm in the Municipality of Beijing.

Mr. Jia will devote the time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Charles Desjardins – Vancouver, British Columbia – Director

Mr. Desjardins (51) has served as a director of the Corporation since January 14, 2010. Mr. Desjardins brings both mining and public company experience to the CPC process.

Mr. Desjardins has acted as president and a director of Zone Resources Inc. (TSXV-KCB) since May 2008. Mr. Desjardins has also acted as president and a director of Solitaire Minerals Corp. (TSXV-SLU) since June 2002 and North American Gem Inc. (TSXV-NAG) since June 2003, both junior mining companies listed on the Exchange. Mr. Desjardins has acted as president, chief executive officer and director of Soldi Ventures Inc. since April 2008.

Mr. Desjardins will devote the time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Other Corporate Information

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation’s system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation’s auditor. The audit committee of the Corporation currently consists of Feng (Frank) Jia, Steve Paquin and Charles Desjardins.

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

Prior to this Offering, the directors, officers and Promoter beneficially own, directly or indirectly, or have control or direction over, an aggregate of 1,000,000 Common Shares (83.3%) in the capital of the Corporation. See “Principal Shareholders”.

Gong (Michael) Chen, the Chief Executive Officer, President, Secretary, Director and the Promoter of the Corporation, beneficially owns, directly or indirectly, or has control or direction over 500,000 Common Shares (41.7%) in the capital of the Corporation as at the date hereof.

Steve Paquin, the Chief Financial Officer and Director of the Corporation beneficially owns, directly or indirectly, or has control or direction over 150,000 Common Shares (12.5%) in the capital of the Corporation as at the date hereof.

Gong (Michael) Chen as Promoter of the Corporation, will not receive anything of value, including money, property, contracts, options or rights of any kind received or to be received directly or indirectly from the Corporation, other than as specified herein.

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	**Name of Reporting Issuer**	**Market**	**Position**	**Term From – To**
Michael (Gong) Chen Chief Executive Officer, President, Secretary, Director and Promoter	Commander Resources Ltd.	Exchange	Chief Financial Officer	January 2007 to present
	OpenEC Technologies Inc.	Exchange	Director and Chief Financial Officer	September 2007 to February 2010
	Polo Biology Global Group Corporation	Exchange	Chief Financial Officer	November 2008 to February 2009
	Millrock Resources Inc.	Exchange	Chief Financial officer	August 2007 to May 2009
	Magnum Energy Inc.	Exchange	Director	June 2007 to February 2008
	Precision Assessment Technology Corporation	Toronto Stock Exchange	Chief Financial Officer	October 2007 to May 2008
	Spur Ventures Inc.	Toronto Stock Exchange	Chief Financial Officer	October 2004 to September 2006
	Wex Pharmaceuticals Inc.	Toronto Stock Exchange	Chief Financial Officer	August 2005 to December 2005
Steve Paquin Chief Financial Officer and Director	Changyu Medtech Ltd.	Exchange	Chief Operating Officer, Corporate Secretary and Director	March 2009 to present

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term From – To
	Canoel International Energy Ltd.	Exchange	Director	June 2008 to June 2009
	Qwip Systems Inc.	Exchange	Director	May 2006 to December 2006
Charles Desjardins Director	Zone Resources Inc.	Exchange	President and Director	May 2008 to present
	North American Gem Inc.	Exchange	President and Director	June 2003 to present
	Soldi Ventures Inc.	Exchange	President, Chief Executive Officer and Director	April 2008 to present
	Solitaire Minerals Corp.	Exchange	President and Director	June 2002 to present
	Yuntone Capital Inc.	Exchange	President, Chief Executive Officer and Director	May 2009 to present
	Saturn Minerals Inc.	Exchange	Director	May 2006 to June 2007

Corporate Cease Trade Orders or Bankruptcies

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

Mr. Desjardins was elected to the board of directors of Consolidated Beacon Resources Ltd. (now Zone Resources Inc.) on May 2, 2008. On May 7, 2008, trading in the securities of Consolidated Beacon Resources Ltd. was subject to a cease trade order issued by the Alberta Securities Commission for failing to file audited financial statements for the year ended December 31, 2007. On May 14, 2008, trading in the securities of Consolidated Beacon Resources was subject to a cease trade order issued by the British Columbia Securities Commission for failing to file its audited financial statements for the year ended December 31, 2007 and the Management Discussion and Analysis for the same period. On September 8, 2008, the Alberta Securities Commission revoked the cease trade order after the company filed the required records. On September 9, 2008, the British Columbia Securities Commission revoked the cease trade order after the company filed the required records.

