A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of Alberta and British Columbia 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 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

May 11, 2011

WANGTON CAPITAL CORP.
(A Capital Pool Company)
$800,000
8,000,000 Common Shares
Price: $0.10 Per Common Share

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

This offering is made on a commercially reasonable efforts basis by PI Financial Corp. (the "Agent") and is subject to a minimum subscription of 8,000,000 Common Shares for total gross proceeds to the Corporation of $800,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement, as hereinafter defined. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

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

	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)]	8,000,000	$800,000	$80,000	$720,000

(1) The Agent has agreed to act as agent of the Corporation in connection with the Offering, and will receive a commission of $80,000 if the total Offering is sold. In addition, the Agent will receive a corporate finance fee of $15,000 (excluding taxes) and will be reimbursed for their expenses, including legal fees, estimated to be $15,000 (excluding disbursements and taxes). The Corporation will also grant to the Agent a non-transferable option to purchase 800,000 Common Shares, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, at a price of $0.10 per Common Share, subject to normal adjustments (the "Agent's Option"), which option is qualified for distribution under this prospectus. See "Plan of Distribution".

(2) Before deducting expenses of this Offering estimated at $78,390, which includes listing fees of $15,000, legal fees of $20,000, fees of auditor of $4,500, corporate finance fee of $15,000 payable to the Agent, $15,000 legal fees of Agent, $250 payable to the Alberta Securities Commission, $2,500 payable to the British Columbia Securities Commission, $1,140 payable to CDS Inc., and other estimated expenses of $5,000. All of the foregoing amounts exclude applicable taxes.

(3) A total of 8,000,000 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 1,060,000 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". The Incentive Stock Options must be granted within 90 days of the issuance of a receipt for this prospectus.

Market For Securities

There is currently no market through which these securities may be sold. The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

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

Risk Factors

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. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of $0.012 or 12%. The Corporation was only recently incorporated, owns no business operations or assets other than cash, has no identified or potential asset or business for

acquisition or participation and has not entered into an Agreement in Principle as defined in the CPC Policy. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future. The proposed business of the Corporation involves a high degree of risk and there is no assurance that the Corporation will identify a company, asset or business prospect which warrants acquisition or participation. Moreover, if a potential company, asset or business prospect is identified and acquisition or participation is warranted, additional funds may be required to complete the acquisition or participation and the Corporation may not be able to obtain financing. Where the acquisition or participation is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution to their investment. The directors and officers of the Corporation will only be devoting a portion of their time to the affairs of the Corporation. Potential conflicts of interest may result between the ordinary course of business of the Corporation and the business activities of the directors and officers of the Corporation. The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Alberta Securities Commission and the British Columbia Securities Commission may issue an interim cease trade order against the Corporation's securities if the Common Shares are suspended from trading on the Exchange, and will issue such an interim cease trade order if the Corporation is delisted from the Exchange. **As a result of these factors, this Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See "Risk Factors".**

Maximum Investment

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 160,000 of the total Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 320,000 of the total number of Common Shares offered under this prospectus.

Receipt of Subscriptions

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

PI Financial Corp.
Suite 3401
40 King Street W.
Toronto, Ontario, M5H 3Y2

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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.

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

"Agreement in Principle" means any enforceable agreement or any other agreement or similar commitment which identifies the fundamental terms upon which the parties agree or intend to agree which:
(a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
(b) identifies the parties to the Qualifying Transaction;
(c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
(d) identifies the conditions to any further formal agreements to complete the transaction, and

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

"Associate" when used to indicate a relationship with a person or company, means
(a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to 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.

"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.

"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.

"Exchange" 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.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"NEX" means the board of the Exchange known as "NEX" and governed by the NEX policies.

"Non Arm's Length Party" means in relation to a Company, a promoter, officer, director, other insider or Control Person of that Company) including an Issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, insider or Control Person.

"Non Arm's Length Parties to the Qualifying Transaction" means the Vendor(s), any Target Company(ies) and includes, in relation to Significant Assets or Target Company(ies), the Non Arm's Length Parties of the Vendor(s), the Non Arm's Length Parties of any Target Company(ies) and all other

parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.

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

"Person" means a Company or individual.

"Principal" means

(a) a person or company who acted as a promoter of the issuer within two years or their respective Associates or Affiliates, before the initial public offering ("**IPO**") prospectus or Final Exchange Bulletin;

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

(c) a 20% holder – a person 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), (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 acting at arm's length to the Member;

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

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

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

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

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

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

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

"Related Party Transaction" has the meaning ascribed to that term under Appendix 5B of OSC Rule 61-501, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

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

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

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

"Sponsorship Acknowledgement Form" means the form prepared in accordance with Form 2G (*Sponsorship Acknowledgement Form*) of the Exchange.

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

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

PROSPECTUS SUMMARY

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

CORPORATION:

The Corporation was incorporated as Wangton Capital Corp. on December 23, 2010 pursuant to the *Business Corporations Act* (Alberta). The Corporation's head office is located in Calgary, Alberta and its registered office is located in Calgary, Alberta. See "The Corporation".

