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

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.

AMENDED AND RESTATED PRELIMINARY PROSPECTUS DATED AUGUST 23, 2010, AMENDING AND RESTATING PRELIMINARY PROSPECTUS DATED JUNE 22, 2010

Initial Public Offering **August 23, 2010**

HT CAPITAL INC.

(a capital pool company)

OFFERING: $200,000 (2,000,000 COMMON SHARES)
PRICE: $0.10 PER COMMON SHARE

HT Capital Inc. (the "**Corporation**") hereby qualifies for distribution, through its agent, Bolder Investment Partners, Ltd. (the "**Agent**"), 2,000,000 common shares in the share capital of the Corporation (the "**Common Shares**") for aggregate gross proceeds of $200,000 (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 "**TSX-V**") 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 the TSX-V's 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 (as hereafter defined), the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

	Common Shares	Price to Public	Agent's Commission(1)	Net Proceeds to the Corporation(2)
Per Common Share	1	$0.10	$0.01	$0.09
Total Offering	2,000,000	$200,000	$20,000	$180,000

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent will also be paid a non-refundable work fee of $10,000 plus applicable taxes and will be reimbursed by the Corporation for its reasonable expenses, including legal fees plus disbursements. As at the date hereof, the Corporation has paid to the Agent a $5,000 retainer for legal fees and other expenses. In addition, the Agent will be granted the Agent's Warrant (as hereafter defined) to purchase up to 200,000 Common Shares at an exercise price of $0.10 per Common Share. The Agent's Warrant is exercisable for a period of 24 months from the day the Common Shares are listed on the TSX-V. The Agent's Warrant is qualified for distribution under this prospectus. See "*Plan of Distribution - Agency Agreement and Agent's Compensation*".

(2) Before deducting the costs of this issue estimated at $77,761 which includes legal and audit fees and other expenses of the Corporation, the Agent's work fee, legal fees and the listing fee payable to the TSX-V and filing fees payable to the Commissions (as hereafter defined). See "*Use of Proceeds*".

This Offering is made on a "commercially reasonable efforts" basis by the Agent and is subject to the completion of a minimum subscription of 2,000,000 Common Shares for total gross proceeds to the Corporation of $200,000. 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 (the "**Agency Agreement**") between the Corporation and the Agent (see "*Plan of Distribution*"). 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 regulatory authorities and the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to investors without interest or deduction, unless the investors have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and any sub-agents will be granted a non-transferable option (the "**Agent's Warrant**") to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share, which may be exercised for a period of 24 months from the day the Common Shares are listed on the TSX-V. The Agent's Warrant is qualified for distribution under this prospectus. See "*Plan of Distribution – Agency Agreement and Agent's Compensation*".

This prospectus also qualifies for distribution options to be granted to directors and officers of the Corporation (the "**Directors' and Officers' Options**") at the closing (the "**Closing**") of the Offering. The Directors' and Officers' Options will entitle the holders to purchase an aggregate of up to 630,000 Common Shares at an exercise price of $0.10 per Common Share and such options may be exercised for a period of five years from the date of grant.

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

There is no market through which the securities may be sold and purchasers may not be able to resell securities purchased under this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "*Risk Factors*". The Corporation has applied to list its Common Shares on the TSX-V. Listing will be subject to the Corporation fulfilling all the listing requirements of the TSX-V.

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 or list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace or a marketplace outside of 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*".

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 40,000 Common Shares ($4,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates (as hereafter defined) or Affiliates (as hereafter defined) of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 80,000 Common Shares ($8,000).

The Agent conditionally offers the Common Shares on a "commercially reasonable efforts" agency basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by Jensen Lunny MacInnes Law Corporation, Vancouver, British Columbia, on behalf of the Corporation, and by McCullough O'Connor Irwin LLP, Vancouver, British Columbia, on behalf of the Agent.

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.

Bolder Investment Partners, Ltd.
Suite 800, 1450 Creekside Drive
Vancouver, British Columbia, V6J 5B3
Telephone: (604) 714-2300
Facsimile: (604) 714-2301

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GLOSSARY

The following is a glossary of terms and abbreviations used frequently throughout this prospectus.

"**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 August ●, 2010 between the Corporation and the Agent.

"**Agent**" means Bolder Investment Partners, Ltd., and includes any successor company to or of the Agent.

"**Agent's Warrant**" means the non-transferable warrant to be granted by the Corporation to the Agent and any sub-agents entitling the Agent and any sub-agents to purchase up to 200,000 Common Shares at an exercise price of $0.10 per Common Share for a period of 24 months from the day the Common Shares are listed on the TSX-V.

"**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 TSX-V acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non Arm's Length Parties to the CPC or the Non Arm's Length Parties to the Qualifying Transaction.

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

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

(b) any partner of the Person;

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

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

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

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

but

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

"**Board of Directors**" means the board of directors of the Corporation.

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

"**Commissions**" means, collectively, 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 TSX-V.

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

"**Corporation**" means HT Capital Inc., a corporation incorporated under the *Business Corporations Act* (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 TSX-V.

"**Directors' and Officers' Options**" means options to be granted at the Closing to directors and officers of the Corporation, which options will entitle the holders to purchase an aggregate of up to 630,000 Common Shares at an exercise price of $0.10 per Common Share and which options may be exercised for a period of 5 years from the date of grant.

"**Eligible Charitable Organization**" means:

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

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

"**Escrow Agreement**" means the escrow agreement dated July 21, 2010 among the Corporation, the Trustee and the founding shareholders of the Corporation.

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

"I**nitial 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 TSX-V.

"**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 a 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 TSX-V and, as the context requires, any applicant company seeking a listing of its securities on the TSX-V.

"**Listing Date**" means the day that the Common Shares are listed for trading on the TSX-V.

"**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 TSX-V under the TSX-V requirements.

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

"**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 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; or

(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.