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

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

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

 (i) salaries;
 (ii) consulting fees;
 (iii) management contract fees or directors' fees;
 (iv) finder's fees;
 (v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

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

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of $0.0445 per Common Share or 22.25% on the basis of there being 2,700,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Item	**Total Offering ($)**
Gross proceeds of prior share issues	120,000
Gross proceeds of this Offering	300,000
Total gross proceeds after this Offering	420,000
Offering price per share	0.20
Proceeds per share after this Offering	0.155
Dilution per share to subscriber	0.0445
Percentage of dilution in relation to offering price	22.25%

RISK FACTORS

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

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

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

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of $0.0445 per Common Share or 22.25%;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a "related issuer" or "connected issuer" of the Agent for the purposes of National Instrument 33-105 - Underwriting Conflicts.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Clark Wilson LLP, Vancouver, British Columbia, on behalf of the Corporation, and by Miller Thomson LLP, Vancouver, British Columbia, on behalf of the Agent.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Chang Lee LLP, Chartered Accountants, at its office at Suite 606, 815 Hornby Street, Vancouver, BC V6Z 2E6.

Computershare Investor Services Inc., at its Vancouver office located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9 is the transfer agent and registrar for the Corporation's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares at the Closing of the Offering. Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Corporation, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Corporation. See "Options to Purchase Securities", "Escrowed Securities" and "Principal Shareholders".

MATERIAL CONTRACTS

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

1. Stock Option Agreements between the Corporation and each of Gong (Michael) Chen, Feng (Frank) Jia, Steve Paquin and Charles Desjardins dated February 18, 2010.

2. Stock Option Plan adopted by the board of directors on February 18, 2010.

3. Escrow Agreement dated March 15, 2010 among the Corporation, the Trustee and those shareholders that executed such agreement. See "Escrowed Securities".

4. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated March 15, 2010 between the Corporation and the Trustee.

5. Agency Agreement dated May 7, 2010 between the Corporation and the Agent. See "Plan of Distribution".

Copies of these agreements will be available for inspection at the registered office of the Corporation located at the offices of Clark Wilson LLP, solicitors of the Corporation, located at Suite 800, 885 West Georgia Street, Vancouver, British Columbia V6C 3H1, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

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

PROMOTER

Gong (Michael) Chen is considered to be the Promoter of the Corporation in that he initiated the founding and organizing of the Corporation. See also "Prior Sales", "Principal Shareholders" and "Options to Purchase Securities".

PURCHASERS' STATUTORY RIGHTS

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Clark Wilson LLP, counsel to the Company based on the provisions of the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder (the "**Regulations**") and the proposals to amend the Tax Act and the Regulations thereunder publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided that the Common Shares are listed on a "designated stock exchange", as defined in the Tax Act, (which includes the Toronto Stock Exchange ("**TSX**") and Tiers 1 and 2 of the Exchange) on the date of the closing of the Offering, the Common Shares will on that date be qualified investments under the Tax Act and the regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans, registered disability savings plans, deferred profit sharing plans, and tax-free savings accounts, each as defined in the Tax Act (collectively, "**Deferred Plans**").

Notwithstanding that the Common Shares will, subject to the qualifications set out in the preceding paragraph, be qualified investments for a trust governed by a tax-free savings account (a "**TFSA**"), the holder of a TFSA will be subject to a penalty tax under Part XI.01 of the Tax Act if the Common Shares held in the TFSA are a "prohibited investment" for the TFSA, as defined in the Tax Act. Provided that the holder of a TFSA deals at arm's length with the Company for the purposes of the Tax Act, and the holder does not hold a "significant interest", as that term is defined in the Tax Act, in the Company or in any corporation, partnership or trust that does not deal at arm's length with the Company for the purposes of the Tax Act, the Common Shares will not be a prohibited investment for a trust governed by a TFSA. In general terms, a holder of a TFSA will have a significant interest in the Company if the TFSA, the holder, and other persons not at arm's length with the holder together, directly or indirectly, own more than 10% of the outstanding shares of any class of shares of the Company.

