A COPY OF THIS PRELIMINARY PROSPECTUS HAS BEEN FILED WITH THE SECURITIES REGULATORY AUTHORITIES IN EACH OF THE PROVINCES OF ALBERTA, BRITISH COLUMBIA AND QUEBEC AND WITH THE TSX VENTURE EXCHANGE INC. (THE "EXCHANGE"), BUT HAS NOT YET BECOME FINAL FOR THE PURPOSE OF THE SALE OF SECURITIES. INFORMATION CONTAINED IN THIS PRELIMINARY PROSPECTUS MAY NOT BE COMPLETE AND MAY HAVE TO BE AMENDED. THE SECURITIES MAY NOT BE SOLD UNTIL A RECEIPT FOR THE FINAL PROSPECTUS IS OBTAINED FROM THE SECURITIES REGULATORY AUTHORITIES.

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

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING — December 30, 2010

Corporation de Capital de Risque
Buildex
Venture Capital Corporation

CORPORATION DE CAPITAL DE RISQUE BUILDEX / BUILDEX VENTURE CAPITAL CORPORATION
(a capital pool company)
$200,000

2,000,000 Class A common shares
Price: $0.10 per Class A common share

The purpose of this offering (the "**Offering**") is to provide Buildex Venture Capital Corporation (the "**Corporation**") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as hereinafter defined). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. ("**Exchange**" or "**TSX Venture**"), and in the case of a Non Arm's Length Qualifying Transaction (as hereinafter defined), must also receive Majority of the Minority Approval (as hereinafter defined) in accordance with Policy 2.4 of the TSX Venture (the "**CPC Policy**"). The Corporation is a capital pool company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on business, other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".

This Offering is being conducted on a commercially reasonable efforts basis by Macquarie Private Wealth (the "**Agent**") in the Provinces of Alberta and British Columbia and is subject to a minimum subscription of 2,000,000 Class A common shares of the Corporation (the "**Common Shares**") at a price of $0.10 per Common Share (the "**Offering Price**") for total gross proceeds to the Corporation of $200,000 (the "**Offering Amount**"). See "Plan of Distribution". The Offering Price was determined by negotiation between the Corporation and the Agent. The Offering is subject to the Offering Amount being raised within 90 days of the issuance of a receipt for the Prospectus (as hereinafter defined), or such time as may be authorized by the securities regulatory authorities and consented to by the Agent and the Persons (as hereinafter defined) or Companies (as hereinafter defined) who subscribed to the Offering within that period. The funds received from the sale of the Common Shares offered hereunder will be deposited with the Agent pursuant to the terms of an agency agreement entered into between the Corporation and the Agent on ●, 2010 (the "**Agency Agreement**"), and will not be released until the Offering Amount has been deposited. If the Offering Amount is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be authorized by the securities regulatory authorities and consented to by the Agent and the Persons or Companies who subscribed to the Offering within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

	Common Shares	Price to the Public	Agent's Commission(1)	Proceeds to the Corporation(2)
Per Common Share	1	$0.10	$0.01	$0.09
Total Offering(3)	2,000,000	$200,000	$20,000	$180,000

Notes:

(1) The Agent has agreed to act as agent of the Corporation on a commercially reasonable efforts agency basis in connection with the Offering, and will receive a cash commission of 10.0% of the gross proceeds. In addition, the Agent will receive a total corporate finance fee of $10,000 (plus G.S.T.), of which $5,000 (plus G.S.T.) has already been received by the Agent as of the date hereof. The Agent has also received a retainer against its legal fees, expenses and disbursements in the amount of $10,000. The Corporation will also grant to the Agent and its sub-agents, if any, if the Offering is completed, a non-transferable option to purchase 200,000 Common Shares, exercisable for period of 24 months from the date of listing of the Common Shares on TSX Venture, at a price of $0.10 per Common Share (the "**Agent's Option**"), which option is qualified for distribution under this Prospectus. See "Plan of Distribution - Agency Agreement, Agent's Compensation and Determination of Price".

(2) Before deducting expenses of this Offering estimated at $78,395, (exclusive of the Agent's Commission). See, including the corporate finance fee of $10,000 (plus G.S.T.), legal fees and expenses of the Agent estimated to be $15,000 plus disbursements and G.S.T., legal and auditor's fees of the Corporation estimated at $32,185 (plus Q.S.T. and G.S.T.), and TSX Venture listing fee of approximately $15,000 (plus G.S.T.) "Use of Proceeds".

(3) A total of 2,000,000 Common Shares are offered hereunder, not including the Agent's Option or the incentive stock options to be granted to the directors and officers of the Corporation to purchase an aggregate of 580,000 Common Shares at a price of $0.10 per Common Share (the "**Incentive Stock Options**"), which Incentive Stock Options are also qualified for distribution under this Prospectus. See "Incentive Stock Options".

THERE IS CURRENTLY NO MARKET THROUGH WHICH THE SECURITIES OFFERED HEREUNDER MAY BE SOLD. The Corporation has applied to list the Common Shares on the TSX Venture. Listing will be subject to the Corporation fulfilling all of the listing requirements of the TSX Venture.

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Incentive Stock Options and the grant of the Agent's Option, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the Corporation's preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 – *Passport System* and National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading on TSX Venture except, subject to prior acceptance of TSX Venture, 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 the Corporation's business and its present stage of development. The Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See "Risk Factors".

The Agent hereby offers for sale, on a commercially reasonable efforts basis as Agent on behalf of the Corporation, 2,000,000 Common Shares without nominal or par value at a price of $0.10 per Common Share. The Common Shares are conditionally offered, subject to prior sale, if, as and when issued by the Corporation, and in accordance with the conditions contained in the Agency Agreement (as hereinafter defined) referred to under "Plan of Distribution" and subject to the approval by Séguin Racine Attorneys Ltd., Laval, Québec, on behalf of the Corporation, and by Borden Ladner Gervais LLP, on behalf of the Agent, of such legal matters for which approval is specifically sought by the Corporation or the Agent.

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the Offering, or 40,000 Common Shares ($4,000). In addition, the maximum number of Common Shares that may be directly or indirectly purchased pursuant to the Offering by any purchaser, together with that purchaser's Associates and Affiliates (as hereinafter defined), is 4% of the Offering, or 80,000 Common Shares ($8,000).