"**Pro Group**" means:

(a) subject to subparagraphs (b), (c) and (d), "Pro Group" will 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 TSX-V may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the TSX-V determines that the Person is not acting at arm's length to the Member;

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

(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.

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

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

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

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

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

"**Seed 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.

"**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 Initial Listing Requirements.

"**Sponsor**" means a Member that meets the criteria specified in TSX-V 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 TSX-V policies.

"**Sponsor Report**" means the report to be provided to the TSX-V 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.

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

"**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: HT Capital Inc.

Business of the Corporation: The Corporation is a CPC. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See "*Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction*".

Offering: A total of 2,000,000 Common Shares are being offered and qualified under this prospectus at a price of $0.10 per Common Share. In addition, the Corporation will grant to the Agent and any sub-agents the Agent's Warrant to purchase up to 200,000 Common Shares at an exercise price of $0.10 per Common Share, exercisable for a period of 24 months from the day the Common Shares are listed on the TSX-V. The Agent's Warrant is qualified for distribution under this prospectus.

This prospectus also qualifies for distribution the Directors' and Officers' Options to be granted at the Closing which will entitle the holders to purchase an aggregate of up to 630,000 Common Shares at a price of $0.10 per Common Share and which options may be exercised for a period of 5 years from the date of grant. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Use of Proceeds: The total net proceeds to the Corporation, accounting for total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses and other expenses of the Corporation, will be approximately $336,175. The Corporation estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of approximately $35,000 which will reduce the total net funds available for pursuing a Qualifying Transaction to $301,175. The net funds available will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*".

Directors and Management: The following are the directors and officers of the Corporation:

Terry Tang	President, Chief Executive Officer, Corporate Secretary and Director
Martin Bajic	Chief Financial Officer and Director
Douglas Reeson	Director
Tyrone Docherty	Director

Terry Tang is the Promoter of the Corporation. See "*Directors, Officers and Promoter*" and “*Promoter*”.

Escrowed Securities: 4,300,000 Common Shares of the Corporation issued at $0.05 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 $0.0341 or 34.10%. There can be no assurance that an active and liquid market for the Corporation’s Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

The full name of the Corporation is "HT Capital Inc.". The Corporation was incorporated on January 25, 2010, under the laws of the Province of British Columbia.

The registered and records office of the Corporation is located at Suite 2550 - 555 West Hastings Street, Vancouver, British Columbia, V6B 4N5. The head office of the Corporation is located at Suite 918 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at the date of this prospectus, the Company has incurred business expenses and costs relating to the Offering of approximately $33,761. Certain proceeds from the Offering will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor, legal counsel and the Agent's legal counsel, the fees of the TSX-V, the Agent's commission, work fee 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 TSX-V and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy.

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 TSX-V, 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 must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying

Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the TSX-V generally will halt trading in the Corporation's Common Shares until the filing requirements of the TSX-V 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 will be required to submit for review to the TSX-V either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with TSX-V 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 TSX-V. Upon acceptance by the TSX-V, 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 TSX-V, the Corporation will also be required to retain a Sponsor, who must be a Member of the TSX-V, and who will be required to submit to the TSX-V a Sponsor Report prepared in accordance with the policies of the TSX-V. The Corporation will no longer be considered to be a CPC upon the TSX-V having issued the Final Exchange Bulletin. The TSX-V will generally not issue the Final Exchange Bulletin until the TSX-V 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 TSX-V 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.

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

The TSX-V 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 TSX-V have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or, if applicable, declarations, for all individuals who may be directors, senior officers, Promoters, or Insiders of the Resulting Issuer must be filed with the TSX-V and any preliminary background searches that the TSX-V considers necessary or advisable, must also be completed, before the trading halt will be lifted by the TSX-V.

Even if all filing requirements have been satisfied and preliminary background checks completed, the TSX-V 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 TSX-V that the halt should be reinstated or continued.

A trading halt may also be imposed by the TSX-V 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 TSX-V may suspend from trading or delist the Common Shares where the TSX-V 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 are delisted by the TSX-V, within 90 days from the date of such delisting, the Corporation will wind up and will make a *pro rata* distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non Arm's Length Parties to the Corporation, determine to deal with the Issuer or its remaining assets in some other manner. See "*Business of the Corporation – Filings and Shareholder Approval of the Qualifying Transaction*".

If the Corporation has not completed a Qualifying Transaction within the time frame prescribed by the CPC Policy, it may apply for listing on NEX (the market on which former TSX-V and Toronto Stock Exchange Issuers that do not meet the minimum 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 TSX-V; 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 TSX-V, in its sole discretion, may not accept a Qualifying Transaction where:

(a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the TSX-V;

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

(i) a Member firm of the TSX-V;

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

(iii) Associates of any such person,

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The 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)	$215,000
Expenses and costs relating to raising Seed Share proceeds	($0)(2)
Gross cash proceeds to be raised pursuant to this Offering	$200,000
Estimated Expenses and costs relating to the Offering(3)	($97,761)
Estimated funds available on completion of the Offering(4)	**$317,239**
Funds available for identifying and evaluating assets or business prospects(5)	282,239
Estimated general and administrative expenses until Completion of a Qualifying Transaction	35,000
Total Net Proceeds	**$317,239**

Notes:

(1) See "*Prior Sales*".

(2) No issue costs have been allocated towards the issuance of these shares. See the Corporation's balance sheet as at June 30, 2010.

(3) Includes: (i) listing and filing fees; (ii) the Agent's commission, work fee, legal fees and other expenses; and (iii) the Corporation's legal fees, audit fees and other expenses. Of these costs and expenses, approximately $33,761 has been incurred to date.

(4) In the event the Agent exercises the Agent's Warrant, or any portion of the Directors' and Officers' Options are exercised, there will be available to the Corporation a maximum of an additional $83,000 which will be added to the working capital of the Corporation. There is no assurance that any of these warrants or options will be exercised.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $301,175 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

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

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

In addition, with the prior acceptance of the TSX-V, 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 TSX-V.