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:

A total of 8,000,000 Common Shares are being offered under this prospectus at a price of $0.10 per Common Share. In addition, the Corporation will grant an option to the Agent to purchase up to 800,000 Common Shares at a price of $0.10 per share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which option is qualified under this prospectus. The Incentive Stock Options to be granted to the directors and officers of the Corporation to purchase 1,060,000 Common Shares at a price of $0.10 per Common Share are also qualified under this prospectus. See "Plan of Distribution" and "Incentive Stock Options".

USE OF PROCEEDS:

The net proceeds to the Corporation will be $771,610. 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. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating business or assets. See "Use of Proceeds", "Business of the Corporation" and "Risk Factors".

DIRECTORS AND OFFICERS:

The directors and officers of the Corporation are Johnny Y. K. Pak, Director, President and Chief Executive Officer; Francis N. S. Leong, Director, Secretary and Chief Financial Officer; Kenneth P. (Ken) Zdunich, Director; and Rita L. P. Tsang, Director. See "Directors, Officers and Promoters".

ESCROWED SHARES: All of the currently issued and outstanding Common Shares of the Corporation, being 2,600,000 Common Shares will be deposited in escrow pursuant to the terms of an Escrow Agreement, as hereinafter defined, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

RISK FACTORS: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 12% or $0.012 per Common Share. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.

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

See "Business of the Corporation", "Management and Key Personnel", "Directors and Officers", "Use of Proceeds", "Risk Factors" and "Conflicts of Interest".

THE CORPORATION

The Corporation was incorporated under the name Wangton Capital Corp. on December 23, 2010 pursuant to the *Business Corporations Act* (Alberta). The Articles of the Corporation were amended by Certificate of Amendment dated •, 20• to remove the "private issuer" provisions.

The head office and principal office of the Corporation is located at Suite 1710, 801 – 6th Avenue S. W., Calgary, Alberta, T2P 3W2.

The registered office of the Corporation is located at Suite 1710, 801 – 6th Avenue S.W., Calgary, Alberta, T2P 3W2.

BUSINESS OF THE CORPORATION

Proposed Operations of the Corporation

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

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation is not specifically considering pursuing a company, asset or business in any specific business or industry sector, or in any particular geographical area, and the Corporation anticipates reviewing companies, assets and businesses in a broad range of industry sectors and geographical areas.

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

The Corporation has not yet entered into an Agreement in Principle.

Preliminary Expenses of the Corporation

To date, the Corporation has incurred preliminary expenses totaling $33,890, which preliminary expenses include the corporate finance fee paid to the Agent of $15,000, the retainer paid for the Agent's expenses, including legal fees, of $10,000, initial listing fees of $5,000 paid to the Exchange, the fee of $250 paid to the Alberta Securities Commission, the fee of $2,500 paid to the British Columbia Securities Commission, and the fee of $1,140 paid to CDS Inc. for filing this prospectus. However, certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditors, fees of the Exchange and legal expenses. See "Use of Proceeds". All of the foregoing expenses exclude applicable taxes.

Method of Financing Qualifying Transaction

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

Criteria for Qualifying Transaction

All potential acquisitions will initially be screened by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors. 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 Corporation will consider acquisitions of assets or businesses operated or located both inside or outside of Canada.

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

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

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

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

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

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

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

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

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

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

Potential Qualifying Transaction

The Corporation has not entered into negotiations with respect to a potential Qualifying Transaction.

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

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

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. In the event that the Common Shares of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of

Non-Arm's Length Parties to the Corporation, determine to deal with the issuer or its remaining assets in some other manner.

Refusal of Qualifying Transaction

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

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

(b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
   (i) a member firm of the Exchange;
   (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and
   (iii) associates of any such person,
   collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;

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

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

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

USE OF PROCEEDS

The gross proceeds to be received by the Corporation from the combination of prior sales of Common Shares ($130,000) and the sale of all of the Common Shares offered by this prospectus ($800,000) will be $930,000. From these aggregate gross proceeds will be deducted the expenses and costs of this issue estimated in the aggregate, including listings fees, Agent's commission, legal fees, audit fees and expenses, to be approximately $158,390.

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

Cash proceeds raised prior to this Offering [1]	$130,000
Expenses and costs relating to raising the cash proceeds	nil[2]
Cash proceeds to be raised pursuant to this Offering [3]	$800,000
Expenses and costs relating to this Offering [4]	($158,390)
Estimated funds available (on completion of this Offering) [4]	**$771,610**
Funds available for identifying and evaluating assets or business prospects [5]	$721,610
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$ 50,000
Total Net Proceeds	**$771,610**

Notes:

(1) See "Prior Sales".

(2) No costs have been allocated to the issuance of these shares. See the Corporation's Balance Sheet dated March 31, 2011.