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

MACQUARIE PRIVATE WEALTH INC.
440-2nd Avenue SW, Suite 2200
Calgary, Alberta T2P 5E9
Tel.: (403) 260-8400
Fax: (403) 260-5785

TABLE OF CONTENTS

GLOSSARY OF TERMS ... 1
PROSPECTUS SUMMARY ... 7
THE CORPORATION ... 9
BUSINESS OF THE CORPORATION ... 9
  Proposed Operations of the Corporation until Completion of a Qualifying Transaction ... 9
  Preliminary Expenses of the Corporation ... 9
  Method of Financing Qualifying Transaction ... 9
  Criteria for Qualifying Transactions ... 9
REGULATORY AND SHAREHOLDER APPROVAL ... 10
  Filings and Shareholder Approval of a Non Arm’s Length Qualifying Transaction ... 10
  Initial Listing Requirements ... 10
  Trading Halts, Suspension and Delisting ... 11
  Refusal of Qualifying Transaction ... 11
USE OF PROCEEDS ... 12
  Permitted Use of Proceeds ... 12
  Restrictions on Use of Proceeds ... 13
  Private Placements for Cash ... 13
  Prohibited Payments to Non Arm’s Length Parties ... 14
PLAN OF DISTRIBUTION ... 14
  Agency Agreement, Agent’s Compensation and Determination of Price ... 14
  Commercially Reasonable Efforts Offering and Distribution ... 15
  Other Securities Being Distributed ... 15
  Listing Application ... 15
  Subscriptions by and Restrictions on the Agent ... 15
  Restrictions on Trading ... 15
DESCRIPTION OF SHARE CAPITAL ... 16
  General ... 16
  Common Shares ... 16
  Preferred shares ... 16
CAPITALIZATION ... 16
INCENTIVE STOCK OPTIONS ... 17
PRIOR SALES ... 17
ESCROWED SECURITIES ... 18
  Securities Escrowed Prior to the Completion of the Qualifying Transaction ... 18
  Escrowed Securities on Qualifying Transaction ... 19
  Escrowed Securities on Private Placement ... 20
PRINCIPAL SHAREHOLDERS ... 20
DIRECTORS, OFFICERS AND PROMOTER ... 21
  General ... 21
  Corporate Cease Trade Orders or Bankruptcies ... 22
  Penalties or Sanctions ... 23
  Personal Bankruptcies ... 23
  Positions with other Reporting Issuers ... 23
CONFLICTS OF INTEREST ... 24
REMUNERATION OF DIRECTORS AND OFFICERS ... 24
PROMOTER ... 25
INTEREST OF DIRECTORS, OFFICERS AND OTHERS IN MATERIAL TRANSACTIONS ... 25
MATERIAL CONTRACTS ... 25
DILUTION ... 26
RISK FACTORS ... 26
AUDITORS, TRANSFER AGENT AND REGISTRAR ... 27
RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS ... 27
LEGAL PROCEEDINGS ... 27
RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT ... 27
ELIGIBILITY FOR INVESTMENT ... 28
PURCHASERS’ STATUTORY RIGHTS ... 28
AUDITORS’ CONSENT ... A-1
FINANCIAL STATEMENTS ... F-1
CERTIFICATE OF THE CORPORATION ... C-1
CERTIFICATE OF THE PROMOTER ... C-2
CERTIFICATE OF THE AGENT ... C-3

GLOSSARY OF TERMS

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

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

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

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

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

A Company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person; or

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

"**Agency Agreement**" means the agency agreement dated ●, 2010 entered into between the Corporation and the Agent.

"**Agent**" means Macquarie Private Wealth Inc.

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent and its sub-agents, if any, entitling the Agent and any sub-agents to acquire up to 200,000 Common Shares at an exercise price of $0.10 per Common Share, expiring 24 months from the date of the listing of the Common Shares on the TSX Venture.

"**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.

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

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

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

(b) any partner of the Person or Company;

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

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

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

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

but

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

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

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

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

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

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

"**Corporation**" means Buildex Venture Capital Corporation / Corporation de Capital de Risque Buildex.

"**CPC**" means a corporation:

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

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

"**CPC Filing Statement**" means the Filing Statement of the CPC prepared in accordance with the Exchange Form of Filing Statement (Form 3B2) which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

"**CPC Information Circular**" means the Information Circular of the CPC prepared in accordance with applicable Securities Laws and the Exchange Form of Information Circular (Form 3B1) which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

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

"**Escrow Agreement**" means the escrow agreement dated ●, 2010 among the Corporation, CIBC Mellon Trust Inc. and certain shareholders of the Corporation.

"**Escrowed Shares**" means the Common Shares which are held in escrow pursuant to the Escrow Agreement.

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

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

"**Incentive Stock Options**" means the incentive stock options to be granted to the directors and officers of the Corporation to purchase an aggregate of 580,000 Common Shares at a price of $0.10 per Common Share.

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

"**Initial Release**" means the Escrowed Shares to be released pursuant to the Escrow Agreement upon issuance of the Final Exchange Bulletin.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"**Offering**" means the sale of 2,000,000 Common Shares at the Offering Price in the Offering Jurisdictions pursuant to this Prospectus.

"**Offering Amount**" means $200,000.

"**Offering Jurisdiction**" means the Provinces of Alberta and British Columbia.

"**Offering Price**" means $0.10 per Common Share.

"**Permitted Reimbursement**" means the Corporation's reimbursement of a Non Arm's Length Party for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value.

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

"**Preferred shares**" means the Class B shares in the share capital of the Corporation.

"**Principal**" means:

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

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

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

(d) a **10% holder** - a Person or Company that:

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

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

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

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

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

"**Pro-Group**" means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

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

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

(ii) the associate or affiliate has a separate corporate and reporting structure;

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

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

"**Promoter**" has the meaning specified in Section 1(rr) of the *Securities Act* (Alberta).

"**Prospectus**" means this Preliminary Prospectus dated December 30, 2010.

"**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 specified in Exchange Policy 1.1 - Interpretation.

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

"**SEDAR**" means the Systems for Electronic Document Analysis and Retrieval.

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

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

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

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

"**Surplus Securities**" means securities issued pursuant to a transaction which are not supported by a valuation method acceptable to the Exchange or for which the value of the asset is less than the deemed value of the securities, or securities which are otherwise determined by the Exchange to be Surplus Securities and required to be placed in escrow under a Surplus Security Escrow Agreement.

"**Surplus Security Escrow Agreement**" means an escrow agreement in Form 5D to which Surplus Securities will be subject and which will include Schedule B(3) of Form 5D if the Issuer is a Tier 1 issuer or Schedule B(4) of Form 5D if the Issuer is a Tier 2 issuer.

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

"**Tier 1 Initial Release**" means the portion of Escrowed Shares that is released immediately following the issuance of the Final Exchange Bulletin confirming the Corporation qualifies as a Tier 1 issuer on TSX Venture.

“**Trustee**” means CIBC Mellon Trust Inc., a trust corporation having an office in Montreal.

“**Value Securities**” means the 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 TSX Venture, or securities that are otherwise determined by TSX Venture to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement.

“**Value Security Escrow Agreement**” means an escrow agreement in Form 5D to which Value Securities will be subject and which will include Schedule B(1) of Form 5D if the Issuer is a Tier 1 issuer or Schedule B(2) of Form 5D if the Issuer is a Tier 2 issuer.

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

PROSPECTUS SUMMARY

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

CORPORATION: Buildex Venture Capital Corporation / Corporation de Capital de Risque Buildex.

BUSINESS OF THE CORPORATION: The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See “Business of the Corporation”.

OFFERING: An aggregate of 2,000,000 Common Shares are being offered under this Prospectus at a price of $0.10 per Common Share in the Provinces of Alberta and British Columbia. In addition, the Corporation will grant to the Agent an option to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on TSX Venture, which option is qualified for distribution pursuant to this Prospectus. The Incentive Stock Options to be granted to the directors and officers of the Corporation to purchase an aggregate of 580,000 Common Shares at a price of $0.10 per Common Share for a period of ten (10) years from the date of grant are also qualified for distribution pursuant to this Prospectus. See “Plan of Distribution” and “Incentive Stock Options”.