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 TSX-V is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the TSX-V 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 $5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale to the public on a "commercially reasonable efforts" basis 2,000,000 Common Shares at a price of $0.10 per Common Share for aggregate gross proceeds of $200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission equal to 10% of the aggregate gross proceeds from the sale of the Common Shares pursuant to the Offering. In addition, the Corporation will pay the Agent a non-refundable work fee of $10,000 (plus applicable taxes), will pay the Agent's legal fees, estimated at $7,500 plus disbursements and taxes, and will pay any other reasonable expenses of the Agent. As at the date hereof, the Corporation has paid to the Agent a $5,000 retainer for legal fees and other expenses.

The Corporation has also agreed to grant to the Agent, and any subagents, as directed by the Agent, a non-transferable Agent's Warrant which entitles the Agent and any sub-agents to purchase up to 200,000 Common Shares at an exercise price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the TSX-V. The Agent's Warrant is qualified under this prospectus for distribution. Not more than 50% of the Common Shares received on the exercise of the Agent's Warrant 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 2,000,000 Common Shares at a price of $0.10 per share for total gross proceeds of $200,000. 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 40,000 Common Shares ($4,000). In addition, the maximum number of Common Shares permitted to be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares in the Offering, or 80,000 Common Shares ($8,000). The funds received from the Offering will be deposited with the Agent, and will not be released until proceeds of $200,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by 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, which will entitle the holders to purchase an aggregate of up to 630,000 Common Shares at a price of $0.10 per Common Share for a period of 5 years from the date of grant, in accordance with the policies of the TSX-V. The Directors' and Officers' Options are qualified for distribution pursuant to this prospectus. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Determination of Price

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

Listing Application

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

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 or list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of 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 exclusive of Common Shares reserved for issuance at a future date. The TSX-V 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 TSX-V hold period and the securities certificate(s) legended accordingly, as prescribed by TSX-V 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 Common Shares.

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, the grant of the Agent's Warrant 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 – *Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading on the TSX-V, except subject to prior acceptance of the TSX-V, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, 4,300,000 Common Shares are issued and outstanding as fully paid and non-assessable, 2,000,000 Common Shares are reserved for issuance under this prospectus, 200,000 Common Shares are reserved for issuance pursuant to the Agent's Warrant and 630,000 Common Shares are reserved for issuance pursuant to the Directors' and Officers' Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

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

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of June 30, 2010 (1)	Amount Outstanding as of the Date Hereof (1)	Amount Outstanding After Giving Effect to the Offering (2)(3)
Common Shares	unlimited	$215,000 (4,300,000 Common Shares)	$215,000 (4,300,000 Common Shares)	$415,000 (6,300,000 Common Shares)

Notes:

(1) As at June 30, 2010 and as of the date hereof, the Corporation has not commenced commercial operations.

(2) The Corporation has reserved a maximum of 200,000 Common Shares at $0.10 per share pursuant to the Agent's Warrant. The Corporation has also reserved a maximum of 630,000 Common Shares at $0.10 per share pursuant to the Directors' and Officers' Options to be granted at the Closing. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

(3) Based on the gross proceeds of the Offering of $200,000 and before deducting the Agent's commission, fees and expenses and the other costs of this Offering, estimated at $77,761.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan (the "**Option Plan**") which provides that the Board of Directors may from time to time, in its discretion, and in accordance with TSX-V 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 issued and outstanding Common Shares and prior to the Completion of the Qualifying Transaction, the number of Common Shares reserved for issuance will not exceed 630,000. Pursuant to TSX-V requirements, no options will be granted to employees under the Option Plan until after the Final Exchange Bulletin has been issued. Options may be exercisable for a maximum period of ten years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. In the event an optionee is terminated for cause, any outstanding options granted to such optionee will be automatically terminated on the date of cessation of the optionee's position with the Corporation. In the event an optionee retires, resigns or is terminated for other than cause, any outstanding options granted to such optionee may be exercised for a period of 90 days (or until the normal expiry date of the options, if earlier) following cessation of the optionee's position with the Corporation. In the event an optionee becomes disabled and is unable to continue in their position with the Corporation, any outstanding options granted to such optionee may be exercised for a period of 90 days (or until the normal exipry date of the options, if earlier) following cessation of the optionee's position with the Corporation due to the disability. In the event of death of an optionee, any outstanding options granted to such optionee 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*").

As at the date hereof, the Corporation has reserved 630,000 Common Shares pursuant to the Directors' and Officers' Options. The Directors' and Officers' Options will be granted at the Closing, are qualified for distribution pursuant to this prospectus and are expected to be allocated on the following basis:

Optionee	**Number of Common Shares Reserved Under Option on Completion of the Offering**	**Exercise Price**	**Expiry Date**
Terry Tang	300,000	$0.10	five years from the date of grant
Martin Bajic	110,000	$0.10	five years from the date of grant
Tyrone Docherty	110,000	$0.10	five years from the date of grant
Douglas Reeson	110,000	$0.10	five years from the date of grant
Total	**630,000**		

PRIOR SALES

Since the date of incorporation of the Corporation, 4,300,000 Common Shares have been issued as follows:

Date	**Number of Common Shares**	**Issue Price Per Share**	**Aggregate Issue Price**	**Consideration Received**
Jan 25, 2010	1(1)	$0.05	$0.05	Cash
Feb 10, 20108	1,599,999(1)	$0.05	$79,999.95	Cash
Mar 5, 2010	900,000(1)	$0.05	$45,000	Cash
Mar 31, 2010	2,100,000(1)	$0.05	$105,000	Cash
Apr 1, 2010	200,000(1)	$0.05	$10,000	Cash
Apr 21, 2010	(500,000)(2)	($0.05)	($25,000)	n/a

Notes:

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

(2) These Common Shares were issued by the Corporation on March 5, 2010 and were subsequently re-purchased at the original purchase price and then returned to treasury and cancelled.

