

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. persons.

PROSPECTUS

Initial Public Offering

DATED: March 8, 2011

OAKHAM CAPITAL CORP.

(a Capital Pool Company)
Suite 2150 – 885 West Georgia Street
Vancouver, British Columbia V6C 3E8
Telephone: (604) 683-0564 Fax: (604) 602-9311

\$300,000

3,000,000 Common Shares at \$0.10 per Share

Oakham Capital Corp. (“we”, “us”, “our”, the “**Corporation**”) is a Capital Pool Company (“CPC”) as defined under Policy 2.4 (the “**CPC Policy**”) of the TSX Venture Exchange Inc. (the “**Exchange**”). We have not commenced commercial operations and have no assets other than a minimum amount of cash. The purpose of this offering (the “**Offering**”) is to provide us with funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. We offer through our agent, Leede Financial Markets Inc. (the “**Agent**”), 3,000,000 of our common shares (“**Common Shares**” or “**Shares**”) to the public at a price of \$0.10 per Common Share (the “**Offering Price**”).

	Common Shares	Price to Public	Agent’s Commission¹	Net Proceeds to the Corporation²
Per Common Share	1	\$0.10	\$0.01	\$0.09
Total Offering ³	3,000,000	\$300,000	\$30,000	\$270,000

1. A commission of \$30,000, equal to 10% of the gross proceeds of the Offering, will be paid to the Agent. The Agent will also be paid a corporate finance fee of \$7,500 plus HST, of which \$3,750 plus GST has been paid to the Agent as a non-refundable deposit, and will be reimbursed for its legal fees up to a maximum of \$7,000 plus disbursements and taxes, and for its other expenses incurred pursuant to the Offering. We have also agreed to grant the Agent non-transferable options (the “**Agent Options**”) to acquire Shares in an amount equal to 10% of the number of Shares sold pursuant to the Offering, or 300,000 Shares, at an exercise price of \$0.10 per Share, exercisable for a period of 24 months from the date the Shares are listed on the Exchange. See “Plan of Distribution – Agent and Agent’s Compensation”.
2. Before deducting the expenses of the Offering estimated at \$70,000, which includes our legal and audit fees and other expenses, the Agent’s legal fees, the Agent’s administration fee, and the listing fee payable to the Exchange. See “Use of Proceeds”.
3. This prospectus also qualifies the Agent Options and the incentive stock options granted to our directors and officers. See “Plan of Distribution” and “Incentive Stock Options”.

The Agent conditionally offers the Shares for sale on a commercially reasonable efforts basis and subject to prior sale, if, as and when issued by us, in accordance with the conditions contained in the Agency Agreement referred to under “Plan of Distribution”. 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. If the Offering is not completed within 90 days of the issuance of a receipt for the final prospectus, the distribution will cease, unless an amendment

is filed and receipted, and all subscription monies will be returned to the subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

There is no market through which the securities offered hereunder may be sold and purchasers may not be able to resell the securities purchased under this Prospectus. The Exchange has conditionally approved a listing of the Shares being offered under this Prospectus. The listing is subject to our meeting all of the listing requirements of the Exchange including prescribed distribution and financial requirements.

Other than the initial distribution of Common shares pursuant to this Prospectus, the grant of the Agent's Options and any grant of options to our directors and officers, trading in all of our securities is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the applicable securities regulatory authorities and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

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

The following table sets out securities issuable to the Agent:

	Number of Securities	Exercise Period	Exercise Price
Agent Options ¹	300,000 options	24 months from Listing Date	\$0.10 per Share

1. This Prospectus qualifies for distribution the Shares sold under the Offering, and the Agent Options, in the Selling Provinces. See "*Plan of Distribution*".

The Corporation is not a related or connected issuer (as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*) to the Agent. See "Relationship between the Corporation and the Agent".

Certain legal matters relating to the Offering have been reviewed on our behalf by Maitland & Company, of Vancouver, BC; and on behalf of the Agent by Salley Bowes Harwardt LC, of Vancouver, BC.

No person is authorized to provide any information or make any representations in connection with the Offering other than as contained in this Prospectus.

Pursuant to the CPC Policy, no purchaser of Shares is permitted to directly or indirectly purchase more than 2% of the total Shares offered under this Prospectus (60,000 Shares for gross proceeds of \$6,000). In addition, the maximum number of Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total Shares offered under this Prospectus (being 120,000 Shares for gross proceeds of \$12,000).

AGENT:

LEEDE FINANCIAL MARKETS INC.

**1800 – 1140 West Pender Street
Vancouver, BC V6E 4G1
Telephone: (604) 658-3000
Fax: (604) 685-3099**

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GLOSSARY

In this Prospectus, the following terms have the meanings set forth below unless otherwise indicated:

“Affiliate” means a company that is affiliated with 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 amended and restated agency agreement dated March 8, 2011 between us and the Agent.

“Agent” means Leede Financial Markets Inc.

“Agent Options” means the non-transferable options to be granted by us to the Agent entitling the Agent to acquire up to 300,000 Shares, calculated as 10% of the number of Shares sold pursuant to the Offering, at an exercise price of \$0.10 per Share, expiring 24 months from the Listing Date.

“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 us to provide financing sponsorship and other advisory services.

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

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction, and

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

“Associate” when used to indicate a relationship with a Person, means:

- (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% 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 his or her spouse who has the same residence as that Person;

but where the Exchange determines that two Persons shall, or shall not, be deemed to be Associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the Exchange's Rule Book with respect to that Member firm, Member corporation or holding company.

"BCSC" means the British Columbia Securities Commission;

"Closing" means completion of the Offering.

"Common Shares" or **"Shares"** means the common shares in our capital.

"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 a Final Exchange Bulletin is issued by the Exchange with respect to a Qualifying Transaction.

"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" **"we"**, **"us"** and **"our"** means Oakham Capital Corp., a corporation incorporated under the laws of the Province of British Columbia.

"CPC" means a Capital Pool Company, being 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 a Final Exchange Bulletin has not yet been issued.

"CPC Policy" means Policy 2.4 of the Exchange's Policies.

"Escrow Agreement" means the escrow agreement to be entered into on Closing among us, the Trustee and our founding shareholders.

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

"Exchange Policies" mean the rules and policies of the Exchange, applicable to companies listed on the Exchange, as set forth in the Exchange's Corporate Finance Manual.

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

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

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

- (a) a director or a senior officer of the Issuer;
- (b) a director or a senior officer of a company that is an insider or a 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 the outstanding voting securities of an Issuer; or
- (d) the Issuer itself if it holds any of its own securities.

“**IPO**” means an initial public offering.

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

“**Listing Date**” means the day our Common Shares are first listed on the Exchange.

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

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

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

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

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

“**NEX**” means the market on which former Exchange and TSX Issuers that do not meet the Exchange’s ongoing listing standards for Tier 2 Issuers may continue to trade.

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

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

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

“**Offering**” means the offering of 3,000,000 Shares at the Offering Price, by this Prospectus and the Agency Agreement.

“**Offering Price**” means the price at which our Shares are offered hereunder, being \$0.10 per Share.

“Person” means a company or individual.