USE OF PROCEEDS: The net proceeds to the Corporation from the Offering after the payment of the Agent’s commission but before deduction of the issue costs (estimated at $78,395) in respect of the Offering, are estimated to be $180,000. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction, and to pay the expenses incurred pursuant to this Offering. The Corporation may not have sufficient funds to secure such assets or businesses once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds of the Offering or $210,000 may be used for purposes other than evaluating businesses or assets. See “Use of Proceeds”, “Business of the Corporation” and “Risk Factors”.

DIRECTORS AND OFFICERS: The directors and officers of the Corporation are:

Alain Larochelle, President, Chief Executive Officer, Director and Promoter
Roger Boucher, Chief Financial Officer and Director
Pierre-Hubert Séguin, Secretary and Director
Stéphane Beshro, Director
Paul Forest, Director
See “Directors, Officers and Promoter”

ESCROWED SHARES: All of the currently issued and outstanding Common Shares, being an aggregate of 3,800,000 Common Shares, which were issued at a price of $0.05 per Common Share, will be deposited into escrow, pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three (3) years from the date of the Final Exchange Bulletin. See “Escrowed Securities”.

RISK FACTORS: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development. The Corporation was only recently incorporated, has no active business and owns no business operations or assets, other than cash, has not identified a potential Company, asset or business as a proposed Qualifying Transaction and has not entered into an Agreement in Principle. The Corporation does not have a history of earnings, has not paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is suitable only to those investors who are willing to rely entirely on the directors and management of the Corporation and who can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 32.76% or approximately $0.0328 per Common Share. 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 the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. See “Business of the Corporation”, “Directors and Officers”, “Use of Proceeds”, “Risk Factors” and “Conflicts of Interest”.

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

THE CORPORATION

Buildex Venture Capital Corporation / Corporation de Capital de Risque Buildex was incorporated on July 12, 2010, by a Certificate of Incorporation issued pursuant to the provisions of the *Canada Business Corporations Act*. The head and registered office of the Corporation is located at 3030, Le Carrefour blvd., Suite 1002, Laval, Québec, H7T 2P5 and the Corporation is extraprovincially registered in the province of Alberta.

BUSINESS OF THE CORPORATION

Proposed Operations of the Corporation until Completion of a Qualifying Transaction

The Corporation has not conducted operations of any kind and does not own any assets, other than cash.

The Corporation proposes initially to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the TSX Venture and in the case of a Non Arm's Length Qualifying Transaction is also subject to the Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than entering into discussions for the purpose of identifying potential acquisitions or interests. Once a suitable company, asset or business is identified and evaluated, the Corporation will negotiate the terms under which such company, asset or business may be acquired or participated in by itself or jointly with others.

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

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

Preliminary Expenses of the Corporation

As at the date hereof, the Corporation has incurred or accrued preliminary expenses with respect to legal and auditing costs, advances to the Agent and expenses of legal counsel to the Agent, as well as Exchange, Securities Commissions and SEDAR filing fees, of approximately $44,105.74. Certain of the Offering proceeds may be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel and the Agent's expenses including legal expenses. See "Use of Proceeds".

Method of Financing Qualifying Transaction

The Corporation will negotiate the terms of the Qualifying Transaction and may use cash, secured or unsecured debt, the issuance of equity, debt financing or a combination of the foregoing for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issuance of shares from the treasury could result in a change of control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted**.

Criteria for Qualifying Transactions

A Qualifying Transaction may arise in numerous ways and management has not placed geographical restrictions on potential Qualifying Transactions. The Corporation has not established pre-determined criteria for potential Qualifying Transactions, other than sound business fundamentals. Such fundamentals include, but are not limited to:

(a) the ratio of risk to reward;

(b) the cost effectiveness of the participation or acquisition;

(c) the length of the payout period; and

(d) the rate of return.

The board of directors of the Corporation must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation, and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

REGULATORY AND SHAREHOLDER APPROVAL

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

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

(a) file the CPC 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 CPC Filing Statement is available on SEDAR; or

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

(a) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of the 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 TSX Venture pursuant to the CPC Policy.

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

Initial Listing Requirements

The Resulting Issuer must satisfy TSX Venture's initial listing requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable policies of TSX Venture.

Trading Halts, Suspension and Delisting

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

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

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

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

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

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

Refusal of Qualifying Transaction

TSX Venture, in its sole discretion, may not approve a Qualifying Transaction where:

(a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of TSX Venture;

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

    (i) a Member firm of the Exchange;

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

    (iii) Associates of any such person;

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

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

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

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

USE OF PROCEEDS

The gross proceeds to be received by the Corporation from the combination of prior sales of Common Shares and the sale of the Common Shares offered by this Prospectus will be $390,000.

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

Cash Proceeds to the Corporation raised from sales prior to this Offering(1)	$190,000
Proceeds spent by Corporation prior to October 31, 2010 not related to Offering	$5,500
Cash Proceeds to be raised pursuant to this Offering(2)	$200,000
Estimated expenses and costs relating to this Offering(3)(4)(5)(6)	$98,395
Estimated Funds Available on Completion of the Offering	$**286,105**
Funds available for identifying and evaluating, assets or business(7)	$241,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$45,105
TOTAL NET PROCEEDS	**$286,105**

Notes:

(1) See "Prior Sales".
(2) In the event the Agent's Option and the Incentive Stock Options are exercised, there will be available to the Corporation a maximum of an additional $78,000 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised. See "Plan of Distribution".
(3) On October 31, 2010, $18,008 had been incurred related to this Offering, which amount is included in the Estimated expenses and costs relating to this Offering. See the Corporation's balance sheet as at October 31, 2010.
(4) Of this amount, approximately $44,105.74 has been incurred to date. See "Business of the Corporation - Preliminary Expenses of the Corporation".
(5) These amounts include G.S.T.
(6) Including the Agent's Commission of $20,000, the corporate finance fee of $10,000 (plus G.S.T.), legal fees and other expenses of the Agent estimated to be $15,000 plus disbursements and G.S.T., legal and auditor's fees of the Corporation estimated at $32,185 (plus Q.S.T. and G.S.T.), and TSX Venture listing fee of approximately $15,000 (plus G.S.T.).
(7) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $241,000 on identifying and evaluating assets or businesses, the Corporation may use the remaining funds to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Proceeds

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

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

(viii) Agents' 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 proposed Qualifying Transaction.

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

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or $210,000, will be used for purposes other than those described above, including the following expenditures which the CPC Policy specifies as not being expenditures to identify and evaluate assets or businesses:

(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 shall be used to acquire or lease a vehicle.