ESCROWED SECURITIES

4,300,000 of the Common Shares which were issued prior to this Offering at a price of $0.05 per Common Share, all Common Shares that may be acquired from treasury of the Corporation by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the 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 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 TSX-V, 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)
Proglobe Capital Inc.(2) Vancouver, BC	2,000,000	46.51%	31.75%
Martin Bajic Burnaby, BC	900,000	20.93%	14.29%
Terry Tang Vancouver, BC	600,000	13.95%	9.52%
Douglas Reeson Toronto, Ontario	400,000	9.30%	6.35%
Tyrone Docherty Delta, BC	200,000	4.65%	3.17%
Joanne Yan Vancouver, BC	200,000	4.65%	3.17%
Total	**4,300,000**	**100.00%**	**68.25%**

Note:
(1) Assuming no Common Shares are purchased by these persons under the Offering and assuming no exercise of any Directors' and Officers' Options or the Agent's Warrant.
(2) Proglobe Capital Inc. is owned 100% by Terry Tang, a director and officer of the Corporation.

Where the Common Shares which are required to be held in escrow are held by a non-individual (a "**holding company**"), each holding company pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the TSX-V. Any holding company must sign an undertaking to the TSX-V 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 TSX-V 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 TSX-V's Tier 1 Initial 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 TSX-V for listing as a Tier 1 Issuer and the TSX-V has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the TSX-V.

The TSX-V's prior consent must be obtained before a transfer within escrow of escrowed Common Shares. Generally, the TSX-V 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 TSX-V 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 TSX-V, or securities that are otherwise determined by the TSX-V 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, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 Issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 5% of the escrowed securities being 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.

Escrowed Securities on Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering (1)(2)
Terry Tang Vancouver, BC	Direct & Indirect(3)	2,600,000(3)	60.47%	41.27%
Martin Bajic Burnaby, BC	Direct	900,000	20.93%	14.29%

Notes:

(1) Assuming that no Common Shares are purchased by this person under the Offering.

(2) On a fully diluted basis, assuming the exercise of the Agent's Warrant and the Directors' and Officers' Options, after giving effect to the Offering.

(3) 600,000 Common Shares are owned directly by Terry Tang, a director and officer of the Corporation, and 2,000,000 Common Shares are owned by Proglobe Capital Inc., a private company wholly-owned by Terry Tang.

DIRECTORS, OFFICERS AND PROMOTERS

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

Terry Tang - Vancouver, British Columbia – President, Chief Executive Officer, Corporate Secretary, Director & Promoter

Mr. Tang, age 43, is the President, Chief Executive Officer, corporate secretary and a director of the Corporation. Mr. Tang is the person responsible for founding the Corporation and is also the promoter of the Corporation. Mr. Tang has been a self-employed business consultant since November 2006, with a focus on providing financial consulting services to Chinese companies that are in the process of raising funds and going public. Mr. Tang has obtained a Certificate (Canadian Securities Course and CPH Course) and a Certificate (Canadian Options Course) from the Canadian Securities Institute and a Certificate (Modern Programming Methods) from the University of Waterloo. Mr. Tang has experience in the investment business having worked as a licensed investment advisor with BMO Nesbitt Burns from 1996 - 1998. Mr. Tang was the Executive Director for McSport Ltd. in China (April 2000 – March 2003) and thereafter a partner with Power Capital Corp., in its China operations (April 2003 – October 2006), where he provided financial advice to Chinese companies and assisted them in corporate finance and in going public overseas. In addition to his consulting business, Mr. Tang currently also works part-time as a sales representative at Telco Management (since November 2006). Mr. Tang speaks several Chinese dialects and is responsible for the day to day operations of the Corporation.

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

Martin Bajic, C.A. – Burnaby, British Columbia – Chief Financial Officer and Director

Mr. Bajic, age 34, is the Chief Financial Officer and a director of the Corporation. Mr. Bajic obtained his Bachelor of Arts with a Diploma in Accounting from the University of British Columbia in 2001, and his Chartered Accountant designation in British Columbia in 2004. Previously, Mr. Bajic spent eight years at a medium sized accounting firm in British Columbia providing auditing services to publicly reporting entities. Mr. Bajic is currently involved as: the Chief Financial Officer (since July 2009) and a director (since January 2008) of Providence Capital Corp., a public resource company whose shares trade on the TSX-V; and the Chief Financial Officer (since December 2008) and a director (since July 2008) of MetroBridge Networks International Inc., public company whose shares trade on the TSX-V. Previously, Mr. Bajic was also the Chief Financial Officer and a director of Syracuse Capital Corp. (August 2007 – May 2009), a public company whose shares traded at the time on the TSX-V; the Chief Financial Officer of Mabcure Inc. (March 2008 – November 2008), a public company whose shares trade on the OTC Bulletin Board in the United States; and the Chief Financial Officer of Pan American Gold Corp. (August 2006 – May 2008), a public resources company whose shares trade on the OTC Bulletin Board in the United States.

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

Douglas Reeson, MBA – Toronto, Ontario- Director

Mr. Reeson, age 60, has been a director and/or senior officer of public companies for over 20 years. Mr. Reeson obtained his Bachelor of Arts from York University in 1972 and his MBA from York University in 1974. Mr. Reeson is a business executive, currently involved as: the Treasurer, Chief Financial Officer and director of Mengold Resources Inc. (since June 2004), a public resource company whose shares trade on the TSX-V; the President and Chief Executive Officer (since September 2004) and director (since July 2001) of Gossan Resources Limited, a public resource company whose shares trade on the TSX-V; and the Chief Financial Officer (since May 2008) and director (since October 2005) of Soltoro Ltd., a public resource company whose shares trade on the TSX-V. Prior to 1991, Mr. Reeson held a number of positions in the investment industry including the Executive Director of Listings for the Toronto Stock Exchange, Vice-President and Director of Davidson Partners, Midland Doherty Financial Corp. and Yorkton Securities and, earlier, as an Investment Analyst at BurnsFry. Mr. Reeson is also currently a director of Mega Uranium Ltd. (since March 2002), a public resource company whose shares trade on the TSX, a director of Colossus Minerals Inc. (since January 2007), a public resource company whose shares trade on the TSX and a director of Lithium Americas Corp. (since February 2010), a public resource company whose shares trade on the TSX.