“Principal” means, with respect to an Issuer:

- (a) a Person or its Associates or Affiliates, who acted as a Promoter of the Issuer within two years before its IPO prospectus or the Final Exchange Bulletin;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of its IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder - a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
- (d) a 10% holder - a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
 - (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, securities that may be issued to the holder under outstanding convertible securities in both the holder’s securities and the total securities outstanding are included. 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, 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 are included.) 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” includes, either individually or as a group: (a) the Member; (b) employees of the Member; (c) partners, officers and directors of the Member; (d) Affiliates of the Member; and (e) Associates of any parties referred to in (a) through (d) of this definition. In addition, the Exchange may in its discretion include any Person in the Pro Group where it determines that the Person is not acting at arm’s length of the Member or exclude at its discretion any Person where it determines that the Person is acting at arm’s length of the Member. In certain circumstances, the Member may deem a Person who would otherwise be included in the Pro Group to be excluded from the Pro Group, as set out in the definition of the “Pro Group” in Exchange Policy 1.1 *“Interpretation”*.

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

“Prospectus” means this prospectus prepared by the Corporation for purposes of the Offering.

“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 Exchange Policies and Multilateral Instrument 61-101 – *Protection of Minority Shareholders in Special Transactions*, and includes a related party transaction that is determined by the Exchange to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm’s Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

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

“**Reporting Issuer**” means an issuer that has filed a prospectus in respect of which the executive director of the BCSC has issued a receipt under the *Securities Act* (British Columbia).

“**SEDAR**” means System for Electronic Document Analysis and Retrieval.

“**Seed Shares**” mean securities issued before an Issuer’s IPO, or by a private Target Company before a reverse takeover, 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 the Member that meets the criteria specified by the Exchange Policy 2.2 - *Sponsorship and Sponsorship Requirements*, which has an agreement with an Issuer to undertake the functions of sponsorship as required by that policy and various other Exchange Policies.

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

“**Transfer Agent**” or “**Trustee**” means Equity Financial Trust Company.

“**TSX**” means The Toronto Stock Exchange.

“**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 the Offering and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Corporation:	We were incorporated on October 30, 2009 under the name “0865144 B.C. Ltd.”. On February 2, 2010 we changed our name to Oakham Capital Corp.
Business of the Corporation:	Our principal business will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. As of the date hereof, we have not commenced the process of identifying potential acquisitions; have not commenced commercial operations; have not yet identified a business or assets for a potential Qualifying Transaction; and have no assets other than a minimum amount of cash. Furthermore, we have not entered into an Agreement in Principle. See “Business of the Corporation”.
Offering:	A maximum of 3,000,000 Shares are being offered and qualified under this Prospectus at a price of \$0.10 per Share for gross proceeds of \$300,000.
Agent’s Commissions:	We will pay to the Agent a cash commission equal to 10% of the Offering, and a corporate finance fee of \$7,500 plus HST, of which \$3,750 plus GST has been paid to the Agent as a non-refundable deposit. We will reimburse the Agent for its expenses, including legal expenses up to a maximum of \$7,000, plus disbursements and taxes, as incurred; and will grant the Agent Options to the Agent and any sub-agents. The Agent Options are qualified under this Prospectus. See “Plan of Distribution”.
Use of Proceeds:	The total funds available to us, including the balance of cash proceeds raised prior to this Offering and the net proceeds of this Offering, will be approximately \$300,000. The total available funds will provide us with funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction, as well as to pay estimated general and administrative costs until the Completion of the Qualifying Transaction. We 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 \$90,000 or 30% of the gross proceeds realized by us from the sale of all Shares may be used for purposes other than evaluating business or assets. See “Use of Proceeds”.
Directors and Management:	David Patterson, CEO, CFO, Corporate Secretary and Director Colin Watt, Director Paul Lathigee, Director
Escrowed Securities:	The 2,000,000 Common Shares issued prior to this Offering at less than \$0.10 per Share have been 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 our Shares must be regarded as highly speculative due to the proposed nature of our business and our present stage of development. We were only recently incorporated and have no active business or assets other than cash. We do not have a history of earnings, nor have we 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 our directors and management and can afford to risk the loss of their entire investment. Our directors and officers will only devote part of their time and attention to our affairs and there are potential conflicts of interest to which some of our directors and officers will be subject in connection with our operations. Assuming completion of the Offering, an investor will suffer an immediate dilution (based on the gross proceeds from this and prior issuances without deduction for selling commissions or related expenses) per Common Share of \$0.02 or 20%. There can be no assurance that an active and liquid market for our Shares will develop, and an investor may find it difficult to resell the Shares. Until Completion of the Qualifying Transaction, we will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transactions. We have only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that we 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 affect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce judgments against such persons or companies obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See “Business of the Corporation - Method of Financing”, Directors, Officers and Promoter”, “Capitalization”, “Dilution”, “Risk Factors” and “Conflicts of Interest”.

THE CORPORATION

We were incorporated on October 30, 2009 by Certificate of Incorporation pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name “0865144 B.C. Ltd.” On February 2, 2010 we changed our name to Oakham Capital Corp.

Our head office is located at Suite 2150 – 885 West Georgia Street, Vancouver, BC, V6C 3E8. Our registered office is located at Suite 700 – 625 Howe Street, Vancouver, BC V6C 2T6. We do not have any subsidiaries.

BUSINESS OF THE CORPORATION

Funds Raised and Preliminary Expenses

As of the date hereof, we have raised a total of \$100,000 through the sale of 2,000,000 Common Shares at \$0.05 per Share to our directors and officers. To date, we have paid \$8,450 in respect of certain fees of the Exchange, the BCSC and the ASC, \$3,750 of a \$7,500 Corporate Finance Fee, a \$5,000 due diligence deposit to the Agent, and approximately \$2,200 in miscellaneous costs, and incurred approximately \$8,000 in legal costs. Our current working capital (approximately \$64,000), in conjunction with the proceeds of this Offering, will be used to pay the remaining costs related to this Prospectus offering estimated at \$43,000 in respect of our legal and audit fees, expenses of the Agent, including legal fees plus disbursements and taxes, the remaining fees of the Exchange related to our listing application, fees of securities regulatory authorities related to filing of this Prospectus, and other matters related to the Offering (not including the Agent’s 10% commission). See “Use of Proceeds”.

Proposed Operations until Completion of a Qualifying Transaction

We propose to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm’s Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. We have not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. We currently intend to pursue a Qualifying Transaction in either the mineral resource or energy industries but there is no assurance that either sector will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following the Completion of the Qualifying Transaction.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

We will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. Our board of directors will examine proposed acquisitions having regard to sound

business fundamentals, utilizing the expertise and experience of our directors. Our board of directors must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith having regard to our best interests and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Process of Identification of a Qualifying Transaction

We propose to identify acquisitions of assets or businesses through discussions with various business associates and contacts of our directors. Once a prospective acquisition target has been identified and evaluated, we will proceed to negotiate the terms upon which we may acquire an interest in the asset or business.

Filings and Shareholder Approval of the Qualifying Transaction

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

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

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship 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, officers, Promoters, or Insiders of the Resulting Issuer must be filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable must be completed before the trading halt will be lifted by the Exchange.