(3) In the event the Agent exercises the Agent's Option or the Incentive Stock Options are exercised, there will be available to the Corporation a maximum of an additional $186,000, which will be added to the working capital of the Corporation. See "Plan of Distribution". There is no assurance that these options will be exercised.

(4) Includes listing fees, Agent's commission, legal fees, audit fees, corporate finance fee payable to the Agent, retainer for legal fees of Agent, fee payable to the Alberta Securities Commission, fee payable to the British Columbia Securities Commission, fee payable to CDS Inc., and other expenses.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $721,610 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Proceeds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "Restrictions on Use of Proceeds", "Private Placements for Cash," and "Prohibited Payments to Related Parties", the gross proceeds realized from the sale of all securities issued by the Corporation will be used by the

Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

(i) valuations or appraisals;
(ii) business plans;
(iii) feasibility studies and technical assessments;
(iv) sponsorship reports;
(v) engineering or geological reports;
(vi) financial statements, including audited financial statements;
(vii) fees for legal and accounting services; and
(viii) 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 Corporation's proposed Qualifying Transaction.

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

Restrictions on Use of Proceeds

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

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

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

(c) administrative and general expenses of the Corporation, including:
  (i) office supplies, office rent and related utilities;
  (ii) printing costs (including the printing of this prospectus and share certificates);
  (iii) equipment leases; and
  (iv) fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds".

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

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

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

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to an agency agreement (the "Agency Agreement") dated •, 2011 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 8,000,000 Common Shares as provided in this prospectus, at a price of $0.10 per Common Share, for gross proceeds of $800,000, subject to the terms and conditions in the Agency Agreement. The Offering Price of $0.10 per Common Share was determined by negotiation between the Corporation and the Agent. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay to the Agent a corporate finance fee of $15,000 plus taxes and will pay the Agent's expenses, including legal fees, estimated at $15,000, plus taxes and disbursements.

The Corporation has also agreed to grant to the Agent, and any sub-agents, as applicable, a non-transferable option (the "Agent's Option") to purchase 800,000 Common Shares at a price of $0.10 per share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Minimum 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 8,000,000 Common Shares for total gross proceeds of $800,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 160,000 of the total Common Shares in the Offering. In addition, the

maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% or 320,000 of the total number of Common Shares under the Offering. The funds received from the Offering will be held by the Agent pursuant to the Agency Agreement and will not be released until a minimum of $800,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for this prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

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

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. The Incentive Stock Options entitle the holders to purchase an aggregate of 1,060,000 Common Shares at a price of $0.10 per Common Share and such options may be exercised for a period of five years from the date of grant. See "Incentive Stock Options".

Determination of Price

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

Application for Listing Approval

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

Subscriptions by and Restrictions on the Agent

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

The aggregate number of Common Shares permitted to be owned directly or indirectly by the Agent or its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing, is 20% of the issued and outstanding Common Shares of the Corporation 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, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the Alberta Securities Commission and the British Columbia Securities Commission and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value, of which, as at the date hereof, 2,600,000 are issued and outstanding as fully paid and non-assessable, 10% of the issued and outstanding Common Shares from time to time are reserved under the incentive stock option plan of the Corporation and up to 800,000 Common Shares are reserved for issuance upon exercise of the Agent's Option. See "Plan of Distribution".

The holders of the Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per share at meetings of the shareholders of the Corporation and, upon liquidation, to receive such assets of the Corporation as are distributable to the holders of the Common Shares. All of the Common Shares to be outstanding on 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. The Preferred Shares may be issued from time to time in one or more series, each consisting of a number of Preferred Shares as determined by the Board of Directors of the Corporation who also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares. There are no Preferred Shares issued and outstanding. The Preferred Shares of each series shall, with respect to payment of dividends and distributions of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, rank on a preference over the Common Shares and the shares of any other class ranking junior to the Preferred Shares.

CAPITALIZATION

Capital	Authorized	Outstanding as at March 31, 2011	Outstanding as at the Date Hereof	Outstanding After Giving Effect to the Offering [1] [2]
Common Shares	Unlimited	$130,000 (2,600,000)	$130,000 (2,600,000)	$930,000 [3] (10,600,000)

Notes:

(1) The Corporation has also reserved for issuance 10% of the issued and outstanding Common Shares from time to time for the incentive stock option plan of the Corporation. The Corporation intends to grant Incentive Stock Options of 1,060,000 Common Shares. See "Incentive Stock Options".

(2) The Corporation has also reserved for issuance up to 800,000 Common Shares upon exercise of the Agent's Option. See "Plan of Distribution".

(3) These amounts represent gross proceeds of this and prior issues of Common Shares, before the deduction of the Agent's commission, listing fees, corporate finance fee payable to the Agent, estimated legal fees of the Agent's counsel, filing fees, legal fees, audit fees and other expenses relating to this Offering, estimated to be $158,390.

(4) As at March 31, 2011, being the date of the balance sheet of the Corporation included in this prospectus, the Corporation had not commenced commercial operations.