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

Tyrone Docherty – Delta, British Columbia – Director

Mr. Docherty, age 50, has been a director and/or senior officer of public companies for over 25 years. Mr. Docherty is currently (since October 2008) the President, Chief Executive Officer and a director of Golden Odyssey Mining Inc., a public resource company with gold properties located in British Columbia whose shares trade on the TSX-V. Previously, Mr. Docherty was the President, Chief Executive Officer and a director of Quinto Mining Corporation (June 1997 – June 2008), a public resource company whose most significant properties were iron ore properties located in Quebec, and whose shares at that time traded on the TSX-V. In June 2008, Quinto Mining Corporation was acquired by Consolidated Thompson Iron Mines Limited (TSX:CLM) for approximately $150,000,000. Mr. Docherty is also currently a director of Berkley Resources Inc. (August 2008 – present), a public oil and gas company whose shares trade on the TSX-V, and a director of Jayhawk Energy Inc. (June 2009 – present), a public oil and gas company whose shares trade on the OTC Bulletin Board in the United States.

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

Promoter

Terry Tang is the Promoter of the Corporation.

Other Corporation 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 Terry Tang, Douglas Reeson and Tyrone Docherty. Douglas Reeson is the chairman of the audit committee.

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

Prior to this Offering, the directors and officers beneficially own, directly or indirectly, or have control or direction over, an aggregate of 4,100,000 Common Shares (95.35%). Subsequent to this Offering, the directors and officers will beneficially own, directly or indirectly, or have control or direction over, an aggregate of 4,100,000 Common Shares (65.08%).

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market(1)	Position	Term From – To
Martin Bajic	Providence Capital Corp.	TSX-V	Director CFO	Jan 2008 - Present July 2009 - Present
	MetroBridge Networks International Inc.	TSX-V	Director CFO	July 2008 - Present Dec 2008 – Present
	Syracuse Capital Corp.	TSX-V	CFO & Director	Aug 2007 – May 2009
Douglas Reeson	Gossan Resources Limited	TSX-V Frankfurt	Director CEO & President	July 2001 – present Sept 2004 – present
	Mega Uranium Ltd.	TSX	Director	March 2002 - present
	Mengold Resources Inc.	TSX-V	Director, Treasurer & CFO	June 2004 – present
	Soltoro Ltd.	TSX-V	CFO Director	May 2008 – present Oct 2005 – present
	Colossus Minerals Inc.	TSX	Director	Jan 2007 – present
	Lithium Americas Corp.	TSX	Director	February 2010 – present
	Bird River Mines Inc.	CNSX	Director	Dec 2008 – Dec 2009
	Unique Broadband Systems Inc.	TSX-V	Director	March 2002 – July 2010
Tyrone Docherty	Golden Odyssey Mining Inc.	TSX-V	President, CEO & Director	Oct 2008 – present
	Berkley Resources Inc.	TSX-V	Director	Aug 2006 – present
	Quinto Mining Corporation	TSX-V	President, CEO & Director	June 1997 – June 2008

Notes:

(1) TSX is the Toronto Stock Exchange; and
CNSX is the Canadian National Stock Exchange.

Corporate Cease Trade Orders or Bankruptcies

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

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

EXECUTIVE COMPENSATION

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

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

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

(b) deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). 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 will 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 34.10% or $0.0341 per Common Share on the basis of there being 6,300,000 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 Common Share issues	$215,000
Gross proceeds of this Offering	$200,000
Total gross proceeds after this Offering	$**415,000**
Offering price per Common Share	$0.1000
Proceeds per Common Share after this Offering	$0.0659
Dilution per Common Share to investor	$0.0341
Percentage of dilution in relation to offering price	34.10%

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 will 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 Promoters - Conflicts of Interest*";

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 34.10% or $0.0341 per Common Share;

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

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

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

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

(i) completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the TSX-V 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 TSX-V 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 TSX-V in the time periods required;

(m) the TSX-V will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the TSX-V has not issued a Final Exchange Bulletin within 24 months from the Listing Date;

(n) neither the TSX-V 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 TSX-V, 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 Jensen Lunny MacInnes Law Corporation, Vancouver, British Columbia, on behalf of the Corporation, and by McCullough O'Connor Irwin LLP, Vancouver, British Columbia, on behalf of the Agent.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is UHY LDMB Advisors Inc., Chartered Accountants, at its office at Suite 200, 8837 201 Street, Langley, Vancouver, British Columbia, V2Y 0C8.

Computershare Investor Services Inc., at its Vancouver office located at 510 Burrard Street, 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. Agency Agreement dated as of ●, 2010 between the Corporation and the Agent. See "*Plan of Distribution*".

2. Escrow Agreement dated as of July 21, 2010 among the Corporation, the Trustee and those shareholders that executed such agreement. See "*Escrowed Securities*".

3. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated as of June 4, 2010 between the Corporation and the Computershare Investor Services Inc.

4. Stock Option Plan of the Company dated May 1, 2010 (see "*Options to Purchase Securities*").

Copies of these agreements will be available for inspection at the registered office of the Corporation located at the offices of Jensen Lunny MacInnes Law Corporation, solicitors of the Corporation, located at Suite 2550, 555 West Hastings Street, Vancouver, British Columbia, V6B 4N5, 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 may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future.

PROMOTER

Terry Tang is considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. Mr. Tang owns 600,000 Common Shares directly and 2,000,000 Common Shares indirectly through a wholly-owned private company. See also "*Prior Sales*" and "*Principal Shareholders*".