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

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

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

The Exchange may suspend from trading or delist our Common Shares where the Exchange has not issued a Final Exchange Bulletin to the Corporation within 24 months of the Listing Date. In the event that the Common Shares are delisted by the Exchange, within 90 days from the date of such delisting, we shall wind up and shall make a pro rata distribution of our remaining assets to our 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 us or our remaining assets in some other manner. See "Filings and Shareholder Approval of the Qualifying Transaction".

If we do not complete a Qualifying Transaction within 24 months after the Listing Date, we may apply for listing on NEX rather than be delisted. In order to be eligible to list on NEX, we must:

- (a) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non-Arm's Length Parties to the Corporation; and
- (b) either:
 - (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation at a discount to the Offering Price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange; or
 - (ii) subject to majority shareholder approval, cancel an amount of the escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining escrowed Common Shares is at least equal to the Offering Price.

If we become listed on NEX, we must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by us from the sale of the Shares distributed under this Prospectus will be \$300,000 (net \$270,000 after the Agent's commission). The gross proceeds received by us from the sale of 2,000,000 Common Shares prior to the date of this Prospectus were \$100,000. Approximately \$27,000 in expenses have been paid to date with respect to certain fees of the Exchange related to its listing application, fees of securities regulatory authorities related to filing of this Prospectus, and other matters related to the Offering. We expect to incur approximately \$70,000 in expenses pertaining to our incorporation and the costs of the Offering prior to Closing. We estimate that \$300,000 will be available to us upon completion of the Offering.

The following indicates the principal uses to which we propose to use the total funds available to us upon Closing:

Cash proceeds prior to the Offering	\$100,000
Cash proceeds to be raised under the Offering ²	\$300,000
Total cash available	\$400,000
Less: Agent's commission	\$30,000
Less: Expenses and costs relating to the Offering (including listing fees, Agent's fees, legal fees, audit fees and expenses)	\$70,000
Estimated funds available (on completion of the Offering)	\$300,000
Funds available for identifying and evaluating assets or business projects ³	\$255,000
Estimated general and administrative expenses until Completion of the Qualifying Transaction ⁴	\$45,000
Total net proceeds	\$300,000

- See "Prior Sales". This figure also includes interest income received.
- If the Agent exercises the Agent Options there will be available to us up to an additional \$30,000, which will be added to our working capital. There is no assurance that the Agent Options will be exercised.
- If we enter into an Agreement in Principle prior to spending all \$255,000 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.
- The maximum amount that may be used for purposes other than identifying and evaluating assets or business projects (as described under "Permitted Uses of funds" below), which includes expenses and costs relating to the Offering and organization of the Corporation, is 30% of the aggregate amount raised, or \$120,000. See "Restrictions on Use of

Proceeds”. Should additional funds be needed for general and administrative expenses in the future, we will use funds from the exercise of Agent Options, incentive stock options, or private placement proceeds. However, there can be no assurance such additional funds will be available.

Until required for our purposes, the net 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 further identify and evaluate and/or finance any acquisition to which the Corporation may commit.

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in “Restrictions on Use of Proceeds”, “Private Placement for Cash” and “Prohibited Payments to Non-Arm’s Length Parties”, the gross proceeds realized from the sale of all securities issued by us will be used by us only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction. These types of expenses can include:

- valuations or appraisals;
- business plans;
- feasibility studies and technical assessments;
- sponsorship reports;
- engineering or geological reports;
- financial statements, including audited financial statements;
- fees for legal and accounting services; and
- 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.

A maximum aggregate amount of \$25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by us to a Vendor or Target Company, as the case may be, for a proposed arm’s length Qualifying Transaction, provided that:

- (a) the Qualifying Transaction has been publicly announced at least 15 days prior to the date of such advance;
- (b) due diligence with respect to the Qualifying Transaction is well underway; and
- (c) either a Sponsor has been engaged or sponsorship has been waived.

Restrictions on Use of Proceeds

Until Completion of the Qualifying Transaction, up to 30% of the gross proceeds from the sale of all securities issued by us (to a maximum \$120,000) can 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, we will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$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 “Restrictions on Use of Proceeds”, we have 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, we 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 our outstanding Common Shares). We may also reimburse a Non-Arm’s Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing our business described in “Permitted Use of Funds”.

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

PLAN OF DISTRIBUTION

Agent and Agent’s Compensation

Pursuant to the Agency Agreement, we have appointed the Agent as our agent to offer for sale on a commercially reasonable efforts basis to the public, 3,000,000 Shares as provided in this Prospectus, at a price of \$0.10 per Share

for gross proceeds of \$300,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Shares (\$30,000). In addition, we have agreed to pay: (i) a corporate finance fee of \$7,500 plus HST, of which \$3,750 plus GST has been paid to the Agent as a non-refundable deposit, and (ii) the Agent's legal fees of up to a maximum of \$7,000 and other expenses.

We have also agreed to grant to the Agent the Agent Options, entitling the Agent to acquire Common Shares at a price of \$0.10 per Share, calculated as 10% of the number of Shares sold under the Offering, (300,000 Agent Options) which may be exercised for a period of 24 months following the Listing Date. The Agent Options are qualified under this Prospectus for distribution. Not more than 50% of the Common Shares received on the exercise of the Agent Options 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 Shares offered hereunder on our behalf and may make co-brokerage arrangements with other investment dealers at no additional cost to us. 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 3,000,000 Shares at a price of \$0.10 per Common Share. Under the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 60,000 Shares (\$6,000). In addition, the maximum number of Shares that may directly or indirectly be purchased by that purchaser, together with any Associates of Affiliates of that purchaser, is 4% of the total number of Shares under the Offering, or 120,000 Shares (\$12,000). The total subscription must be completed within 90 days of the date a receipt for this Prospectus is issued, or such other time as may be consented to by the Agent and all Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Upon completion of the Offering, we must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non-Arm's Length Parties to the Corporation.

Determination of Price

The Offering Price of the Common Shares hereunder was determined by us and the Agent.

Listing Application

We have applied to list our issued and outstanding Common Shares, the Shares being offered pursuant to this Prospectus, and any Agent's Option Shares which may be issued to the Agent, on the Exchange. Listing will be subject to our fulfilling all listing requirements of the Exchange. The Offering will be made in accordance with the rules and policies of the Exchange. In accordance with the Agency Agreement, subscription funds will be held by the Agent until the closing of the Offering.

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 maximum aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date. The Exchange will

require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 “Filing Requirements and Continuous Disclosure”.

The Agent has advised us that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for any of our Common Shares.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent Options and any grant of incentive stock options to any of our directors, officers and technical consultants, none of our securities will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities regulatory authorities and the Listing Date, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES

Common Shares

We are authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 2,000,000 Shares issued and outstanding as fully paid and non-assessable. In addition, 3,000,000 Common Shares are reserved for issuance under this Prospectus, 300,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent Options, and 500,000 Common shares are reserved for issuance pursuant to the incentive stock options granted to our directors and officers. See “Plan of Distribution” and “Options to Purchase Securities”.