CHANG LEE LLP

Chartered Accountants

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AUDITORS' CONSENT

We have read the prospectus of Silverland Capital Corp. (the "Company") dated May 7, 2010 relating to the issue and sale of 1,500,000 common shares at $0.20 per share. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above mentioned prospectus of our report to the directors of the Company on the balance sheet of the Company as at February 28, 2010 and the statements of operations, comprehensive loss and deficit and cash flows for the period from January 7, 2010 (date of inception) to February 28, 2010. Our report is dated March 15, 2010, except for Note 5 which is dated May 7, 2010.

Vancouver, Canada
May 7, 2010

CHANG LEE LLP
Chartered Accountants

SILVERLAND CAPITAL CORP.
A Capital Pool Company

FINANCIAL STATEMENTS

February 28, 2010

BALANCE SHEET

STATEMENT OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT

STATEMENT OF CASH FLOWS

NOTES TO FINANCIAL STATEMENTS

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Chartered Accountants

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AUDITORS' REPORT

To the Directors and Shareholders of

Silverland Capital Corp.

We have audited the balance sheets of Silverland Capital Corp. as at February 28, 2010 and the statements of operations, comprehensive loss and deficit, accumulated other comprehensive income (loss) and cash flows for the period from January 7, 2010 (inception date) to February 28, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at February 28, 2010 and the results of its operations and its cash flows for the period then ended in accordance with Canadian generally accepted accounting principles.

CHANG LEE LLP

Chartered Accountants

Vancouver, Canada
March 15, 2010 except for Note 5
Which is dated May 7, 2010

SILVERLAND CAPITAL CORP.
(A Capital Pool Company)

BALANCE SHEET
AS AT February 28,

		2010
ASSETS		
Current		
Cash and cash equivalents	$	119,960
	$	119,960
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	$	17,239
Shareholders' Equity		
Share capital (Note 3)		120,000
Share subscription receivable		(40)
Deficit		(17,239)
Total Stockholders' Equity		102,721
	$	119,960

Nature of Operations and Going Concern (Note 1)
Subsequent Events (Note 5)

On behalf of the Board:

/s/ "Michael Chen"	Director	*/s/ "Steve Paquin"*	Director
Gong (Michael) Chen		Steve Paquin	

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

SILVERLAND CAPITAL CORP.
(A Capital Pool Company)

STATEMENT OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT
FOR THE PERIOD FROM January 7, 2010 (INCEPTION) TO February 28, 2010

		2010
Expenses		
Filing fees	$	4,110
Legal expenses		13,129
Net loss and comprehensive loss for the period		(17,239)
Deficit, beginning of period		-
Deficit, end of period	$	(17,239)
Basic and diluted loss per share	$	(0.03)
Weighted average number of common shares outstanding – basic and diluted		530,796

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

SILVERLAND CAPITAL CORP.
(A Capital Pool Company)

STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM January 7 2010 (INCEPTION) TO February 28, 2010

		2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss for the period	**$**	**(17,239)**
Changes in non-cash operating working capital:		
Accounts payable and accrued liabilities		**17,239**
Net cash flows used in operating activities		**-**
CASH FLOWS FROM FINANCING ACTIVITIES:		
Shares issued for cash		**119,960**
INCREASE IN CASH AND CASH EQUIVALENTS		**119,960**
Cash and cash equivalents, beginning of period		**-**
Cash and cash equivalents, end of period	**$**	**119,960**
Supplemental disclosure with respect to cash flow		
Interest paid in cash	**$**	**-**
Income tax paid in cash	**$**	**-**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

The Company was incorporated on January 7, 2010 under the *Business Corporations Act* (British Columbia) and is a Capital Pool Company as defined by Policy 2.4 (the "CPC Policy") of the TSX Venture Exchange (the "Exchange").

The Company's principal business activity is to identify and evaluate business opportunities with the objective of completing a qualifying transaction (a "Qualifying Transaction") under Exchange rules. Under these rules, a Qualifying Transaction must be entered into within 24 months of listing. As at the date of these financial statements, the Company is not yet listed on the Exchange.