PURCHASERS' STATUTORY RIGHTS

Securities legislation of the Provinces of British Columbia and Alberta 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, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

HT CAPITAL INC.
FINANCIAL STATEMENTS

THREE MONTHS ENDED JUNE 30, 2010

HT CAPITAL INC.
CONTENTS

THREE MONTHS ENDED JUNE 30, 2010

AUDITORS' REPORT

To the Board of Directors of HT Capital Inc.:

We have audited the balance sheet of HT Capital Inc. as at June 30, 2010 and the statement of loss and deficit and cash flows for the three months then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2010 and the results of its operations and cash flows for the three months then ended in accordance with Canadian generally accepted accounting principles.

Chartered Accountants
Langley, British Columbia
August 6, 2010, except for note 8(a) which is as at ●

HT CAPITAL INC.
BALANCE SHEET

AS AT JUNE 30,	2010
ASSETS	
CURRENT	
Cash and cash equivalents	$ 176,082
Deferred costs	31,136
	$ 207,218
LIABILITIES	
CURRENT	
Accounts payable and accrued liabilities	$ 4,373
SHARE CAPITAL AND DEFICIT	
Share capital (Note 4)	215,000
Deficit	(12,155)
	202,845
	$ 207,218

SUBSEQUENT EVENTS (Note 8)

APPROVED BY THE DIRECTORS:

"Terry Tang" Terry Tang, Director

"Tyrone Docherty" Tyrone Docherty, Director

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

HT CAPITAL INC.
STATEMENT OF LOSS AND DEFICIT

FOR THE THREE MONTHS ENDED JUNE 30,		2010
EXPENSES		
Computer expenses	$	601
Interest and bank charges		51
Office and miscellaneous		100
Professional fees		2,625
Licenses and permits		171
Travel expenses		2,355
		5,903
NET LOSS		(5,903)
DEFICIT, beginning of period		(6,252)
DEFICIT, end of period	$	(12,155)

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

HT CAPITAL INC.
STATEMENT OF CASH FLOWS

FOR THE THREE MONTHS ENDED JUNE 30,		2010
CASH FLOWS (USED IN) PROVIDED BY:		
OPERATING ACTIVITIES		
Net loss	$	(5,903)
Changes in non-cash working capital balances:		
Deferred costs		(19,936)
Accounts payable and accrued liabilities		373
		(25,466)
FINANCING ACTIVITIES		
Repurchase of share capital		(15,000)
DECREASE IN CASH AND CASH EQUIVALENTS		(40,466)
CASH AND CASH EQUIVALENTS, beginning of period		216,548
CASH AND CASH EQUIVALENTS, end of period	$	176,082

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

1. INCORPORATION AND NATURE OF OPERATIONS

HT Capital Inc. (the "Corporation") was incorporated under the *Business Corporations Act* (British Columbia) on January 25, 2010 and is in the process of applying for status as a Capital Pool Company ("CPC") as defined pursuant to Policy 2.4 of the TSX Venture Exchange ("TSX-V"). The principle business of the Corporation is to identify and evaluate corporations, businesses or assets for acquisition and once identified and evaluated, to negotiate an acquisition or participation subject to shareholder approval and acceptance by regulatory authorities.

There is no comparative period information available as the Corporation was incorporated on January 25, 2010.

2. GOING CONCERN

These financial statements have been prepared on a going concern basis which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. Should the Corporation be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and meet its liabilities.

As at June 30, 2010, the Corporation had no revenues and its only significant asset was cash. As a CPC, the continued operations of the Corporation as intended are dependent upon its ability to identify and evaluate corporations, businesses or assets for the purpose of acquisition or participation therein subject to shareholder approval and acceptance by the TSX-V. When an acquisition or participation is identified (the "Qualifying Transaction"), additional funding may be required. There is no assurance that the Corporation will be able to raise additional debt and/or equity capital to fund its potential future operations and commitments. There is also no assurance that the Corporation will complete a Qualifying Transaction within 24 months from the date the Corporation's shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Corporation's shares from trading. These financial statements do not include any adjustments related to the recoverability of assets or settlement of liabilities that might be necessary should the Corporation be unable to continue as a going concern.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Corporation have been prepared in accordance with Canadian generally accepted accounting principles. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgement.

(a) Use of estimates

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

The significant areas requiring management estimates include the value of future income tax assets and liabilities.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

(b) Cash and cash equivalents

The Corporation considers all highly liquid short-term investments with an initial term of 90 days or less to be cash and cash equivalents. Cash and cash equivalents have been designated as held-for-trading.

(c) Deferred costs

Professional fees and other direct costs incurred to prepare the Prospectus and the public offering have been deferred. At the time of the public offering these costs will be charged against the related share capital. Failure to complete a public offering will result in these costs being charged to earnings.

(d) Future income taxes

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

4. SHARE CAPITAL

Authorized:
Unlimited number of common shares without par value

		2010
Issued:		
4,300,000	common shares	$ 215,000

During the three months ended June 30, 2010 the Corporation issued 200,000 common shares at a price of $0.05 per share for cash proceeds of $10,000. The Corporation also repurchased 500,000 shares from an existing shareholder at a price of $0.05 per share for cash consideration of $25,000. These shares were subsequently cancelled on April 21, 2010.

The Corporation has adopted a stock option plan (the "Plan") granting stock options to directors, officers and technical consultants of the Corporation to acquire 10% of the Corporation's issued and outstanding common shares, provided that the number of common shares reserved for issuance does not exceed 10% of the issued and outstanding common shares. Options granted under the Plan will be granted for a term up to 10 years and will be granted at a price no lower than the initial public offering share price and the market price of the common shares less any discounts allowed by the TSX-V at the time of grant.

5. FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

(a) Credit risk

The Corporation's financial assets that are potentially subject to credit risk consist of cash and cash equivalents. The Corporation manages credit risk by maintaining bank accounts with reputable Canadian banks and financial institutions where the risk of default is considered remote.