The holders of Common Shares are entitled to dividends, if, as and when declared by our board of directors, to one vote per Share at meetings of our shareholders and, upon dissolution, to share equally in such of our assets as are distributable to the holders of Common Shares. All 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 at November 30, 2010¹	Amount Outstanding as at the date hereof	Amount to be Outstanding after giving effect to the Offering^{2, 3}
Common Shares	Unlimited	\$100,000 (2,000,000 Shares) ⁴	\$100,000 (2,000,000 Shares) ⁴	\$400,000 (5,000,000 Shares)

1. As at November 30, 2010, being the date of our most recent balance sheet contained in this Prospectus, and as of the date hereof, we have not commenced commercial operations.
2. We have reserved an aggregate of 300,000 Shares at an exercise price of \$0.10 per Share that expire 24 months from the Listing Date pursuant to the Agent Options. See “Plan of Distribution”. We have also reserved a total of 500,000 Shares pursuant to our stock option plan for options granted to our directors, officers and employees at a price of \$0.10 per Share. The incentive stock options have a five year term. See “Options to Purchase Securities”.
3. Based on gross proceeds under the Offering of \$300,000 and before deducting the Agent’s commission of \$30,000 and fees and other expenses and costs of the Offering, estimated at \$70,000. See “Use of Proceeds”.
4. Representing 2,000,000 Shares issued to management at \$0.05 per Share (\$100,000), all of which are subject to escrow restrictions. See “Escrowed Securities”.

OPTIONS TO PURCHASE SECURITIES

We have adopted an incentive stock option plan (the “**Option Plan**”), which provides that our board of directors may from time to time, in its discretion, and in accordance with Exchange Policies, grant to our directors, officers and technical consultants, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the Common Shares issued and outstanding from time to time, and provided that until completion of a Qualifying Transaction, not more than 500,000 options may be granted in aggregate.

Such options will be exercisable for a period of up to five years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to 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. The board of directors determines the price per Share and the number of Shares that may be granted to each director, officer and technical consultant and all other terms and conditions of the option, subject to Exchange Policies. While we are a CPC we are prohibited from granting options to any person providing investor relations activities, promotional, or market-making services. Options may be exercised no later than 90 days following cessation of the optionee’s position with us, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. The exercise price of any options granted under the Option Plan shall not be less than the Offering Price or the closing price of our Common Shares on the day before the day on which the directors grant such options, less any discount permitted by the Exchange, subject to a minimum exercise price of \$0.10 per Common Share.

Any Common Shares acquired pursuant to the exercise of options prior to Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See “*Escrowed Securities*”.

Under the Option Plan, we granted the following incentive stock options to our directors and officers on January 15, 2010. However, these options will not become effective until Closing:

Optionee	Number of Common Shares Granted Under Option	Exercise Price per Common Share	Expiry Date
David Patterson	181,250	\$0.10	Five years from Closing
Colin Watt	181,250	\$0.10	Five years from Closing
Paul Lathigee	137,500	\$0.10	Five years from Closing
Total	500,000¹		

1. For the purpose of the number of Common Shares reserved under the Option Plan and the number of options granted to our directors and officers, we have taken into account the 2,000,000 Common Shares offered under this Prospectus.

PRIOR SALES

Since the date of incorporation, 2,000,000 Common Shares have been issued as follows:

Date	Number of Common Shares^{1,2}	Price per Share (\$)	Aggregate Issue Price (\$)	Nature of Consideration Received
October 30, 2009	2,000,000	0.05	100,000	Cash

1. None of our Common Shares have been sold to members of the Aggregate Pro Group.

2. These Shares were issued to our directors and officers and are subject to escrow restrictions. See “Escrowed Securities”.

ESCROWED SECURITIES

Escrowed Securities Prior to the Completion of the Qualifying Transaction

The 2,000,000 Shares issued prior to this Offering at a price below \$0.10 per Share, and all Shares that may be acquired by Non-Arm’s Length Parties to the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction, will be deposited with the Trustee under the Escrow Agreement.

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

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

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

The following table sets out, as at the date hereof, the number of our Common Shares which will be held in escrow:

Name and Municipality of Residence of Shareholder	Common Shares Held	Number of Shares held in Escrow	Percentage of Shares Prior to Giving Effect to the Offering¹	Percentage of Shares after giving effect to the Offering²
David Patterson West Vancouver, BC	725,000	725,000	36.25%	14.50%
Colin Watt Vancouver, BC	725,000	725,000	36.25%	14.50%
Paul Lathigee Richmond, BC	550,000	550,000	27.50%	11.00%
Totals:	2,000,000	2,000,000	100%	40%

1. Based on 2,000,000 Shares outstanding.
2. Based on 5,000,000 Shares outstanding, assuming the Offering of 3,000,000 Shares is completed, no Agent Options are exercised, and that none of the above mentioned shareholders acquire any Shares under the Offering.

The Escrow Agreement provides that the escrowed shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without prior consent of the Exchange. The Escrow Agreement provides that if a holder of escrowed shares becomes bankrupt, his Shares will be transferred within escrow to the trustee in bankruptcy or to such other person as is legally entitled to the Shares. The Escrow Agreement further provides that upon the death of a holder of escrowed shares, his Shares will be released from escrow and certificates for the Shares will be delivered to the legal representative of the deceased shareholder.

Where escrowed shares are held by a non-individual (a “**holding company**”), each holding company will agree, pursuant to the Escrow Agreement, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Each holding company must also sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any Control Person of the holding company not to transfer the shares of such holding company.

Under the Escrow Agreement, 10% of the escrowed Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the “**Initial Release**”) and an additional 15% will be released every six months thereafter (the last release being 36 months following the Initial Release).

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

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

If a Final Exchange Bulletin is not issued, the escrowed Shares will not be released. Under the Escrow Agreement, each Non-Arm’s Length Party to the Corporation who holds escrowed Shares acquired at a price below the Offering Price under this Prospectus has irrevocably authorized and directed the Trustee to immediately either cancel all of those escrowed Shares upon the issuance by the Exchange of a bulletin delisting our Shares, or if we apply for listing on NEX rather than be delisted, to:

- (a) cancel all Seed Shares purchased by Non-Arm’s Length Parties to the CPC at a discount to the Offering Price in accordance with section 11.2(a) of the CPC Policy; or
- (b) subject to majority shareholder approval, cancel an amount of the Seed Shares purchased by Non-Arm’s Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the Offering Price.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are “Value Securities”, then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security escrow agreement (the “**Value Security Escrow Agreement**”). “Value Securities” are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if 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 rate of release of securities from escrow. In the case of the 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 six months thereafter until the date which is 36 months after the Final Exchange Bulletin. In the case of the Resulting Issuer that will be a Tier 2 Issuer subject to a Surplus Escrow Agreement 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 releasable at the time of the Final Exchange Bulletin, 5% on the date which is six 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 the 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 an additional 25% of the escrowed securities being releasable every six months thereafter. In the case of the 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 six 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 Resulting Issuer will generally be exempt from escrow requirements where:

- (a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the Exchange Policies; 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 Resulting Issuer,
 - (ii) if subscribers, other than Principals of the Corporation or the 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

As of the date hereof, the following Persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued Common Shares:

Name and Municipality of Residence	Type of Ownership	Number of Shares Held	Percentage held prior to Completion of Offering¹	Percentage held on Completion of Offering²	Percentage Held after Offering, Assuming Exercise of all Options³
David Patterson West Vancouver, BC	Direct	725,000	36.25%	14.50%	15.625%
Colin Watt Vancouver, BC	Direct	725,000	36.25%	14.50%	15.625%
Paul Lathigee Richmond, BC	Direct	550,000	27.50%	11.00%	11.850%

1. Based on 2,000,000 Shares outstanding.
2. Based on 5,000,000 Shares outstanding, assuming the Offering of 3,000,000 Shares is completed, no Agent Options are exercised, and that none of the above mentioned shareholders acquires any Shares under the Offering.
3. Includes the 300,000 Agent Options and the 500,000 stock options granted to our directors under the Option Plan.