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of TSX Venture is obtained before issuance. Prior to the Completion of the Qualifying Transaction, TSX Venture 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 permitted by the CPC Policy and described under the heading "Use of Proceeds - Restrictions on Use of Proceeds" and "Incentive Stock Options", the Corporation has not made, and until the Completion of a Qualifying Transaction, the Corporation will not make any payment of any kind, directly or indirectly, to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to a Person engaged in investor relations activities, by any means, including:

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement, Agent's Compensation and Determination of Price

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for distribution on a commercially reasonable efforts basis, in the Provinces of Alberta and British Columbia to the public, an aggregate of 2,000,000 Common Shares, at a price of $0.10 per Common Share for gross proceeds of $200,000, subject to the terms and conditions set forth in the Agency Agreement. The Offering Price of $0.10 per Common Share was established by negotiation between the Corporation and the Agent. The Agent will receive a commission of 10.00% of the gross proceeds of the Offering for a total of $20,000. In addition, the Corporation will pay to the Agent a corporate finance fee of $10,000, plus applicable taxes, of which $5,000 (plus G.S.T.) has already been received by the Agent as of the date hereof. The Agent has also received a retainer against its legal fees, expenses and disbursements of a total of $10,000. The obligations of the Agent under the Agency Agreement may be terminated on the basis of its assessment of the state of financial markets or upon the occurrence of certain events as stated in the Agency Agreement.

The Corporation will grant to the Agent, upon the completion of the Offering, the Agent's Option to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share, which may be exercised for a period of 24 months following the date of listing of the Common Shares on the TSX Venture. The Agent's Option is qualified for distribution under this Prospectus. Not more than fifty percent (50%) of the Common Shares issuable upon exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining fifty percent (50%) may only be sold after the Completion of the Qualifying Transaction. The Common Shares to be issued upon the exercise of the Agent's Option and the Incentive Stock Options will be issued in addition to the 2,000,000 Common Shares being offered pursuant to this Prospectus, and the Agent's Option and the Incentive Stock Options will be qualified for distribution under this Prospectus.

Commercially Reasonable Efforts Offering and Distribution

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

The total Offering is 2,000,000 Common Shares for total gross proceeds of $200,000. Under the CPC Policy, the maximum number of Common Shares that may be purchased, directly or indirectly, by any single subscriber to the Offering is 2% of the Offering, or 40,000 Common Shares ($4,000). In addition, the maximum number of Common Shares that may be directly or indirectly purchased pursuant to the Offering by any purchaser, together with any Associates and Affiliates of such purchaser, is 4% of the Offering, or 80,000 Common Shares ($8,000).

The funds received from the Offering hereunder will be deposited with the Agent, and will not be released until the Offering Amount has been deposited. The total subscription must be raised within 90 days of the date of issuance of a receipt for the final prospectus, or such other time as may be authorized by the securities regulatory authorities and agreed to by the Agent, consented to by Persons or Companies who subscribed within that period, failing which the funds collected will be remitted to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Incentive Stock Options at the Closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this Prospectus. Incentive Stock Options entitle the holders to purchase an aggregate of 580,000 Common Shares at a price of $0.10 per Common Share and such options may be exercised for a period of ten (10) years from the date of grant. See “Incentive Stock Options”.

Listing Application

The Corporation has applied for the listing of the Common Shares on the TSX Venture. The listing will be subject to the Corporation fulfilling all of the requirements of TSX Venture.

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, none of the directors, officers, employees or contractors of the Agent or Associates or Affiliates of the foregoing have subscribed for Common Shares. Until completion of a Qualifying Transaction, the aggregate number of Common Shares permitted to be owned, directly or indirectly, by the directors, officers, employees or contractors of the Agent or Associates or Affiliates of the foregoing is 20% of the issued and outstanding Common Shares, exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent’s Option and the grant of the Incentive Stock Options to the directors, officers and technical consultants of the Corporation, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for this Prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading on TSX Venture, except subject to prior acceptance of TSX Venture, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

General

As at the date hereof, 3,800,000 Common Shares are issued and outstanding as fully paid and non-assessable shares. A maximum of 2,000,000 Common Shares are reserved for the Offering, a maximum of 200,000 Common Shares are reserved for issuance under the Agent's Option and a maximum of 580,000 Common Shares are reserved for issuance under the Incentive Stock Options to be granted to the directors and officers of the Corporation. See "Plan of Distribution" and "Incentive Stock Options".

Common Shares

The Corporation is authorized to issue unlimited number of Common Shares without nominal value. The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, subject to the prior rights of the holders of the Preferred shares, and one vote per share at meetings of the shareholders of the Corporation and, subject to the rights of the holders of any other class of shares of the Corporation, upon liquidation, dissolution or winding up the Corporation, to receive such assets of the Corporation as are distributable to the holders of Common Shares. All Common Shares that are outstanding after completion of this Offering will be fully paid and non-assessable.

Preferred shares

The Corporation is also authorized to issue an unlimited number of Preferred shares without nominal value, of which, as at the date hereof, none have been issued. The Preferred shares may be issued in one or more series. Before the first shares of a particular issue are issued, the directors shall fix the number of shares in each series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions attached to the shares of each series. The Preferred shares are entitled to a priority over the Common Shares with respect to the payment of dividends and the distribution of assets upon the liquidation, dissolution or winding-up of the Corporation.

Subject to the provisions of the Corporation's articles or as otherwise required by the law or in accordance to any voting rights that may be attached to any series of Preferred shares from time to time, the holders of Preferred shares as a class are not entitled as such to receive a notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

CAPITALIZATION

Designation of Securities Capital	Amount Authorized	Amount outstanding as at October 31, 2010 (audited)(1)(2)	Amount outstanding as at the date hereof(2)	Amount outstanding after giving effect to the Offering(3)(4)(5)
Common Shares	Unlimited	$190,000 (3,800,000 Common Shares)	$190,000 (3,800,000 Common Shares)	$390,000(1) (5,800,000 Common Shares)
Preferred shares	Unlimited	Nil	Nil	Nil

Notes:

(1) As of October 31, 2010 and as of the date hereof, the Corporation has not commenced commercial operations. The deficit of the Corporation as at October 31, 2010, the date of the balance sheet of the Corporation included in this Prospectus, was $5,500.
(2) These Common Shares will be held in escrow in accordance with the CPC Policy.
(3) Does not include the 580,000 Common Shares issuable pursuant to the exercise of the Incentive Stock Options to be granted to directors and officers of the Corporation exercisable for a period of ten (10) years from the date of the grant. See "Incentive Stock Options".
(4) Does not include the 200,000 Common Shares issuable upon exercise of the Agent's Option exercisable for a period of 24 months from the date of listing of the Common Shares on the TSX Venture, at a price of $0.10 per Common Share. See "Plan of Distribution".
(5) Based on gross proceeds of the Offering of $200,000 and before deducting the estimated expenses and costs relating to this Offering of $98,395, including the Agent's Commission of $20,000, the corporate finance fee of $10,000 (plus G.S.T.), legal fees and expenses of the Agent estimated to be $15,000 plus disbursements and G.S.T., legal and auditor's fees of the Corporation estimated at $32,185 (plus Q.S.T. and G.S.T.), and the TSX Venture listing fee of approximately $15,000 (plus G.S.T.).