(b) Fair values

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

(c) Interest rate risk

The Corporation is exposed to interest rate risk to the extent that the cash and cash equivalents are maintained in a bank account subject to a floating rate of interest. The Corporation's debt is limited to accounts payable and accrued liabilities. The interest rate risks on cash and cash equivalents and on the Corporation's debt are not considered significant.

(d) Liquidity risk

The Corporation's ability to meet its financial obligations as they come due is dependent on maintaining sufficient current cash and cash equivalent balances. As at June 30, 2010, the Corporation had a cash balance of $176,082 to settle current liabilities of $4,373. The Corporation's ability to continue to meet its liabilities when due beyond the current cash and cash equivalents balance is dependent on future support of shareholders through public or private equity offerings.

6. INCOME TAXES

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

		2010
Expected income tax recovery at the statutory rate of 28.5%	$	1,682
Unrecognized benefit of non-capital losses		(1,682)
Income taxes provision	$	-

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

		2010
Non-capital loss carryforward	$	3,154
Deferred costs		8,874
Less: Valuation allowance		(12,028)
Net future income tax assets	$	-

The Corporation has non-capital losses of $11,068 available for carry forward to reduce future years taxes payable. These losses, if not utilized, will expire in 2030. Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

7. MANAGEMENT OF CAPITAL

The Corporation's capital currently consists of common shares. Its principal source of cash and cash equivalents is from the issuance of common shares. The Corporation's capital management objectives are to have sufficient capital available in order to support the identification and evaluation of a Qualifying Transaction as well as meet its ongoing obligations. As at June 30, 2010, the Corporation's managed capital was $202,845.

The Corporation is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital.

8. SUBSEQUENT EVENTS

(a) Prospectus

The Corporation intends to file a prospectus related to an Initial Public Offering ("IPO") with the British Columbia Securities Commission and the Alberta Securities Commission through the issuance of 2,000,000 common shares at a price of $0.10 per share. Pursuant to the Letter of Intent with Bolder Investment Partners, Ltd. (the "Agent"), the Agent will receive a cash commission equal to 10% of the gross proceeds raised, an Agent's warrant to purchase the number of common shares equal to 10% of the common shares sold at a price of $0.10 per share, a non-refundable work fee of $10,000 plus HST, and reimbursement of legal and other costs. The Agent's warrant will expire 24 months from the date the common shares are listed for trading on the TSX-V.

Upon effective listing of the Corporation's common shares on the TSX-V, the Corporation will grant 630,000 options to the directors and officers of the Corporation, which options will be fully vested on the date of grant with an exercise price of $0.10 per share and have an expiry date five years from the date of grant.

HT CAPITAL INC.
FINANCIAL STATEMENTS

MARCH 31, 2010

HT CAPITAL INC.
CONTENTS

MARCH 31, 2010

AUDITORS' REPORT

To the Board of Directors of HT Capital Inc.:

We have audited the balance sheet of HT Capital Inc. as at March 31, 2010 and the statements of loss and deficit and cash flows for the period from incorporation on January 25, 2010 to March 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2010 and the results of its operations and cash flows for the period from incorporation on January 25, 2010 to March 31, 2010 in accordance with Canadian generally accepted accounting principles.

Chartered Accountants
Langley, British Columbia
May 1, 2010, except for note 8(d) which is as at ●

HT CAPITAL INC.
BALANCE SHEET

AS AT MARCH 31,		2010
ASSETS		
CURRENT		
Cash and cash equivalents	$	216,548
Deferred costs		11,200
	$	227,748
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	$	4,000
SHARE CAPITAL AND DEFICIT		
Share capital (Note 4)		230,000
Deficit		(6,252)
		223,748
	$	227,748

SUBSEQUENT EVENTS (Note 8)

APPROVED BY THE DIRECTORS:

"Terry Tang" Terry Tang, Director

"Tyrone Docherty" Tyrone Docherty, Director

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

HT CAPITAL INC.
STATEMENT OF LOSS AND DEFICIT

FOR THE PERIOD FROM INCORPORATION ON JANUARY 25, 2010 TO MARCH 31,		2010
EXPENSES		
Advertising and promotion	$	179
Computer expenses		971
Interest and bank charges		6
Professional fees		5,096
		6,252
NET LOSS, BEING DEFICIT, end of period	$	(6,252)

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

HT CAPITAL INC.
STATEMENT OF CASH FLOWS

FOR THE PERIOD FROM INCORPORATION ON JANUARY 25, 2010 TO MARCH 31,	2010
CASH FLOWS (USED IN) PROVIDED BY:	
OPERATING ACTIVITIES	
Net loss	$ (6,252)
Changes in non-cash working capital balances:	
Deferred costs	(11,200)
Accounts payable and accrued liabilities	4,000
	(13,452)
FINANCING ACTIVITIES	
Increase in share capital	230,000
INCREASE IN CASH AND CASH EQUIVALENTS, BEING CASH AND CASH EQUIVALENTS, end of period	$ 216,548

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

1. INCORPORATION AND NATURE OF OPERATIONS

HT Capital Inc. (the "Corporation") was incorporated under the *Business Corporations Act* (British Columbia) on January 25, 2010 and is in the process of applying for status as a Capital Pool Company ("CPC") as defined pursuant to Policy 2.4 of the TSX Venture Exchange ("TSX-V"). The principle business of the Corporation is to identify and evaluate corporations, businesses or assets for acquisition and once identified and evaluated, to negotiate an acquisition or participation subject to shareholder approval and acceptance by regulatory authorities.

2. GOING CONCERN

These financial statements have been prepared on a going concern basis which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. Should the Corporation be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and meet its liabilities.