Our Promoter, directors, senior officers, Insiders and Control Persons, collectively, own, directly or indirectly, 2,000,000 Shares, representing 100% of the number of Shares outstanding prior to giving effect to this Offering, and which will represent 50% (undiluted) following the Offering (assuming none of these Persons acquires any Common Shares under this Offering).

DIRECTORS, OFFICERS AND PROMOTER

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

The following table sets out the names of our current directors, officers and Promoter, their municipalities of residence, their current positions with us, their principal occupations during the past five years, and the number of Shares beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held²	Percentage Held Before Completion of Offering³	Percentage Held on Completion⁴
DAVID PATTERSON ¹ West Vancouver, BC <i>CEO, CFO, Corporate Secretary, Director and Promoter</i>	Director of Elysian Enterprises, a private BC management company, since August 2001, Chairman and CFO of Donner Metals Ltd. since August 2005, and Chairman of Knight Resources Ltd. since September 2002 and CFO since January 2007.	725,000	36.25%	14.5%
COLIN WATT ¹ Vancouver, BC <i>Director</i>	President of Squall Capital Corp., a private BC management company, since February 1997.	725,000	36.25%	14.5%
PAUL LATHIGEE ¹ Richmond, BC <i>Director</i>	President of Vanguard Shareholder Solutions since March 1998.	550,000	27.50%	11.85%

1. A member of our audit committee. We do not have any other board committees. Each director holds office until the next annual meeting of shareholders.
2. All of these Common Shares are subject to escrow restrictions. See “Escrowed Securities”.
3. Based on 2,000,000 Shares outstanding.
4. Based on 5,000,000 Shares outstanding, and assuming none of these individuals acquires any Shares under the Offering. Any Shares purchased by our directors and officers will be subject to escrow pursuant to Exchange Policies. See “Escrowed Securities”.

It is expected that initially, each of David Patterson and Colin Watt will devote approximately 5% of his time to our affairs. Time actually spent will vary according to our needs from time to time.

None of our directors or officers is party to any employment, non-competition or confidentiality agreement with us.

In addition to any other requirements of the Exchange, the Exchange expects our management to meet a high management standard. Our directors and officers 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.

David Patterson, Chief Executive Officer, Chief Financial Officer, Corporate Secretary, Director and Promoter

Mr. Patterson, age 56, has been a director and Chief Executive Officer of the Corporation since October 30, 2009 and Chief Financial Officer and Corporate Secretary since January 15, 2011.

Mr. Patterson holds a Masters of Business Administration from Simon Fraser University (1991). For more than 25 years he has been involved in the administration and finance of exploration companies based in North America. Mr. Patterson has been a director and/or officer of a number of public companies listed on the Exchange. See “Other Reporting Issuer Experience” below for details.

Colin Watt, Director

Mr. Watt, age 38, has been a director of the Corporation since October 30, 2009. He was our Chief Financial Officer and Corporate Secretary from October 30, 2009 until January 15, 2011.

Mr. Watt holds a Bachelor of Commerce from the University of British Columbia (1993). He is the President of Squall Capital Corp., a private Vancouver based company which specializes in financing, restructuring and providing management services to early stage public companies. Mr. Watt has been a director and/or officer of a number of public companies listed on the Exchange, TSX and AIM. See “Other Reporting Issuer Experience” below for details.

Paul Lathigee, Director

Mr. Lathigee, age 56, has been a director of the Corporation since January 15, 2011.

Mr. Lathigee holds a Masters of Business Administration from Dalhousie University (1980). He has been President, since March 1998, of Vanguard Shareholder Solutions of Vancouver, BC, an investor relations firm providing services to small and medium-sized Canadian-listed public companies. Mr. Lathigee has been a director/officer of one other public company listed on the Exchange. See “Other Reporting Issuer Experience” below for details.

Aggregate Ownership of Securities

Upon the completion of the Offering, our directors and officers, as a group, will own, directly or indirectly, 2,000,000 Common Shares of the Corporation representing 40% of the Common Shares then issued and outstanding (assuming no exercise of the Agent Options, and assuming no Common Shares are purchased by these individuals under the Offering).

Audit Committee

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), Exchange Policies, and applicable securities legislation, 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. Our audit committee currently exists of Messrs. Patterson, Watt and Lathigee.

Other Reporting Issuers 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	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Period (month/year)
David Patterson	Donnybrook Energy Corp.	TSX Venture	Director President CEO	05/06 – present 01/06 – 06/10 05/06 – 06/10
	Donner Metals Ltd.	TSX Venture	CFO/Director	08/05 – present
	Knight Resources Ltd.	TSX Venture	CFO Director CEO	01/07 – present 09/02 – present 01/02 – 01/07
	Panorama Resources Ltd.	TSX Venture	Director CEO	07/07 – present 01/10 – present
	Blackburn Ventures Corp.	TSX Venture	CEO/Director	07/07 – 12/09
	Valverde Capital Corp.	TSX Venture	CEO/Director	12/06 – 08/08
	LTT Capital Corp.	TSX Venture	CEO/Director	08/05 – 06/07
	Donner Petroleum Ltd.	TSX Venture	Director	01/02 – 11/06
	Terra Nova Gold Corp.	TSX Venture	Director CFO CEO	08/02 – 06/07 12/06 – 06/07 08/02 – 12/06
	Pacific Coast Nickel Corp.	TSX Venture	Director	12/10 – present
Colin Watt	Donnybrook Energy Corp.	TSX Venture	Director	06/10 – present
	Lynden Energy Corp.	TSX Venture	President/CEO/Director	01/05 – present
	Ondine Biopharma Corp.	TSX/AIM	Director	04/03 – present
	Panorama Resources Ltd.	TSX Venture	CFO	09/07 – present
	Blackburn Ventures Corp.	TSX Venture	CFO/Director	07/07 – 12/09
	Valverde Capital Corp.	TSX Venture	CFO/Director	12/06 – 08/08
	LTT Capital Corp.	TSX Venture	CFO/Director	08/05 – 06/07
Paul Lathigee	Panorama Resources Ltd.	TSX Venture	Director	03/07 – present

Corporate Cease Trade Orders or Bankruptcies

Other than as set out below, no director, officer, Insider, Control Person or promoter of the Corporation has, within the last 10 years, been a director, officer or Promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

- David Patterson was a director of Crocotta Energy Inc. (formerly Donner Petroleum Ltd.) (“CEI”). CEI was subject to a cease trade order issued by the BCSC on July 13, 2006 as a result of the failure to file financial statements. The cease trade order was subsequently revoked by the BCSC on October 17, 2006 following CEI’s filing of the required financial statements.