INCENTIVE STOCK OPTIONS

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

The Corporation intends to enter into stock option agreements granting the Incentive Stock Options upon the closing of the Offering, as follows:

Name	Number of Common Shares Under Options	Exercise Price Per Common Share	Expiry Date
Stéphane Beshro	50,000	$0.10	Ten (10) years from the date of grant
Roger Boucher	50,000	$0.10	Ten (10) years from the date of grant
Paul Forest	50,000	$0.10	Ten (10) years from the date of grant
Alain Larochelle	290,000	$0.10	Ten (10) years from the date of grant
Pierre-Hubert Séguin	140,000	$0.10	Ten (10) years from the date of grant
TOTAL	**580,000**	-	-

The Incentive Stock Options to be granted to the directors and officers to purchase an aggregate of 580,000 Common Shares at a price of $0.10 per Common Share are qualified for distribution pursuant to this Prospectus.

PRIOR SALES

Since the date of incorporation of the Corporation, 3,800,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Nature of Consideration Received
July 12, 2010	2,400,000[(1)]	$0.05	$120,000	Cash
July 30, 2010	1,400,000[(1)]	$0.05	$70,000	Cash

Note:

(1) See "Principal Shareholders" and "Escrowed Securities".

The 3,800,000 Common Shares issued at a price of $0.05 per share will be held in escrow in accordance with the CPC Policy. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All 3,800,000 Common Shares issued prior to this Offering at a price of $0.05 per Common Share, all Common Shares that may be acquired by a Non Arm's Length Party of the Corporation, either under the Offering or otherwise prior to Completion of the Qualifying Transaction, and all Common Shares acquired by Members of the Aggregate Pro-Group prior to the Offering will be deposited with the Trustee under the Escrow Agreement.

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

The following table sets out, as at the date hereof, the number of Escrowed Shares, which are held in escrow pursuant to the Escrow Agreement:

Name and Municipality of Residence	Number of Common Shares held in Escrow(1)	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering(1)
Gestion Best Inc. (2) Québec, Québec	400,000	10.53%	6.90%
Roger Boucher Sainte-Thérèse, Québec	400,000	10.53%	6.90%
Paul Forest Québec, Québec	400,000	10.53%	6.90%
Gestion Alain Larochelle Inc. (3) Québec, Québec	600,000	15.79%	10.34%
9144-3804 Québec Inc. (4) Laval, Québec	600,000	15.79%	10.34%
Bernard Bélanger Québec, Québec	350,000	9.21%	6.03%
Carl DeRico Lévis, Québec	350,000	9.21%	6.03%
Fiducie Pratum Minerva Sherbrooke, Québec (Marc-André Séguin, trustee)	350,000	9.21%	6.03%
Les Placements Luc Gagnon inc. Québec, Québec	350,000	9.21%	6.03%
TOTAL	**3,800,000**	**100.00%**	**65.52%**

Notes:

(1) Assuming the shareholders who are a party to the Escrow Agreement do not acquire any Common Shares pursuant to the Offering, which the shareholders have indicated they do not intend to do. See "Principal Shareholders".
(2) As of the date hereof, Stéphane Beshro is sole shareholder and director of Gestion Best Inc.
(3) As of the date hereof, Alain Larochelle is sole shareholder and director of Gestion Alain Larochelle Inc.
(4) As of the date hereof, Pierre-Hubert Séguin is sole shareholder and director of 9144-3804 Québec Inc.

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

Pursuant to the Escrow Agreement, the Initial Release shall be 10% of the Escrowed Shares and an additional 15% of the Escrowed Shares will be released on the dates that are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

In the event the Resulting Issuer meets TSX Venture's Tier 1 initial listing requirements either at the time of the Final Exchange Bulletin is issued or thereafter, 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 TSX Venture for listing as a Tier 1 issuer and TSX Venture has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of TSX Venture.

The prior consent of TSX Venture must be obtained before a transfer within escrow of Escrowed Shares can be completed. Generally, TSX Venture 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. Pursuant to 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:

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

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

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

    (ii) subject to majority shareholder approval, cancel 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 IPO price.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are Value Securities, then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a Value Security Agreement. 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 TSX Venture, or securities that are otherwise determined by TSX Venture 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.

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

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 6 months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

Escrowed Securities on Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

As at the date hereof, the only Persons who own, legally or beneficially, directly or indirectly, 10% or more of the issued and outstanding Common Shares are as follows:

Name and Municipality of Residence	Type of Ownership	Number of Shares(1)	Percentage of Shares owned before giving effect to the Offering	Percentage of Shares owned after giving effect to the Offering(2)	Percentage of Shares owned after the Offering on a fully diluted basis(3)
Gestion Best Inc.(4) Québec, Québec	Direct	400,000	10.52%	6.90%	6.83%
Roger Boucher Sainte-Thérèse. Québec	Direct	400,000	10.52%	6.90%	6.83%
Paul Forest Québec, Québec	Direct	400,000	10.52%	6.90%	6.83%
Gestion Alain Larochelle Inc.(5) Québec, Québec	Direct	600,000	15.79%	10.34%	13.53%
9144-3804 Québec Inc.(6) Laval, Québec	Direct	600,000	15.79%	10.34%	11.25%

Name and Municipality of Residence	Type of Ownership	Number of Shares[(1)]	Percentage of Shares owned before giving effect to the Offering	Percentage of Shares owned after giving effect to the Offering[(2)]	Percentage of Shares owned after the Offering on a fully diluted basis[(3)]
TOTAL	-	**2,400,000**	**63.14%**	**41.38%**	**45.27%**

Notes:

(1) These Common Shares are all held in escrow in accordance with the CPC Policy. See "Escrowed Securities".
(2) Assuming the shareholders do not acquire any Common Shares pursuant to the Offering, which the shareholders have indicated they do not intend to do.
(3) On a fully diluted basis, assuming the full exercise of the Incentive Stock Options and the Agent's Option. Following the exercise of their Incentive Stock Options, the directors will together hold a total of 2,980,000 Common Shares (45.27%) after the Offering on a fully diluted basis.
(4) As of the date hereof, Stéphane Beshro is sole shareholder and director of Gestion Best Inc.
(5) As of the date hereof, Alain Larochelle is sole shareholder and director of Gestion Alain Larochelle Inc.
(6) As of the date hereof, Pierre-Hubert Séguin is sole shareholder and director of 9144-3804 Québec Inc.

As at the date hereof, the 2,400,000 Common Shares legally owned, directly or indirectly, or controlled by, all directors and officers (or their holding companies), as a group, prior to giving effect to the Offering or the exercise of the Incentive Stock Options, represents 63.16% of the issued and outstanding Common Shares. After giving effect to the Offering, and assuming no exercise of the Incentive Stock Options, the directors and officers as a group will own or control 2,400,000 Common Shares representing approximately 41.38% of the issued and outstanding Common Shares, assuming the directors and officers do not acquire any Common Shares pursuant to the Offering which the directors and officers have indicated they do not intend to do.

DIRECTORS, OFFICERS AND PROMOTER

General

The following are the names and municipalities of residence of the directors, officers and Promoters of the Corporation, their position and offices with the Corporation and their principal occupations during the last five (5) years.