The Company has not generated any revenues and has incurred losses of $17,239 since inception. In view of these conditions, the ability of the Company to continue as a going concern depends upon the injection of a successful project, achieving a profitable level of operations and also on the ability of the Company to obtain necessary financing to fund ongoing operations. The Company's ability to achieve these objectives cannot be determined at this time.

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's continuing operations as intended are dependent upon the Company's ability to identify, evaluate and negotiate the acquisition of an interest in properties, assets or a business, which is considered a Qualifying Transaction. Such an acquisition will be subject to regulatory approval and may be also subject to shareholder approval. In the case of a non-arm's length transaction (as defined in the CPC Policy) a majority of the minority shareholder approval must also be obtained in accordance with the CPC Policy. Should the Company fail to complete such a transaction within the timeline stipulated in the CPC Policy, its ability to raise sufficient financing to maintain operations may be impaired and accordingly the Company may be unable to realize on the carrying value of its net assets.

2. SIGNIFICANT ACCOUNTING POLICIES

Estimates, Assumptions and Measurement Uncertainty

The preparation of financial statements in conformity with Canadian GAAP 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 period. Actual results could differ from those estimates. Areas requiring significant management estimates relate to the expected tax rates for future income tax recoveries. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in estimates in future periods could be significant.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. The cash and cash equivalents were $119,960 as at February 28, 2010.

Under the CPC Policy, the proceeds raised from the issuance of the share capital by the Company may only be used to identify and evaluate assets or businesses for future investments, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of the Qualifying Transaction by the Company as defined under the policies of the Exchange.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Earnings (Loss) Per Share

Basic earnings (loss) per share are calculated using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares were exercised or converted to common shares using the treasury method. The treasury method assumes that proceeds received from the exercise of stock options and warrants are used to repurchase common shares at the prevailing market rate. Diluted loss per share is equal to the basic loss per share as there were no dilutive securities as at February 28, 2010.

Corporate Transaction Costs

The Company adopted Emerging Issues Committee (EIC) 94, "Accounting for Corporate Transaction Costs" and recorded the costs incurred in connection with the proposed corporate transaction eligible for deferral as a non-current deferred charge.

Income Taxes

The Company accounts for income taxes using the asset and liability method, whereby future tax assets and liabilities are recognized for the future income tax consequences attributable to differences between the carrying values of the asset and liabilities and their respective income tax bases. Future income tax assets and liabilities are measured using substantively enacted income tax rates expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled. The effect on future income taxes and liabilities of a change in rates is included in operations in the period that includes the substantive enactment date. To the extent that the Company does not consider it more likely than not that a future income tax asset will be recovered, it provides a valuation allowance against the excess.

Comprehensive Income

Comprehensive income is the overall change in the net assets of the Company for a period, other than changes attributable to transactions with shareholders. It is made up of net income and other comprehensive income. The historical make up of net income has not changed. Other comprehensive income includes gains or losses, which generally accepted accounting principles requires be recognizing in a period, but excluding from net income for that period. The Company has no other comprehensive income during the period ended February 28, 2010.

Financial Instruments

CICA Handbook Section 3855, 3862 and 3863 set out criteria for the recognition, measurement, disclosure and presentation of financial instruments. These standards require all financial instruments within its scope, including derivatives, to be included on a Company's balance sheet and measured either at fair value or, in certain circumstances when fair value may not be considered and most relevant, at cost or amortized cost. Changes in fair value are to be recognized in the statements of operations and comprehensive income.

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

The Company classifies its cash and cash equivalents as held-for-trading and accounts payable and accrued liabilities as other financial liabilities.

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

Fair value estimates are made at the balance sheet date, based on relevant market information and other information about the financial instruments. Fair values are determined directly by reference to published price quotations in an active market, when available, or by using a valuation technique that uses inputs observed from the markets.

a) Credit Risk
Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to its cash balances. The Company manages its credit risk on bank deposits by holding deposits in high credit quality banking institutions in Canada. Management believes that the credit risk with respect to receivables is remote.

b) Liquidity Risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient capital to meet liabilities when due after taking into account the Company's holdings of cash that might be raised from equity financings. As at February 28, 2010, the Company had a cash balance of $119,960 and current liabilities of $17,239. All of the Company's accounts payable and accrued liabilities have contractual maturities of less than 60 days and are subject to normal trade terms. The Company believes that these sources will be sufficient to cover the expected short and long term cash requirements.

c) Interest Rate Risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. With respect to financial assets, the Company intends to invest cash in cash equivalents to generate interest income in order to maintain liquidity.