INCENTIVE STOCK OPTIONS

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 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 the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

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

As at the date hereof, the Corporation has reserved 1,060,000 Common Shares to be granted pursuant to the Incentive Stock Options. These Incentive Stock Options are expected to be allocated on the following basis, and will be granted at the Closing of the Offering.

Name	Number of Common Shares Reserved Under Option	Exercise Price	Term
Johnny Y. K. Pak	300,000	$0.10 per share	5 years from date of grant
Francis N. S. Leong	300,000	$0.10 per share	5 years from date of grant
Kenneth P. (Ken) Zdunich	230,000	$0.10 per share	5 years from date of grant
Rita L. P. Tsang	230,000	$0.10 per share	5 years from date of grant
TOTAL:	1,060,000		

Note:

(1) Upon the optionee ceasing to be a director or an officer of the Corporation, the options expire upon the later of 12 months after Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position as a director or an officer of the Corporation.

The foregoing options to be granted are qualified for distribution pursuant to this prospectus.

PRIOR SALES

Since the date of incorporation of the Corporation, 2,600,000 Common Shares have been issued as follows.

Date	Number of Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
January 6, 2011	600,000	$0.05	$30,000	Cash
February 2, 2011	2,000,000	$0.05	$100,000	Cash

Note:

(1) The Common Shares issued at a price of $0.05 per share are held in escrow. See "Escrowed Securities".

ESCROWED SECURITIES

All of the 2,600,000 Common Shares issued prior to this Offering at a price below $0.10 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Olympia Trust Company under an escrow agreement dated •, 2011 (the "Escrow Agreement").

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

In addition, all Common Shares of the Corporation acquired in the secondary market prior to the Completion of a Qualifying Transaction by any person or company who becomes a Control Person are required to be deposited in escrow. Subject to certain

exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer, will also be escrowed.

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

Name and Municipality of Residence of Shareholder	Common Shares	Number of Shares Held in Escrow	Percentage of Shares Prior to Giving Effect to the Offering	Percentage of Shares After Giving Effect to the Offering
Johnny Y. K. Pak Calgary, Alberta	600,000	600,000	23.08%	5.66%
Francis N. S. Leong Calgary, Alberta	600,000	600,000	23.08%	5.66%
Kenneth P. (Ken) Zdunich Calgary, Alberta	600,000	600,000	23.08%	5.66%
Rita L. P. Tsang Calgary, Alberta	400,000	400,000	15.38%	3.77%
Howard Cheng Calgary, Alberta	400,000	400,000	15.38%	3.77%

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

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

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement each Non Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the Offering price under this prospectus has irrevocably authorized and directed the escrow agent to immediately cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or if the Corporation lists on NEX, either: (i) cancel all seed shares purchased by Non-Arm's Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of the Exchange Policy 2.4 – Capital Pool Companies, or (ii) subject to majority shareholder approval, cancel an amount of 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 (the "Value Security Escrow Agreement"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "Surplus Security Escrow Agreement").

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

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the

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

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence	Type of Ownership	Number of Shares [(1)]	Percentage of Shares Owned Before Giving Effect to this Offering	Percentage of Shares Owned After Giving Effect to this Offering [(2)]
Johnny Y. K. Pak Calgary, Alberta	Both of record and beneficially	600,000	23.08%	5.66%
Francis N. S. Leong Calgary, Alberta	Both of record and beneficially	600,000	23.08%	5.66%

Name and Municipality of Residence	Type of Ownership	Number of Shares [1]	Percentage of Shares Owned Before Giving Effect to this Offering	Percentage of Shares Owned After Giving Effect to this Offering [2]
Kenneth P. (Ken) Zdunich Calgary, Alberta	Both of record and beneficially	600,000	23.08%	5.66%
Rita L. P. Tsang Calgary, Alberta	Both of record and beneficially	400,000	15.38%	3.77%
Howard Cheng Calgary, Alberta	Both of record and beneficially	400,000	15.38%	3.77%

Notes:
(1) These Common Shares are all to be held in escrow. See "Escrowed Securities".
(2) Assuming the shareholder does not acquire any Common Shares pursuant to this Offering. Assuming all Incentive Stock Options and the Agent's Option are exercised, the shareholdings, as a percentage of the total issued and outstanding Common Shares, would be: Johnny Y.K. Pak, 7.22%; Francis N.S. Leong, 7.22%; Kenneth P. (Ken) Zdunich, 6.66%; . Rita L.P. Tsang, 5.06%; and Howard Cheng, 3.21%.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation and Security Holding

Name, Municipality of Residence and Office	Present Occupation and Positions Held During the Last Five Years	Common Shares Held [2]	Percentage before completion of the Offering	Percentage after completion of the Offering
Johnny Y. K. Pak [1] Calgary, Alberta President, Chief Executive Officer and Director	President of Lake Louise Village Grill & Bar (500162 Alberta Ltd.).	600,000	23.08%	5.66%
Francis N. S. Leong Calgary, Alberta Secretary, Chief Financial Officer and Director	Principal of Sungai River Inc., an international financial consulting company.	600,000	23.08%	5.66%
Kenneth P. (Ken) Zdunich [1] Calgary, Alberta Director	Principal of Apexx Associates Inc., a management consulting company.	600,000	23.08%	5.66%
Rita L. P. Tsang [1] Calgary, Alberta Director	Vice-President of JR Tsang Systems Consulting Ltd., a computer consulting company; department head for T & T Supermarket (a subsidiary of Loblaw Companies Ltd.).	400,000	15.38%	3.77%

Notes:
(1) Members of the Audit Committee.
(2) These shares are subject to escrow and do not include the Incentive Stock Options. See "Escrowed Securities" and "Incentive Stock Options".