Name, Municipality of Residence and Position[(1)]	Present Occupation and Position During the Last Five Years	Number of Common Shares after giving effect to the Offering
Stéphane Beshro[(2)] Québec, Québec Director Age: 58	Stéphane Beshro has been a Real Estate Proprietor and Manager since 1980. Mr. Beshro was a Director from April 2004 to May 2010 and President from December 2008 to May 2010 of Cagim Real Estate Corporation (TSX-V: CIM).	400,000 6.90%
Roger Boucher[(2)] Sainte-Thérèse, Québec Chief Financial Officer and Director Age: 54	Mr. Boucher graduated from HEC Montréal with a BAA degree in 1980 and a degree in accounting in 1981. He also Holds an Executive Master in Business Administration from the University of Sherbrooke (1992).Roger Boucher has been the General Manager of Petrie Raymond Gestion Conseil Inc. since 2009. Mr Boucher was Vice-President and Chief Financial Officer from February 2002 to August 2008 and has been director since February 2002 of Road New Media Corporation (TSX-V: RNM). Mr. Boucher was the Vice-President Finance of Groupe Distinction Inc. (TSX: GD) from November 2004 to March 2009.	400,000 6.90%
Paul Forest[(2)] Québec, Québec Director	Mr. Forest graduated from Laval University with a Bachelor of commerce and he is a chartered accountant (CA). He is the president of Acel Groupe Conseil Inc. Mr. Forest was the managing partner of the DFK Stratégies Conseils a Québec city firm, from 2003 to 2009, where he was specialized in mergers,	400,000 6.90%

Name, Municipality of Residence and Position[1]	Present Occupation and Position During the Last Five Years	Number of Common Shares after giving effect to the Offering
Age: 56	acquisition and corporate financing. He was also a Director of Key Gold Holding Inc. (TSX-V: KGH) from May 2007 to November 2008.	
Alain Larochelle St-Michel-de-Bellechasse, Québec President, Chief Executive Officer, Director and Promoter Age:45	Alain Larochelle has been Vice-President and General Manager of Solotech Québec Inc. in Quebec citysince March 2003, a private companythat provides sound, lighting, video and new media solutions at both the national and international level. Mr Larochelle was also Director of Cagim Real Estate Corporation (TSX-V: CIM) from January 2005 to May 2010.	600,000 10.34%
Pierre-Hubert Séguin Laval, Québec Secretary and Director Age: 40	Mr. Séguin has completed a law degree from Université de Montréal in 1993 and has been a member of the Québec Bar since 1995. He is a founding partner of Séguin Racine, Attorneys Ltd., a law firm specialized in business law where he practises and heads a team of professionals in transactional business and securities law. Mr. Séguin was a director of the public corporation Redex Inc. from September 2005 to July 2007 and of Prosys Tech Corporation from March 2007 to September 2008. He has been a director of Garda World Security Corporation since 2003 (TSX: GW). He is a director of Carbon2green Corporation (TSX-V: CGN). He is a director of Corporation Resources Nevado a Capital Pool Company that completed its Qualifying Transaction in December 2009 (TSX-V: VDO). He has also been a director of Woden Venture Capital Corporation since February 2010.	600,000 10.34%

Notes:

(1) Each director holds office until the next annual meeting of shareholders.
(2) Messrs. Boucher, Forest and Beshro are also members of the audit committee. The Corporation does not have an Executive Compensation Committee.

In addition to any other requirements of TSX Venture, TSX Venture expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset. The directors and officers of the Corporation will devote the time required to achieve the goal of the Corporation to complete a Qualifying Transaction. It is anticipated that Mr. Alain Larochelle, as President, Chief Executive Officer and a director of the Corporation, will devote approximately 5% of his time to the business activities of the Corporation, Mr. Roger Boucher as Chief Financial Officer, and a director of the Corporation, will devote approximately 10% of his time to the business activities of the Corporation, Mr Pierre-Hubert Séguin as Secretary and a Director of the Corporation will devote less than 5% of his time to the business activities of the Corporation, Mr. Stéphane Beshro, as a director of the Corporation, will devote approximately 5% to 10% of his time to the business activities of the Corporation, and Mr. Paul Forest, as a director of the Corporation, will devote approximately 15% of his time to the business activities of the Corporation. Time actually spent by the directors and officers of the Corporation will vary according to the needs of the Corporation.

In compliance to TSX Policy 3.1, the Corporation has an audit committee that currently consists of Roger Boucher, Paul Forest and Stéphane Beshro. A majority of the members of the audit committee are independent directors of the Corporation.

Corporate Cease Trade Orders or Bankruptcies

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

From February 2002 to the present, Mr. Roger Boucher was a director Road New Media Corporation, a Company listed on the TSX Venture, whose shares were suspended from trading on December 3, 2004 for having failed to file its quarterly financial statements. Further to TSX Venture Exchange Bulletin dated December 9, 2004, the Autorité des marchés financiers has advised the TSX Venture Exchange that Road New Media Corporation had filed the required documentation for which it was subject to the cease trade order dated December 3, 2004, and effective at the opening, February 24, 2005, trading was reinstated in the securities of the company.

Penalties or Sanctions

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

Personal Bankruptcies

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

Positions with other Reporting Issuers

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

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Stéphane Beshro	Cagim Real Estate Corporation	TSX Venture	Director	04/2004	05/2010
			President	12/2008	05/2010
Roger Boucher	Road New Media Corporation	TSX Venture	Director	02/2002	Present
			Vice-President and Chief Financial Officer	02/2002	08/2008
	Groupe Distinction Inc.	TSX	Chief Financial Officer	09/2004	03/2009
Paul Forest	Le Groupe Macyro Inc.	TSX	President and Chief Executive Officer	05/1993	04/2002
	Key Gold Holding Inc. (formerly C2C Inc. and Société aurifère C2C Inc.)	TSX Venture	Director	05/2007	11/2008
Alain Larochelle	Cagim Real Estate Corporation	TSX Venture	Director	01/2005	05/2010

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Pierre-Hubert Séguin	Garda World Security Corporation	TSX	Secretary and Director	07/2003	Present
	Redex Inc.	TSX Venture	Director	09/2005	07/2007
	Prosys Tech Corporation (formerly Pontiac Castle Investments Corporation)	TSX Venture	Director	03/2007	09/2008
	Corporation Ressources Nevado (formerly Nevado Venture Capital Corporation)	TSX Venture	Director	05/2007	Present
	Carbon2Green Corporation (formely Laurent Venture Capital Corporation)	TSX Venture	Secretary and Director	09/2009	Present
	Woden Venture Capital Corporation	TSX Venture	Secretary and Director	09/2010	Present

CONFLICTS OF INTEREST

There are potential conflicts of interest to which the directors, officers, Insiders and Promoter of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers, Insiders and Promoter are engaged and will continue to be engaged, directly or indirectly, with corporations or businesses which may be in competition with the Corporation for companies, businesses or assets in order to complete a Qualifying Transaction. Accordingly, situations may arise where some or all of the directors, officers, Insiders and Promoter will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the CBCA. See "Interests of Directors, Officers and Others in Material Transactions".

REMUNERATION OF DIRECTORS AND OFFICERS

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

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

(i) salaries;

(ii) consulting fees;

(iii) management contract fees or directors' fees;

(iv) finders fees;

(v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Corporation may reimburse a Non Arm's Length Party for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursements"), which reimbursements, since incorporation have totalled the aggregate sum of nil as of the date hereof. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation will also be granted the Incentive Stock Options to purchase Common Shares.