As at March 31, 2010, the Corporation had no revenues and its only significant asset was cash. As a CPC, the continued operations of the Corporation as intended are dependent upon its ability to identify and evaluate corporations, businesses or assets for the purpose of acquisition or participation therein subject to shareholder approval and acceptance by the TSX-V. When an acquisition or participation is identified (the "Qualifying Transaction"), additional funding may be required. There is no assurance that the Corporation will be able to raise additional debt and/or equity capital to fund its potential future operations and commitments. There is also no assurance that the Corporation will complete a Qualifying Transaction within 24 months from the date the Corporation's shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Corporation's shares from trading. These financial statements do not include any adjustments related to the recoverability of assets or settlement of liabilities that might be necessary should the Corporation be unable to continue as a going concern.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Corporation have been prepared in accordance with Canadian generally accepted accounting principles. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgement.

(a) Use of estimates

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

The significant areas requiring management estimates include the value of future income tax assets and liabilities.

(b) Cash and cash equivalents

The Corporation considers all highly liquid short-term investments with an initial term of 90 days or less to be cash and cash equivalents. Cash and cash equivalents have been designated as held-for-trading.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

(c) Deferred costs

Professional fees and other direct costs incurred to prepare the Prospectus and the public offering have been deferred. At the time of the public offering these costs will be charged against the related share capital. Failure to complete a public offering will result in these costs being charged to earnings.

(d) Future income taxes

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

4. SHARE CAPITAL

Authorized:
Unlimited number of common shares without par value

		2010
Issued:		
4,600,000	common shares	$ 230,000

During the period ended March 31, 2010 the Corporation issued 4,600,000 common shares at a price of $0.05 per share for cash proceeds of $230,000.

5. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

(a) Credit risk

The Corporation's financial assets that are potentially subject to credit risk consist of cash and cash equivalents. The Corporation manages credit risk by maintaining bank accounts with reputable Canadian banks and financial institutions where the risk of default is considered remote.

(b) Fair values

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

(c) Interest rate risk

The Corporation is exposed to interest rate risk to the extent that the cash and cash equivalents are maintained in a bank account subject to a floating rate of interest. The Corporation's debt is limited to accounts payable and accrued liabilities. The interest rate risks on cash and cash equivalents and on the Corporation's debt are not considered significant.

(d) Liquidity risk

The Corporation's ability to meet its financial obligations as they come due is dependent on maintaining sufficient current cash and cash equivalent balances. As at March 31, 2010, the Corporation had a cash balance of $216,548 to settle current liabilities of $4,000. The Corporation's ability to continue to meet its liabilities when due beyond the current cash and cash equivalents balance is dependent on future support of shareholders through public or private equity offerings.

6. INCOME TAXES

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

		2010
Expected income tax recovery at the statutory rate of 28.5%	$	1,782
Non-deductible expenses for tax and other items		(310)
Unrecognized benefit of non-capital losses		(1,472)
Income taxes provision	$	-

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

		2010
Non-capital loss carryforward	$	1,472
Deferred costs		3,192
Less: Valuation allowance		(4,664)
Net future income tax assets	$	-

The Corporation has non-capital losses of $5,165 available for carry forward to reduce future years taxes payable. These losses, if not utilized, will expire in 2030. Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

7. MANAGEMENT OF CAPITAL

The Corporation's capital currently consists of common shares. Its principal source of cash and cash equivalents is from the issuance of common shares. The Corporation's capital management objectives are to have sufficient capital available in order to support the identification and evaluation of a Qualifying Transaction as well as meet its ongoing obligations. As at March 31, 2010, the Corporation's managed capital was $223,748.

The Corporation is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital.

8. SUBSEQUENT EVENTS

(a) Share Capital Issued

On April 1, 2010, the Corporation issued an additional 200,000 common shares at a price of $0.05 per share for cash proceeds of $10,000 .

(b) Share Capital Repurchased

On April 21, 2010, the Corporation repurchased 500,000 common shares from a shareholder at a price of $0.05 per share for cash consideration of $25,000.

(c) Stock Option Plan

On May 1, 2010, the Corporation implemented a stock option plan (the "Plan") granting stock options to directors, officers and technical consultants of the Corporation to acquire 10% of the Corporation's issued and outstanding common shares, provided that the number of common shares reserved for issuance does not exceed 10% of the issued and outstanding common shares. Options granted under the Plan will be granted for a term up to 10 years and will be granted at a price no lower than the initial public offering share price and the market price of the common shares less any discounts allowed by the TSX-V at the time of grant.

(d) Prospectus

The Corporation intends to file a prospectus related to an Initial Public Offering ("IPO") with the British Columbia Securities Commission and the Alberta Securities Commission through the issuance of 2,000,000 common shares at a price of $0.10 per share. Pursuant to the Letter of Intent with Bolder Investment Partners, Ltd. (the "Agent"), the Agent will receive a cash commission equal to 10% of the gross proceeds raised, an Agent's warrant to purchase the number of common shares equal to 10% of the common shares sold at a price of $0.10 per share, a non-refundable work fee of $10,000 plus HST, and reimbursement of legal and other costs. The Agent's warrant will expire 24 months from the date the common shares are listed for trading on the TSX-V.

Upon effective listing of the Corporation's common shares on the TSX-V, the Corporation will grant 630,000 options to the directors and officers of the Corporation, which options will be fully vested on the date of grant with an exercise price of $0.10 per share and have an expiry date five years from the date of grant.

DATE: August 23, 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.

"Terry Tang"
Terry Tang
President, Chief Executive Officer and Director

"Martin Bajic"
Martin Bajic
Chief Financial Officer and Director

ON BEHALF OF THE BOARD

"Douglas Reeson"
Douglas Reeson
Director

"Tyrone Docherty"
Tyrone Docherty
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.

"Terry Tang"
Terry Tang

DATE: August 23, 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.

BOLDER INVESTMENT PARTNERS, LTD.
Per:

"Paul J.C. Woodward"
Name: Paul J.C. Woodward
Title: Vice-President, Corporate Finance