As at the date hereof, the 2,200,000 Common Shares beneficially owned, directly or indirectly or over which control or direction is exercised by the directors and officers as a group represent 84.62% of the issued and outstanding shares of the Corporation and will represent approximately 20.75% of the issued and outstanding shares of the Corporation after giving effect to the distribution of 8,000,000 Common Shares pursuant to the Offering. All of the 2,200,000 Common Shares held by the officers and directors are subject to an escrow agreement. See "Escrowed Securities".

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

The Corporation does not have any officers or directors who will be devoting their full time to the business of the Corporation. Initially, each of Messrs. Pak and Leong will devote his time and expertise as required by the Corporation. Upon Completion of the Qualifying Transaction, the amount of time spent on the affairs of the Corporation will depend upon the business or asset acquired and includes the possibility of one or more of the officers devoting their full time to the Corporation.

Management

The following is a brief description of key management of the Corporation:

Johnny Y. K. Pak, age 51, is the President, Chief Executive Officer, and a Director of the Corporation. Mr. Pak is a businessman and executive. He is a director and Chief Financial Officer of Jinhua Capital Corporation, a CPC listed on the Exchange. Since 1991, Mr. Pak has been the President and part owner of Lake Louise Village Grill & Bar, in Lake Louise, Alberta. Mr. Pak held auditing, accounting and executive positions with a chartered accountants firm, a construction entity and a garment manufacturer, respectively, in Hong Kong before migrating to Canada over twenty years ago. He was a former member of the Hong Kong Management Association.

Francis N. S. Leong, age 66, is the Secretary, Chief Financial Officer, and a Director of the Corporation. Mr. Leong received a Bachelor of Commerce degree from the National Chengchi University in Taipei, Taiwan in 1968 and a Master of Public Administration from Brigham Young University in Provo, Utah, USA in 1975. He is a career public administrator. Since October, 2003, he has been the principal of Sungai River Inc., an international financial consulting company. Prior to Mr. Leong's retirement in August, 2003, he was City Treasurer of The City of Calgary. Mr. Leong previously served as a director on the boards of Grand Power Logistics Group Inc., a logistics company listed on the TSXV; Silver Foxx Capital Corp. (now called Silvore Fox Minerals Corp.), a mineral exploration company (a previous CPC) listed on the TSXV; and Tiex Inc., a mineral exploration company (a previous CPC) listed on the TSXV and Enmax Corporation, a gas/electrical utility company owned by The City of Calgary. Mr. Leong currently serves

as a director and Chief Executive Officer of Jinhua Capital Corporation, a CPC listed on the Exchange, and as a director of Boyuan Construction Group, Inc., a residential and commercial construction company listed on the Toronto Stock Exchange; China Industrial Waste Management Inc., an industrial waste treatment and landfill company quoted on the OTCBB; Andatee China Marine Fuel Services Corporation, a marine fuel production and supplier to fishing boats company quoted on Nasdaq; and China Infrastructure Construction Corporation, a ready mix cement company quoted on the OTCBB.

Kenneth P. (Ken) Zdunich, age 61, is a Director of the Corporation. Mr. Zdunich's education includes a Bachelor of Science (Chemistry) and a Graduate Diploma in Educational Psychology from the University of Calgary. Mr. Zdunich has more than 25 years of management experience in both domestic and international companies. Mr. Zdunich is the founder and principal of Apexx Associates Inc., a management consulting company, which, since its establishment in 2000, has provided management consulting services to major companies in industries, including renewable energy, natural resources, distribution, infrastructure and manufacturing. Prior to establishing Apexx Associates Inc., Mr. Zdunich was an executive with TransCanada International Ltd., the international business unit of TransCanada PipeLines Ltd.

Rita L. P. Tsang, age 52, is a Director of the Corporation. Ms Tsang has a diploma in Hotel and Restaurant Administration from the Southern Alberta Institute of Technology, and has continued her studies at the University of Calgary. She has been a principal in the founding and operating of several niche retail businesses in the food and fashion industries. In 1985, Ms. Tsang became (and remains) a partner and officer in the privately held firm of JR Tsang Systems Consulting Ltd., a computer consulting company. Since 1999, Ms. Tsang has served in management capacities, and currently is department head, for T & T Supermarket, a subsidiary of Loblaw Companies Ltd.