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

PROMOTER

Mr. Alain Larochelle may be considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. This individual has subscribed for and received Common Shares and he will receive Incentive Stock Options. See "Prior Sales", "Principal Shareholders", "Incentive Stock Options", and "Directors, Officers and Promoter".

INTEREST OF DIRECTORS, OFFICERS AND OTHERS IN MATERIAL TRANSACTIONS

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

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares since incorporation, other than contracts in the ordinary course of business, except:

1. The Escrow Agreement to be signed prior to closing of the Offering among the Corporation, the Trustee and certain shareholders of the Corporation. See "Escrowed Securities";

2. The Agency Agreement dated as of ●, 2010 between the Corporation and the Agent. See "Plan of Distribution"; and

3. The Transfer Agent Agreement dated as of ●, 2010 between the Corporation and the Trustee. See "Auditors, Transfer Agent and Registrar".

Copies of these agreements will be available for inspection at the offices of the Corporation's counsel, Séguin Racine, Attorneys Ltd, 3030 Le Carrefour Blvd, suite 1002, Laval, Québec, H7T 2P5, at any time during ordinary business hours while the securities offered by this Prospectus are in the course of distribution and for a period of 30 days thereafter and on SEDAR at all times.

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of 32.76% or approximately $0.0328 per Common Share on the basis of there being 5,800,000 Common Shares issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

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

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

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

After completion of the Offering, an investor will suffer an immediate dilution to its investment of 32.76% or approximately $0.0328 per Common Share.

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.

Until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business, other than the identification and evaluation of potential Qualifying Transactions.

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

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

Completion of a Qualifying Transaction is subject to a number of conditions, including acceptance by TSX Venture and, in certain circumstances, Majority of the Minority Approval.

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

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

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

Trading in the Common Shares may be halted at other times for other reasons, including for failure by the Corporation to submit documents to TSX Venture in the time periods required.

TSX Venture will generally suspend trading in the Common Shares or delist the Corporation in the event that TSX Venture has not issued a Final Exchange Bulletin within 24 months from the date of listing of the Common Shares.

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

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

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

As a result of the above factors, the Offering is only suitable to investors who are willing to rely solely on the directors and management of the Corporation and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares. See “Directors, Officers and Promoter”, “Conflicts of Interest” and “Use of Proceeds”.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Raymond Chabot Grant Thornton, LLP, Chartered Accountants, 600, De La Gauchetière street West, Suite 2000, Montréal, Quebec, H3B 4L8.

CIBC Mellon Trust Company, at its place of business in Montreal, is the transfer Agent and registrar.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed on by Séguin Racine, Attorneys Ltd., Laval, Quebec, on behalf of the Corporation and by Borden Ladner Gervais, LLP, on behalf of the Agent.

Mr. Pierre-Hubert Séguin, Secretary and Director of the Corporation is a founding partner of Séguin Racine, Attorneys Ltd. Except for Mr. Pierre-Hubert Séguin, the partners and associates of Séguin Racine, Attorneys Ltd. do not own any Common Shares (but may subscribe for Common Shares pursuant to the Offering).

The partners and associates of Borden Ladner Gervais LLP and Raymond Chabot Grant Thornton, LLP do not own any Common Shares as of the date hereof nor are any such Partners and associates expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation.

LEGAL PROCEEDINGS

There are no legal proceedings material to the Corporation to which the Corporation is a party and, as of the date hereof, none are contemplated to the knowledge of the management of the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Séguin Racine, Attorneys Ltd., counsel to the Corporation, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the "**Tax Act**"), the Common Shares, if issued on the date hereof, would be qualified investments under the Tax Act for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans, deferred profit sharing plans, registered disability savings plans and tax free savings accounts ("**TFSA**"), provided that the Common Shares are listed on a designated stock exchange (which includes the Exchange).

Notwithstanding that the Common Shares may be a qualified investment for a trust governed by a TFSA, the holder of a TFSA will be subject to a penalty tax on the Common Shares held in the TFSA if such Common Shares are a "prohibited investment" for the purposes of the Tax Act. The Common Shares will generally be a "prohibited investment" if the holder of the TFSA does not deal at arm's length with the Corporation for the purposes of the Tax Act or the holder of the TFSA has a "significant interest" (as defined in the Tax Act) in the Corporation or a corporation, partnership or trust with which the Corporation does not deal at arm's length for the purposes of the Tax Act. Such holders are urged to consult their own tax advisors.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada 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. In several of the provinces, the securities legislation further provides a purchaser of the Common Shares with remedies for rescission, price revision or, in some jurisdictions, damages, if the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser of the Common Shares, provided that the remedies for rescission, price revision or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of such purchaser's province. The purchaser of the Common Shares should refer to the securities legislation of such purchaser's province for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

We have read the prospectus (hereinafter the "Document") of Buildex Venture Capital Corporation (hereinafter the "Corporation") dated December 30, 2010 relating to the initial public offering of 2,000,000 class "A" common shares of the Corporation and have no reason to believe that there are any misrepresentations in the information contained in the Document that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of the audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the Document of our report to the directors of the Corporation on the balance sheets of the Corporation as at October 31, 2010 and July 31, 2010 and the statements of earnings, comprehensive loss and deficit and cash flows for the interim three-month and initial 20-day periods then ended. Our report is dated December 17, 2010 (except for Note 5, which is dated ●).

Limited Liability Partnership
Chartered Accountants

Montreal, Canada
●, 2010

BUILDEX VENTURE CAPITAL CORPORATION

FINANCIAL STATEMENTS

FOR THE THREE MONTH PERIOD ENDED OCTOBER 31, 2010 AND THE INITIAL 20-DAY PERIOD

Buildex Venture Capital Corporation
(a Capital Pool Company)

Financial Statements
for the interim three-month period ended October 31, 2010 and the initial 20-day period ended July 31, 2010

Auditors' Report	2
Financial statements	
Earnings, Comprehensive Loss and Deficit	3
Cash Flows	4
Balance sheet	5
Notes to Financial Statements	6 - 8

Raymond Chabot Grant Thornton

Auditors' Report

Raymond Chabot Grant Thornton LLP
Suite 2000
National Bank Tower
600 De La Gauchetière Street West
Montréal, Québec H3B 4L8

Telephone: 514-878-2691
Fax: 514-878-2127
www.rcgt.com

To the Directors of
Buildex Venture Capital Corporation

We have audited the balance sheets of Buildex Venture Capital Corporation as at October 31, 2010 and July 31, 2010 and the statements of earnings, comprehensive loss, deficit and cash flows for the interim three-month and initial 20-day 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 audit.

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 October 31, 2010 and July 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.

[1]

Montréal, December 17, 2010
(● for Note 5)

[1] Chartered accountant auditor permit no. ●

Buildex Venture Capital Corporation
Earnings, Comprehensive Loss and Deficit

	Interim three-month period ended 2010-10-31	Initial 20-day period ended 2010-07-31
	$	$
Revenue	–	–
Expenses	–	5,500
Net loss and comprehensive loss	–	(5,500)
Deficit, beginning of period	(5,500)	–
Deficit, end of period	(5,500)	(5,500)
Weighted average number of outstanding shares	3,800,000	2,540,000
Basic and diluted loss per share	0.000	(0.002)

The accompanying notes are an integral part of the interim financial statements.