Penalties or Sanctions

Other than as set out below, no director, officer, Insider, Control Person or Promoter 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-regulating authority that would be likely to be considered important to a reasonable investor making an investment decision:

- David Patterson entered into a settlement agreement and agreed statement of facts with the BCSC dated October 13, 2000, whereby Mr. Patterson admitted to failing to file certain insider trading reports pertaining to trades by a trust over which he had direction or control. Mr Patterson was fined \$40,000 (and \$10,000 costs) and was prohibited from acting as a director or officer of public companies for a period of 15 months (expired January 14, 2002).

Personal Bankruptcies

No director, officer, Insider, Control Person or Promoter of the Corporation, or a personal holding company of any such persons has, within the 10 years before the date of the prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflicts of Interest

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

Executive Compensation

Except as otherwise disclosed in this Prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly to indirectly, by the Corporation to a Non-Arm's Length Party to the Corporation or a Non-Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of our securities 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, we may reimburse Non-Arm's Length Parties for our reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). There have been no reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

Our directors and officers may also be granted stock options from time to time. See "Options to Purchase Securities".

After Completion of the Qualifying Transaction, we may pay remuneration to our officers if the directors feel we are able to do so. Except for stock options, no remuneration is anticipated to be paid to our directors in their capacity as directors in the foreseeable future. No payment other than the Permitted Reimbursements will be made by us or by any party on our behalf, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

PROMOTER

David Patterson can be considered our Promoter, having taken the initiative in founding and operating the Corporation. Upon the completion of the Offering, Mr. Patterson will own, directly or indirectly, 725,000 of our Common Shares representing 14.5% of the Common Shares then issued and outstanding (assuming no exercise of the Agent Options and assuming no Shares are purchased by Mr. Patterson under the Offering). See “Escrow Securities” and “Directors, Officers and Promoter”.

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of 20% or \$0.02 per Share. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the us, and on the basis of there being 5,000,000 Shares issued and outstanding following completion of this Offering, and is set forth below:

Gross proceeds of prior share issues	\$ 100,000
Gross proceeds of this Offering	<u>\$ 300,000</u>
Total gross proceeds after this Offering	\$ 400,000
Offering Price per Share	\$0.10
Gross proceeds per Share after this Offering	\$0.08
Dilution per Share to subscriber	\$0.02
Percentage of dilution in relation to Offering Price	20%

RISK FACTORS

Investment in our Common Shares must be regarded as highly speculative due to the nature of our business and our present stage of development. The following is a list of risk factors that a prospective investor should consider before subscribing for Shares:

1. We have not yet commenced commercial operations and have no assets other than cash. We have no history of earnings, and will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction.
2. Our directors and officers will only devote a portion of their time to our business and affairs 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.
3. Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 20% or \$0.02 per Common Share, calculated as set forth under “Dilution” above.
4. There can be no assurance that an active and liquid market for the Common Shares will develop, and an investor may find it difficult to resell its Common Shares.
5. Until Completion of a Qualifying Transaction, we are not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions.
6. We have only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that we will be able to identify a suitable Qualifying Transaction.
7. Even if a proposed Qualifying Transaction is identified, there can be no assurance that we will be able to successfully complete the transaction.

8. Completion of a Qualifying Transaction will be subject to a number of conditions including acceptance by the Exchange, and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval.
9. Unless a 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 us of fair value for our Common Shares.
10. Upon public announcement of a proposed Qualifying Transaction, trading in our Common Shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. Our Common Shares may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of our completing the proposed Qualifying Transaction.
11. Trading in our Common Shares may be halted at other times for other reasons, including without limitation, for failure by us to submit documents to the Exchange in the time periods required.
12. The Exchange will generally suspend trading in our Common Shares, delist us, or require us to trade on the NEX, in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the Listing Date.
13. Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction.
14. If our management resides outside of Canada or we identify a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any of our 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.
15. The Qualifying Transaction may be financed in all or in part by the issuance by us of additional securities 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.
16. Subject to prior Exchange acceptance, we may be permitted to loan or advance up to an aggregate of \$250,000 of our funds on hand to a Target Company without requiring shareholder approval and there can be no assurance that we 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 our management 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.

DIVIDEND RECORD AND POLICY

We have not paid any dividends since incorporation and have no plans to pay dividends. Our directors will determine if and when dividends should be declared and paid in the future based on our financial position at the relevant time. All of our Common Shares are entitled to an equal share in any dividends declared and paid.

LEGAL PROCEEDINGS

We are not currently a party to any legal proceedings, nor are we currently contemplating any legal proceedings. Our management is currently not aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

We are not a related or connected party (as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*) to the Agent.

RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Maitland & Company, Barristers and Solicitors, on our behalf, and by Salley Bowes Harwardt LC, on behalf of the Agent. None of the partners or associates of Salley Bowes Harwardt LC or Maitland & Company own any of our securities.

No Person whose profession or business gives authority to a statement made by such Person and who is named in this Prospectus has received or will receive a direct or indirect interest in our property or any Associate or Affiliate of the Corporation. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation or a Promoter of the Corporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Our directors and officers have acquired Common Shares, and have been granted incentive stock options. See “Principal Shareholders” and “Options to Purchase Securities”.

OTHER MATERIAL FACTS

To the knowledge of our management, 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 this Prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares being distributed.

AUDITORS

Our auditors are MacKay LLP, Chartered Accountants, of 1100 – 1177 West Hastings Street, Vancouver, BC.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of our Common Shares is Equity Financial Trust Company, of Suite 1620, 1185 West Georgia Street, Vancouver, BC.

MATERIAL CONTRACTS

The following are the material contracts entered into by us since the date of our incorporation:

- (a) Subscription agreements between us and each holder of Common Shares issued prior to the date of this Prospectus. See "Prior Sales".
- (b) Registrar and Transfer Agent Agreement dated June 18, 2010 between us and the Transfer Agent.
- (c) Escrow Agreement made as of January 15, 2011, among us, the Trustee and certain of our shareholders. See "Escrowed Securities".
- (d) Amended and Restated Agency Agreement dated March 8, 2011 between us and the Agent. See "Plan of Distribution".
- (e) Stock Option Plan.

Copies of the material contracts described above may be inspected at our registered office located at the offices of Maitland & Company, Suite 700, 625 Howe Street, Vancouver, BC, during normal business hours during the period of the distribution of the Common Shares being distributed under this Prospectus and for a period of 30 days thereafter.