Promoter

Johnny Y. K. Pak is considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. Mr. Pak owns 600,000 Common Shares of the Corporation which represents 23.08% of the issued and outstanding Common Shares of the Corporation before completion of the Offering and will represent 5.66% of the issued and outstanding Common Shares of the Corporation after completion of the Offering. Mr. Pak will be granted an option to purchase 300,000 Common Shares of the Corporation at a price of $0.10 per Common Share. See also "Prior Sales" and "Incentive Stock Options".

Other Reporting Issuer Experience

The following table sets out the directors and officers of the Corporation that are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers inside and outside of Canada:

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	From	To
Francis N. S. Leong	Jinhua Capital Corporation	TSXV	President and Chief Executive Officer	October, 2009	Present
			Director	October, 2009	Present
	Boyuan Construction	TSX	Director	February, 2009	Present
	China Industrial Waste Management Inc.	OTCBB	Director	April, 2009	Present
	Andatee China Marine Fuel Services Corporation	Nasdaq	Director	July, 2009	Present
	China Infrastructure Construction Corporation	OTCBB	Director	February, 2010	Present
	Enmax Corporation	Previously a reporting issuer but not trading	Director	October, 2003	May 21, 2010
	Grand Power Logistics Group Inc.	TSXV	Director	April, 2004	December, 2009
	Silver Foxx Capital Corp. (now called Silvore Fox Minerals Corp.)	TSXV	President, Chief Executive Officer and Director	May, 2005	June, 2008
	Tiex Inc.	TSXV	Director	March, 2005	May, 2008
	IVG Enterprises Ltd.	TSXV	Director	February, 2005	September, 2006
Johnny Y. K. Pak	Jinhua Capital Corporation	TSXV	Secretary, Chief Financial Officer	October, 2009	Present
			Director	October, 2009	Present

Corporate Cease Trade Orders or Bankruptcies

None of the directors, officers, insiders or the 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 10 years before the date of this prospectus has been, a director, officer, insider or promoter of any other issuer 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 issuer 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.

Penalties or Sanctions

None of the directors, officers, insiders or the promoter of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by 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

None of the directors, officers, insiders or the 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 the 10 years before the date of this prospectus, has been declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has 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.

Conflicts of Interest

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

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made,

directly to indirectly, by the Corporation to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

(a) remuneration, which includes but is not limited to:
    (i) salaries;
    (ii) consulting fees;
    (iii) management contract fees or directors' fees;
    (iv) finders fees;
    (v) loans, advances, bonuses; and
(b) deposits and similar payments.

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

The directors and officers of the Corporation will be granted stock options. See "Incentive Stock Options".

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.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 12% or $0.012 per Common Share on the basis of there being 10,600,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

This Offering should be considered highly speculative due to the proposed nature of the Corporation's business and investors should consider the following risk factors:

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

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

(c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 12% or $0.012 per Common Share;

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

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

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

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

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

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

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain

preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

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

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

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

(o) in the event that management of the Corporation resides outside of Canada or in the event that 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;

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

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Morris S. McManus, Q. C., on behalf of the Corporation, and McMillan LLP, on behalf of the Agent. No Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or shall receive a direct or indirect interest in the securities or property of the Corporation or any Associate or Affiliate of the Corporation. As at the date hereof and except as disclosed herein, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, except as disclosed herein, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or an Associate or Affiliate of the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Manning Elliott LLP, Chartered Accountants, 11th Floor, 1050 West Pender Street, Vancouver, British Columbia, V6E 3S7.

Olympia Trust Company, through its principal office at 125 – 9th Avenue S. E., Calgary, Alberta, T2G 0P6, is the transfer agent and registrar for the Common Shares.

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. Agency Agreement dated •, 2011 between the Corporation and the Agent. See "Plan of Distribution".
2. Escrow Agreement dated •, 2011 among the Corporation, Olympia Trust Company and certain security holders of the Corporation. See "Escrowed Securities".

3. Transfer Agent and Registrar Agreement dated •, 2011 between the Corporation and Olympia Trust Company.

Copies of the foregoing agreements will be available for inspection during the period of distribution under the Offering at the office of Morris S. McManus, Q. C., Suite 1710, 801 – 6th Avenue S. W., Calgary, Alberta, T2P 3W2 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.

DIVIDEND POLICY

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Morris S. McManus, Q. C., counsel to the Corporation, based on the provisions of the *Income Tax Act* (Canada) (the "ITA"), the regulations thereunder in force as of the date hereof and the proposals to amend the ITA and the regulations thereunder publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof, provided that the Common Shares offered under this Prospectus (the “Offered Shares”) are listed on a designated stock exchange (which includes Tiers 1 and 2 of the Exchange) at the relevant time, the Offered Shares, if issued on the date hereof, would be "qualified investments" under the ITA and the regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts, subject to the specific provisions of any particular plan.