Buildex Venture Capital Corporation
Cash Flows

	Interim three-month period ended 2010-10-31	Initial 20-day period ended 2010-07-31
	$	$
OPERATING ACTIVITIES		
Net loss	–	(5,500)
Non-cash items		
Changes in working capital items	–	–
Accounts payable and accrued liabilities	–	5,500
Cash flows from operating activities	–	–
FINANCING ACTIVITIES		
Deferred expenses	(18,008)	–
Issue of class "A" common shares	–	190,000
Cash flows from financing activities	(18,008)	190,000
Net increase (decrease) in cash	(18,008)	190,000
Cash, beginning of period	190,000	–
Cash, end of period	171,992	190,000

The accompanying notes are an integral part of the interim financial statements.

Buildex Venture Capital Corporation
Balance Sheets

	2010-10-31	2010-07-31
	$	$
ASSETS		
Current assets		
Cash	171,992	190,000
Deferred expenses	18,008	–
	190,000	190,000
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	5,500	5,500
SHAREHOLDER' EQUITY		
Capital stock (Note 5)	190,000	190,000
Deficit	(5,500)	(5,500)
	184,500	184,500
	190,000	190,000

The accompanying notes are an integral part of the interim financial statements.

On behalf of the Board,

/S/ Pierre-Hubert Séguin
Director

/S/ Stéphane Beshro
Director

Buildex Venture Capital Corporation
Notes to Financial Statements
October 31, 2010

1 - GOVERNING STATUTES, NATURE OF OPERATIONS AND GOING CONCERN ASSUMPTION

Buildex Venture Capital Corporation (the "Company") was incorporated under the Canada Business Corporations Act on July 12, 2010. The Company is considered to be a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange Inc. (the "Exchange"). The principal business of the Company is to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. The Company is required to complete a Qualifying Transaction within 24 months from its listing on the exchange. Since its incorporation, the Company had only limited activities.

These interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and on the basis of the going concern assumption, meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The carrying amounts of assets, liabilities and expenses presented in these financial statements and balance sheet classifications have not been adjusted as would be required if the going concern assumption was not appropriate.

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or delist the Company's shares from trading.

2 - PRESENTATION OF INTERIM FINANCIAL STATEMENTS

These interim financial statements have been prepared by the Company in accordance with GAAP. They are consistent with the accounting policies used in the preparation of the financial statements as at and for the initial 20-day period ended July 31, 2010. These interim financial statements do not include all of the disclosures required by GAAP for annual financial statements and accordingly, should be read in conjunction with the financial statements as at and for the initial 20-day period ended July 31, 2010.

In the opinion of management, these interim financial statements prepared in accordance with GAAP, reflect all the adjustments considered necessary to present fairly the financial situation of the Company, as well as the results of its operations and its cash flows for the three-month period ended October 31, 2010.

3 - FUTURE ACCOUNTING STANDARDS

Business Combinations

Section 1582, "Business Combinations" replaces Section 1581 of the same title. This Section establishes new standards for the accounting for a business combination. This Section constitutes the GAAP equivalent to the corresponding International Financial Reporting Standard ("IFRS"). This Section shall be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Earlier adoption is permitted. The Company is currently evaluating the impact of adoption of this new Section on its financial statements and on future business combinations.

Buildex Venture Capital Corporation
Notes to Financial Statements
October 31, 2010

4 - CAPITAL STOCK

As at October 31, 2010 and as at July 31, 2010, the Company's capital stock is detailed as follows:

Authorized
Unlimited number of shares without par value
Class "A" common shares, voting and participating

Class "B" shares, non-voting and non-participating, non-cumulative dividend fixed by the Board of Directors, redeemable at the paid-up capital amount

	Number of class "A" shares	$
Issued and fully paid		
Class "A" common shares	3,800,000	190,000

Escrowed shares

Under the requirements of the applicable securities regulatory authorities, the Exchange, and pursuant to a transfer agent agreement signed with CIBC Mellon Trust Company, all of the 3,800,000 class "A" common shares issued prior to the public offering, and all class "A" common shares acquired on exercise of incentive stock options prior to the completion of the Qualifying Transaction, must be held in escrow and will be deposited with a trustee under an escrow agreement. The escrowed shares will be released at a vote of 10% immediately following the issuance of the bulletin by the Exchange announcing final acceptance of the Qualifying Transaction (the "initial release") and then 15% on each of the 6th, 12th, 18th, 24th, 30th and 36th month anniversaries following the initial release.

The Exchange's prior consent must be obtained before a transfer of the escrowed shares.

5 - SUBSEQUENT EVENT

First-public Offering

Pursuant to an agency agreement dated ● between the Company and Macquarie Private Wealth Inc. (the "Agent"), the Company has agreed to file a prospectus for the issuance of 2,000,000 class "A" common shares at a price of $0,10 per share (the "Offering") and the Company appointed the Agent as its agent for the Offering. Pursuant to a letter of services from the Agent dated September 16, 2010, the Company has agreed to pay the Agent a commission equal to 10% of the aggregate gross proceeds of the Offering. The Agent will also be granted, upon the completion of the Offering, an option to purchase 200,000 of the total class "A" common shares issued in connection with the Offering at $0.10 per class "A" common share, which will expire twenty-four months from the date the class "A" common shares are listed for trading on the Exchange (the "Agent's Option"). A total of fifty percent of the common shares issuable upon exercise of the Agent's Option may be sold by the Agent prior to the completion of the Qualifying Transaction by the Company. The remaining fifty percent may only be sold after the completion of the Qualifying Transaction.

Buildex Venture Capital Corporation
Notes to Financial Statements
October 31, 2010

5 - SUBSEQUENT EVENT (Continued)

First-public Offering (Continued)

The Company intends to grant at the closing of the Offering, 580,000 stock options to its directors and officers. Each option is exercisable into one (1) common share of the Company at a price of $0.10 per share for a period of up to ten years from the date of grant.

CERTIFICATE OF THE CORPORATION

Dated December 30, 2010

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by securities legislation in Alberta, British Columbia and Québec, and the regulations thereunder.

(s) Alain Larochelle	*(s) Roger Boucher*
Alain Larochelle President, Chief Executive Officer and Director	Roger Boucher Chief Financial Officer and Director

ON BEHALF OF THE BOARD

(s) Pierre-Hubert Séguin	*(s) Paul Forest*
Pierre-Hubert Séguin Secretary and Director	Paul Forest Director

(s) Stéphane Beshro
Stéphane Beshro
Director

CERTIFICATE OF THE PROMOTER

Dated December 30, 2010

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by securities legislation in Alberta, British Columbia and Québec, and the regulations thereunder.

(s) Alain Larochelle

Alain Larochelle
Promoter

CERTIFICATE OF THE AGENT

Dated December 30, 2010

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

MACQUARIE PRIVATE WEALTH INC.

Per: *(s) Jeff German*
Jeff German, CA, CBV
Vice President PVC Corporate Finance