LIST OF EXEMPTIONS

The Corporation has not applied for or received any exemption from National Instrument 41-101 *General Prospectus Requirements*, regarding this Prospectus or the distribution of the Offered Shares under this Prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of Maitland & Company, our legal counsel, the Common Shares, if, as and when listed on a prescribed stock exchange (which includes Tier 2 of the Exchange), will be qualified investments under the *Income Tax Act* (Canada) for a trust governed by a registered retirement savings plan, a registered retirement income fund, a deferred profit sharing plan, a registered education savings plan or a tax-free savings account (collectively referred to as "**Deferred Income Plans**"). It is the position of the Canada Revenue Agency that shares are to be considered listed on a prescribed stock exchange only when an unqualified as opposed to conditional listing of the shares exists and the shares are posted for trading. We understand that it is the practice of the Exchange to conditionally list shares that have been issued pursuant to an initial public offering for up to 48 hours prior to the listing becoming unconditional. As a result, until all of the conditions for listing of our Common Shares have been satisfied and the Common Shares are posted for trading, they may not be qualified investments for Deferred Income Plans.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

FINANCIAL STATEMENTS

Attached to and forming part of this Prospectus are our audited financial statements for the period from incorporation on October 30, 2009 to May 31, 2010 and for the six months ended November 30, 2010.

Oakham Capital Corp. (formerly 0865144 BC Ltd.)

Financial Statements

Six Months Ended November 30, 2010

Period From Incorporation on October 30, 2009 to May 31, 2010

Auditors' Report

**To the Directors of
Oakham Capital Corp.**

We have audited the balance sheets of Oakham Capital Corp. as at November 30, and May 31, 2010 and the statement of loss and comprehensive loss, shareholders' equity and cash flows for the periods 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 audits.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the company as at November 30, and May 31, 2010 and the results of its operations and its cash flows for the periods then ended in accordance with Canadian generally accepted accounting principles.

**Vancouver, Canada.
February 16, 2011 (except for note 9, dated March 8, 2011)**

***"MacKay LLP"*
Chartered Accountants**

Oakham Capital Corp.

Balance Sheets

(Canadian Dollars)

	November 30, 2010	May 31, 2010
ASSETS		
Current assets		
Cash	\$ 80,329	\$ 88,963
Deferred financing costs	27,119	13,144
	<u>\$ 107,448</u>	<u>\$ 102,107</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$ 16,118	\$ 10,184
Shareholders' equity		
Share capital (note 4)	100,000	100,000
Deficit	(8,670)	(8,077)
	<u>91,330</u>	<u>91,923</u>
	<u>\$ 107,448</u>	<u>\$ 102,107</u>

Continuance of operations (note 2)

Subsequent events (note 9)

Approved on behalf of the Board of Directors:

"Colin Watt"

Colin Watt, Director

"David Patterson"

David Patterson, Director

Oakham Capital Corp.

Statements of Loss and Comprehensive Loss

(Canadian Dollars)

	Six months ended November 30, 2010	Period from incorporation on October 30, 2009 to May 31, 2010
Expenses		
Filing and listing fees	\$ 593	\$ -
Professional fees	-	8,077
Loss and comprehensive loss for the period	\$ (593)	\$ (8,077)
Basic and diluted loss per common share	\$ -	\$ -
Weighted average number of common shares outstanding	-	-

Loss per share has not been presented since the outstanding shares at November 30, 2010 and May 31, 2010 are escrow shares that are contingently returnable and are excluded from the loss per share calculation.

Oakham Capital Corp.
Statements of Shareholders' Equity
(Canadian Dollars)

	Common Shares		Deficit	Total
	Number	Amount		
Common shares issued for cash	2,000,000	\$ 100,000	\$ -	\$ 100,000
Loss for the period	-	-	(8,077)	(8,077)
Balance at May 31, 2010	2,000,000	100,000	(8,077)	91,923
Loss for the period	-	-	(593)	(593)
Balance at November 30, 2010	2,000,000	\$ 100,000	\$ (8,670)	\$ 91,330

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

Oakham Capital Corp.

Statements of Cash Flows

(Canadian Dollars)

	Six months ended November 30, 2010	Period from incorporation on October 30, 2009 to May 31, 2010
Cash flows provided by (used for):		
Operating activities		
Loss for the period	\$ (593)	\$ (8,077)
Changes in non-cash operating working capital items:		
Accounts payable and accrued liabilities	18	8,077
	(575)	-
Financing activities		
Common shares issued for cash	-	100,000
Deferred financing costs	(8,059)	(11,037)
	(8,059)	88,963
Change in cash during the period	(8,634)	88,963
Cash, beginning of period	88,963	-
Cash, end of period	\$ 80,329	\$ 88,963
Supplemental cash flow information:		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -
Non-cash financing activities:		
Accounts payable related to deferred financing costs	\$ 5,916	\$ 2,107

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

Oakham Capital Corp.

Notes to the Financial Statements

November 30, 2010 and May 31, 2010

(Canadian Dollars)

1. Incorporation

Oakham Capital Corp. (the "Company") was incorporated on October 30, 2009 as 0865144 BC Ltd. pursuant to the Business Corporations Act of British Columbia and is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The Company changed its name on February 2, 2010. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business (the "Qualifying Transaction") subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

2. Continuance of Operations

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

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval.

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

3. Significant Accounting Policies

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP").

a) Loss per share

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

Basic loss per share is calculated using the weighted average number of shares outstanding during the period. The shares outstanding as of November 30, 2010 and May 31, 2010 have been excluded from the weighted average number of shares because they are contingently returnable.

b) 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 amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results could differ from these estimates.

Oakham Capital Corp.
Notes to the Financial Statements
November 30, 2010 and May 31, 2010
(Canadian Dollars)

3. Significant Accounting Policies (cont'd)

c) Financial instruments

All financial instruments are classified into one of five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale assets or other financial liabilities. All financial instruments and derivatives are measured and reported on the balance sheet at fair value at inception except certain related party transactions. Subsequent measurements and changes in fair value will depend on their initial classification. Held-for-trading financial instruments are measured at their fair value and changes are recognized in net income (loss) in the period in which the change occurs. Available-for-sale financial assets are measured at fair value and changes in fair value are recognized in other comprehensive income (loss) until the financial instrument is derecognized or impaired. Loans and receivables, held-to-maturity investments and other financial liabilities are carried at amortized cost.

The Company has classified its cash as held-for-trading and accounts payable and accrued liabilities are classified as other financial liabilities.

Transaction costs that are directly attributable to the acquisition or issue of financial instruments that are classified as other than held-for-trading are included in the initial carrying value of such instruments and amortized using the effective interest method. Transaction costs that are directly attributable to the acquisition or issue of financial instruments that are classified as held-for-trading are expensed as incurred.

d) 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 and losses available for carry forward. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

e) Stock-based compensation

The Company accounts for stock options granted to directors, officers, employees and non-employees using the fair value method of accounting. Accordingly, the fair value of the options at the date of the grant is determined using the Black-Scholes option pricing model and stock-based compensation is accrued and charged to operations, with an offsetting credit to contributed surplus, on a graded basis over the vesting periods. The fair value of stock options granted to non-employees is re-measured at the earlier of each financial reporting or vesting date, and any adjustment is charged or credited to operations upon re-measurement. The Company incorporates its best estimate of stock options that will not vest in its fair value calculations. No expense is recognized for stock options that do not ultimately vest. If and when the stock options are exercised, the applicable amounts of contributed surplus are transferred to share capital.

Oakham Capital Corp.