Notwithstanding the foregoing, if the Offered Shares are “prohibited investments” for a tax-free savings account or, pursuant to tax proposals announced in the March 22, 2011 federal budget, prohibited investments for a registered retirement savings plan or a registered retirement income fund, a holder of the tax-free savings account, or an annuitant of the registered retirement savings plan or the registered retirement income fund, as the case may be, (each a “Plan Holder”) will be subject to a penalty tax as set out in the ITA. A “prohibited investment” includes a share of a corporation which does not deal at arm’s length with the Plan Holder, or in which the Plan Holder has a “significant interest” (as that term is defined in the ITA), which, in general terms, means the ownership of 10% or more of the issued shares of any class of the capital stock of the corporation either alone or together with persons with whom the Plan Holder does not deal at arm’s length. Plan Holders are urged to consult their own tax advisors.

OTHER MATERIAL FACTS

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

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWL AND RESCISSION

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, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

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

We consent to the use in the above-mentioned prospectus of our report dated •, 2011 (except as to Note 8, which is as of •, 2011) to the directors of the Company on the balance sheet as at March 31, 2011; statement of operations, comprehensive loss and deficit for the period from incorporation on December 23, 2010 to March 31, 2011; and statement of cash flows for the period from incorporation on December 23, 2010 to March 31, 2011.

Vancouver, British Columbia
•, 2011

Manning Elliott LLP
Chartered Accountants

FINANCIAL STATEMENTS

WANGTON CAPITAL CORP.

FINANCIAL STATEMENTS

FOR THE PERIOD FROM INCORPORATION ON DECEMBER 23, 2010 TO MARCH 31, 2011

MANNING ELLIOTT
CHARTERED ACCOUNTANTS

11th floor, 1050 West Pender Street, Vancouver BC, Canada V6E 3S7
Phone: 604.714.3600 Fax: 604.714.3669 Web: manningelliott.com

INDEPENDENT AUDITORS' REPORT

To the Directors of
Wangton Capital Corp.

We have audited the accompanying financial statements of Wangton Capital Corp. which comprise the balance sheet as at March 31, 2011, the statements of operations, comprehensive loss and deficit and cash flows for the period from incorporation on December 23, 2010 to March 31, 2011, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Wangton Capital Corp. as at March 31, 2011 and its financial performance and its cash flows for the period from incorporation on December 23, 2010 to March 31, 2011 in accordance with Canadian generally accepted accounting principles.

Emphasis of Matter

We draw attention to Note 1 to these financial statements which describes the uncertainty related to Wangton Capital Corp.'s ability to operate as a going concern in the future. Our opinion is not qualified in respect of this matter.

Chartered Accountants

Vancouver, British Columbia
May 11, 2011, except as to Note 8 which is as of **I**, 2011

WANGTON CAPITAL CORP.

BALANCE SHEET

AS AT MARCH 31, 2011

ASSETS		
CURRENT		
Cash	$	130,000
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	$	1,000
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 4)		130,000
DEFICIT		(1,000)
		129,000
	$	130,000

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)
SUBSEQUENT EVENTS (Note 8)

Approved on behalf of the Board:

(Signed) "Johnny Pak"	*(Signed) "Rita Tsang"*
Director	Director

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

WANGTON CAPITAL CORP.

STATEMENT OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT

FOR THE PERIOD FROM INCORPORATION ON DECEMBER 23, 2010 TO MARCH 31, 2011

EXPENSES		
Professional fees	$	1,000
NET LOSS, COMPREHENSIVE LOSS AND DEFICIT	$	(1,000)
LOSS PER SHARE, basic and diluted	$	(0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		1,946,939

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

WANGTON CAPITAL CORP.

STATEMENT OF CASH FLOWS

FOR THE PERIOD FROM INCORPORATION ON DECEMBER 23, 2010 TO MARCH 31, 2011

OPERATING ACTIVITIES		
Net loss for the period	$	(1,000)
Changes in non-cash working capital items:		
Accounts payable and accrued liabilities		1,000
		–
FINANCING ACTIVITY		
Issuance of shares		130,000
INCREASE IN CASH, BEING CASH AT END OF PERIOD	$	130,000
SUPPLEMENTAL INFORMATION		
Interest paid	$	–
Income taxes paid	$	–

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

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Wangton Capital Corp. (the "Company") was incorporated on December 23, 2010 under the Alberta Business Corporations Act. The Company intends to carry on business as a Capital Pool Company as defined in the TSX Venture Exchange ("TSXV") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition of, or participation in, a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. Where an acquisition or participation is warranted (the "Qualifying Transaction"), additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to identify, evaluate and negotiate an acquisition, participate in or invest in an interest in a Qualifying Transaction, and obtain additional financing. The Company has not commenced operations.

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within twenty-four months from the date the Company's shares are listed for trading, at which time the TSXV may suspend or de-list the Company's shares from trading.