Capital Disclosures

The Company manages its capital, consisting of shareholders' equity, in a manner consistent with the risk characteristics of the assets it holds. All sources of financing are analyzed by management and approved by the board of directors.

The Company's objectives when managing capital are:

a) to safeguard the Company's ability to continue as a going concern;
b) to facilitate the completion of a Qualifying Transaction.

The Company is meeting its objective of managing capital through its detailed review and performance of due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to ensure an adequate amount of liquidity and monthly review of financial results. As disclosed previously, there are restrictions on the use of cash.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

New Accounting Pronouncements

In January 2009, the CICA issued Section 1582 "Business Combinations" to replace Section 1581. Prospective application of the standard is effective January 1, 2011, with early adoption permitted. This new standard effectively harmonizes the business combinations standard under Canadian GAAP with International Financial Reporting Standards ("IFRS"). The new standard revises guidance on the determination of the carrying amount of the assets acquired and liabilities assumed, goodwill and accounting for non-controlling interests at the time of a business combination.

The CICA concurrently issued Section 1601 "Consolidated Financial Statements" and Section 1602 "Non-Controlling Interests" which replace Section 1600 "Consolidated Financial Statements. Section 1601 provides revised guidance on the preparation of consolidated financial statements and Section 1602 addresses accounting for non-controlling interests in consolidated financial statements subsequent to a business combination. These standards are effective January 1, 2011, unless they are early adopted at the same time as Section 1582 "Business Combinations". This new section will only have an impact on the Company's financial statement for future acquisitions upon completion of its Qualifying Transaction.

On February 13, 2008, Canada's Accounting Standard Board confirmed January 1, 2011 as the effective date for complete convergence of Canadian GAAP to International Financial Reporting Standards ("IFRS"). The official changeover date will apply for interim and financial statements relating to fiscal years beginning on or after January 1, 2011. The Company has determined that the key elements of this IFRS changeover on the Company will be in the areas of accounting for accounting for share capital including stock options and warrant valuations and general IFRS disclosure requirements. The Company is currently assessing the specific impact on the Company's financial reporting and developing an implementation timetable.

3. SHARE CAPITAL

a) Authorized: Unlimited common shares with no par value
Unlimited preferred shares with no par value

b) Issued and Outstanding: 1,200,000 common shares

Preferred shares – Nil

3. SHARE CAPITAL (continued)

b) Issued and Outstanding: (continued)

Common shares:

	Number of Shares	Share Capital
Opening balance, January 7, 2010	-	$ -
Transactions during the period:		
Share issued for cash at $0.01 per share	1	0.01
Repurchased by the Company	(1)	(0.01)
Shares issued for cash at $0.10 per share	1,200,000	120,000
Balance, January 31, 2010	1,200,000	$ 120,000

During the period ending February 28, 2010, the Company issued 1,200,000 common shares at $0.10 per share for total proceeds of $120,000, of which $40 was receivable as of the date of this report.

The Company issued 1 incorporator's share for $0.01 on January 7, 2010, which was repurchased and cancelled by the Company on January 8, 2010 for $0.01.

c) Escrow Shares

All of the common shares of the Company issued at less than $0.20 per common share (being the proposed price of the common shares sold pursuant to the Company's initial public offering as a Capital Pool Company), being the 1,200,000 common shares issued at $0.10 per common share, will be deposited in escrow pursuant to the terms of the Escrow Agreement, the form of which is prescribed by the Exchange, and will be released from escrow in stages over a period of up to three years after the date of Final Exchange Bulletin (issued for the completion of the Qualifying Transaction).