Notes to the Financial Statements

November 30, 2010 and May 31, 2010

(Canadian Dollars)

3. Significant Accounting Policies (cont'd)

f) Share issue costs

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

g) Accounting policies to be adopted

International Financial Reporting Standards

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

Business Combinations

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

Consolidated financial statements

In January 2009, the CICA issued Handbook Section 1601, consolidated financial statements, which replaces the existing standards. This section establishes the standards for preparing consolidated financial statements and is effective for interim and annual consolidated financial statements beginning on or after January 1, 2011.

Non controlling interests

In January 2009, the CICA issued Handbook Section 1602, Non-controlling interests, which establishes standards for the accounting of non-controlling interests of a subsidiary in the preparation of consolidated financial statements subsequent to a business combination. This standard is equivalent to the International Financial Reporting Standards on consolidated and separate financial statements. This standard is effective for interim and annual consolidated financial statements beginning on or after January 1, 2011.

The Company is required to adopt Sections 1582, 1601 and 1602 concurrently. At this time, the Company does not anticipate adopting these sections prior to the adoption of IFRS and therefore does not expect any impact to the financial statements.

Oakham Capital Corp.

Notes to the Financial Statements

November 30, 2010 and May 31, 2010

(Canadian Dollars)

4. Share Capital

Authorized:

Unlimited number of common shares without par value.

Issued:

During the period ended May 31, 2010, the Company issued 2,000,000 common shares at a price of \$0.05 per common share for total proceeds of \$100,000. These common shares will be held in escrow and will be released pro-rata to the shareholders as to 10% upon issuance of notice of final acceptance of a Qualifying Transaction by the TSX-V and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrow shares may not be transferred, assigned or otherwise dealt without the consent of the regulatory authorities.

5. Stock Options

The Company adopted a stock option plan ("the Plan") whereby it can grant options to directors, officers, employees, and consultants of the Company. The maximum number of shares that may be reserved for issuance under the Plan is limited to 10% of the issued common shares of the Company at any time.

On February 2, 2010, the Company granted 400,000 stock options to directors and officers with an exercise price of \$0.10. On January 15, 2011, the Company cancelled these stock options and reserved 500,000 new stock options to directors and officers with an exercise price of \$0.10. The new stock options will have an effective grant date of the initial public offering ("IPO") (note 9a) completion date. The new stock options will be exercisable for a period of five years following the completion date of the IPO.

6. Financial Instruments

As at November 30, 2010 and May 31, 2010, the Company's financial instruments are cash and accounts payable and accrued liabilities. The amounts reflected in the balance sheet are carrying amounts and approximate their fair values due to the short-term nature and negligible credit losses.

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

a) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The credit risk on cash is not considered significant because the counterparties are highly rated financial institutions.

b) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash is exposed to interest rate risk as the Company invests cash at floating rates of interest in highly liquid instruments. Fluctuations in interest rates offset the fair value of variable rate deposits and other highly liquid investments.

Oakham Capital Corp.
Notes to the Financial Statements
November 30, 2010 and May 31, 2010
(Canadian Dollars)

6. Financial Instruments (cont'd)

c) Currency Risk

Currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to currency risk is negligible because the Company's operations are in one country, being Canada. The dollar amount and number of transactions conducted in currencies other than the Canadian dollar are not material.

d) Liquidity Risk

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

7. Capital Management

The Company's objectives when managing capital are:

- To safeguard the Company's ability to continue as a going concern.
- To maintain appropriate cash reserves on hand in order to identify, evaluate and complete a Qualifying Transaction and to meet ongoing operating costs.
- To invest cash on hand in highly liquid and highly rated financial instruments.

In the management of capital, the Company includes shareholders' equity and debt in the definition of capital.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue common shares through private placements and/or issue debt. The Company is not exposed to externally imposed capital requirements.

Oakham Capital Corp.
Notes to the Financial Statements
November 30, 2010 and May 31, 2010
(Canadian Dollars)

8. Income Taxes

The reported income tax recovery differs from the amount computed by applying the Canadian basic statutory rate to the loss before income taxes. The reasons for this difference and the related tax effect are as follows:

	Six Months Ended November 30, 2010	Period from Incorporation on October 30, 2009 to May 31, 2010
Canadian basic statutory tax rate	28.5%	29%
Potential income tax recovery based on reported loss	\$ 169	\$ 2,338
Effect of non-deductible income and expenses	4	-
Incorporation costs incurred	-	(162)
Adjustment of valuation allowance	(173)	(2,176)
	<u>\$ -</u>	<u>\$ -</u>

Significant components of the Company's future tax assets are as follows:

	November 30, 2010	May 31, 2010
Future income tax assets:		
Non-capital loss carryforward	\$ 2,032	\$ 1,880
Cumulative eligible capital	100	104
Valuation allowance for future income tax assets	(2,132)	(1,984)
	<u>\$ -</u>	<u>\$ -</u>

The Company has accumulated non-capital losses of approximately \$8,100 which may be deducted in the calculation of taxable income in future years. The losses expire through to November 30, 2030.

Due to the uncertainty surrounding the realization of income tax assets in future years, the Company has a 100% valuation allowance against its potential future income tax assets.

9. Subsequent Events

- a) The Company is in the process of filing a prospectus with the British Columbia Securities Commission and the Alberta Securities Commission offering 3,000,000 common shares at \$0.10 per share as an IPO. Pursuant to an Agency Agreement with Leede Financial Markets Inc. (the "Agent"), the Agent will receive a commission of 10% of the gross proceeds. The Agent will also be issued Agent's Options equal in number to 10% of the number of common shares sold under the IPO. Each Agent's Option will entitle the Agent to acquire one common share at \$0.10 per share exercisable at any time prior to the earlier of 24 months after the date upon which the common shares of the Company are listed on the TSX-V. The Company will also pay the Agent a corporate finance fee of \$7,500, of which \$3,750 has been paid as a non-refundable deposit. The IPO is subject to regulatory approval.

AUDITOR'S CONSENT

We have read the prospectus of Oakham Capital Corp. (the "Company") dated March 8, 2011 relating to the issue and sale of 3,000,000 common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Company on the balance sheets of the Company as at November 30, and May 31, 2010, and the statements of loss and comprehensive loss, shareholders' equity and cash flows for the periods ended November 30, and May 31, 2010. Our report is dated February 18, 2011 (except note 9 dated March 8, 2011).

Vancouver BC Canada
March 8, 2011

"MacKay LLP"
Chartered Accountants

CERTIFICATE OF THE CORPORATION

Dated: March 8, 2011

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.

“David Patterson”

DAVID PATTERSON
Chief Executive Officer and Chief Financial Officer

On Behalf of the Board

“Colin Watt”

COLIN WATT

“Paul Lathigee”

PAUL LATHIGEE

CERTIFICATE OF THE PROMOTER

Dated: March 8, 2011

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.

“David Patterson”

DAVID PATTERSON

CERTIFICATE OF THE AGENT

Dated: March 8, 2011

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.

LEEDE FINANCIAL MARKETS INC.

“Richard H. Carter”

Per:

RICHARD H. CARTER
Senior Vice-President, General
Counsel and Secretary