In the event the Company becomes a Tier 2 issuer in accordance with the policies of the Exchange, the release of the common shares in escrow is as follows:

Release Dates	Percentage of Total Escrowed Securities to be Released	Total number of Escrowed Securities to be Released
Date of Final Exchange Bulletin	10%	120,000
6 months following the Final Exchange Bulletin	15%	180,000
12 months following the Final Exchange Bulletin	15%	180,000
18 months following the Final Exchange Bulletin	15%	180,000
24 months following the Final Exchange Bulletin	15%	180,000
30 months following the Final Exchange Bulletin	15%	180,000
36 months following the Final Exchange Bulletin	15%	180,000
TOTAL	100%	1,200,000

3. SHARE CAPITAL (continued)

c) Escrow Shares: (continued)

In the event the Company becomes a Tier 1 issuer in accordance with the policies of the Exchange, the release of the common shares in escrow is as follows:

Release Dates	Percentage of Total Escrowed Securities to be Released	Total number of Escrowed Securities to be Released
Date of Final Exchange Bulletin	25%	300,000
6 months following the Final Exchange Bulletin	25%	300,000
12 months following the Final Exchange Bulletin	25%	300,000
18 months following the Final Exchange Bulletin	25%	300,000
TOTAL	100%	1,200,000

d) Stock Options

The Company has reserved 270,000 share options at the exercise price of $0.20 per share for the Directors and Officers of the Company. The option can be granted for a maximum term of 5 years from the date of listing of the Company's common shares on the Exchange.

4. INCOME TAXES

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

		February 28, 2010
Loss before income taxes	$	17,239
Income tax recovery at statutory rates of 13.5%		2,300
Unrecognized benefits of capital losses		(2,300)
Total income tax recovery	$	-

Details of future income tax assets are as follows:

		February 28, 2010
Future income tax assets:		
Non-capital losses available for future periods	$	2,300
Valuation allowance		(2,300)
Net future income tax assets	$	-

The Company has non-capital losses of approximately $17,239, which may be carried forward and applied against taxable income in future years. If not utilized, the non-capital losses would expire in 2030. The benefits of these losses have not been reflected in these financial statements and have been offset by a valuation allowance since the Company cannot be assured that it is more likely than not that such benefit will be utilized in future years.

5. SUBSEQUENT EVENT

As at the date of these financial statements, the Company is in the process of preparing and filing a preliminary prospectus with the British Columbia and Alberta Securities Commission(s) to qualify the offering of up to 1,500,000 common shares of the Company at $0.20 per share as an initial public offering of securities (the "IPO"). On May 7, 2010, the Company entered into an agency agreement with Canaccord Financial Ltd .(the "Agent") pursuant to which the Agent agrees to provide public financing for the Company on a commercially reasonable basis. The Agent will receive a cash commission of 10% of the gross proceeds raised under the IPO, be paid an administration fee of $10,000 plus GST and be issued Agent's warrants to acquire common shares in an amount equal to 10% of common shares raised under the IPO, each agent's warrant exercisable at $0.20 per share for a period of 24 months from the date the common shares commence trading on the Exchange (the "Listing Date"). The Company also paid $10,000 to the Agent to cover the Agent's expenses.

The Company has adopted an incentive stock option plan in accordance with the policies of the TSX Venture Exchange (the "Stock Option Plan") which provides that the Board of Directors ("Board") of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company options to purchase common shares, provided that the number of shares reserved for the issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding common shares, exercisable for a period and the exercise price to be determined by the Board at the time the option is granted.

DATE: May 7, 2010

CERTIFICATE OF THE CORPORATION

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

/s/ "Gong (Michael) Chen"

Gong (Michael) Chen
Chief Executive Officer, President, Secretary and Director

/s/ "Steve Paquin"

Steve Paquin
Chief Financial Officer and Director

ON BEHALF OF THE BOARD

/s/ "Feng (Frank) Jia"
Feng (Frank) Jia
Director

/s/ "Charles Desjardins"
Charles Desjardins
Director

CERTIFICATE OF THE PROMOTER

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

/s/ "Gong (Michael) Chen"
Gong (Michael) Chen
Chief Executive Officer, President, Secretary and Director

DATE: May 7, 2010

CERTIFICATE OF THE AGENT

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

CANACCORD FINANCIAL LTD.

Per: */s/ "Ali Hakimzadeh"*
Director, Investment Banking