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a forced liquidation. The Company is in the process of filing its initial public offering to fund the acquisition of a Qualifying Transaction (Note 8). These financial statements do not give effect to adjustments that would be necessary to the carrying amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Use of Estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. Significant area requiring the use of management estimates relate to the future income tax valuation allowance. Actual results could differ from those reported.

c) Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on temporary differences which arise between the accounting basis and the tax basis of various assets and liabilities, and are measured using substantively enacted tax rates and laws expected to apply when these differences reverse. A valuation allowance is provided for any future income tax assets if it is more likely than not that the asset will not be realized.

d) Comprehensive Loss

Comprehensive loss reflects net loss and other comprehensive income (loss) for the period. Other comprehensive income (loss) includes changes in unrealized foreign currency translation amounts arising from self-sustaining foreign operations, unrealized gains and losses on available-for-sale assets and changes in the fair value of derivatives designated as cash flow hedges to the extent they are effective.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Loss Per Share

Basic loss per share is computed by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding during the period. The Company applies the treasury stock method in calculating diluted loss per share. Diluted loss per share excludes all dilutive potential common shares if their effect is anti-dilutive.

f) Share Issue Costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to operations.

g) Financial Instruments

The Company classifies financial assets and liabilities as held-for-trading, available-for-sale, held-to maturity, loans and receivables or other financial liabilities depending on their nature. Financial assets and financial liabilities are initially recognized at fair value on their initial recognition, except for those arising from certain related party transactions which are accounted for at the transferor's carrying amount or exchange amount in accordance with the CICA Handbook Section 3840, "Related Party Transactions". Subsequently, financial assets and liabilities classified as held-for-trading are measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are measured at amortized cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income. The Company has elected to account for transaction costs related to the issuance of financial instruments as a reduction of the carrying value of the related financial instruments.

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

3. RECENT ACCOUNTING PRONOUNCEMENTS

In February 2008, the AcSB adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies will converge with International Financial Reporting Standards ("IFRS"). AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canadian GAAP. This date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date will require the restatement for comparative purposes of amounts reported by the Company. In July 2008 AcSB announced that early adoption will be allowed subject to seeking exemptive relief. The Company continues to monitor and assess the impact of convergence of Canadian GAAP and IFRS.

4. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued and fully paid

	Number of Shares	Amount
Issued for cash pursuant to subscription agreements At $0.05 per share	2,600,000	$ 130,000
Balance, March 31, 2011	2,600,000	$ 130,000

5. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification, evaluation and acquisition of a Qualified Transaction. The Company does not have any externally imposed capital requirements to which it is subject.

As at March 31, 2011, the Company had capital resources consisting mainly of cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets or adjust the amount of cash.

6. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

Combined statutory tax rate		26.5%
Income tax recovery at combined statutory rate	$	(265)
Reduction in tax rates		15
Valuation allowance		250
Future income tax recovery	$	–

Significant components of the Company's future income tax assets are shown below:

Non-capital loss carry forwards	$	250
Valuation allowance		(250)
Net future income tax assets	$	–

As at March 31, 2011, the Company had approximately $1,000 in non-capital loss carry forwards available to reduce taxable income for future years. The non-capital loss expires in 2031.

7. FINANCIAL INSTRUMENTS

Fair Values

The Company's financial instruments consist of cash and accounts payable the fair values of which approximate their carrying values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	March 31, 2011
Held for trading (i)	$ 130,000
Other financial liabilities (ii)	–

(i) Cash
(ii) Accounts payable

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market date

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total
Cash	$ 130,000	$ -	$ -	$ 130,000

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due (Note 1). The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined above.

The Company monitors its ability to meet its short-term expenditures for the identification, evaluation and acquisition of a Qualified Transaction by raising additional funds through share issuance when required. The Company does not have investments in any asset backed deposits.

Foreign Exchange Risk

The Company does not have significant foreign exchange risk as all of its transactions are in Canadian dollars.

Interest Rate Risk

The Company is not exposed to significant interest rate risk.

8. SUBSEQUENT EVENTS

a) On April 7, 2011, the Company paid a non-refundable corporate finance fee of $15,000 and a retainer fee of $10,000 to an agent in connection with the Company's initial public offering (see Note 8 (b)).

b) On _____, 2011, the Company filed a prospectus (the "Prospectus") with the British Columbia and Alberta Securities Commissions in respect of an initial public offering (the "Offering"). The Company has agreed to offer up to 8,000,000 common shares of the Company at a price of $0.10 per share for gross proceeds of $800,000. Pursuant to an Agency Agreement with PI Financial Corp. (the "Agent"), the Company will pay the Agent a commission of 10% of the gross proceeds of the Offering, a non-refundable corporate finance fee of $15,000 and reimbursement of expenses incurred up to a maximum of $15,000 in connection with the Offering. In addition, the Company has also agreed to grant an agent's compensation options to purchase 10% of the number of common shares sold at an exercise price of $0.10 per common share exercisable for a period of two years from the date on which the shares of the Company are listed on the TSXV. The Company will also grant the Agent a right of first refusal to act as the lead agent for any further equity financing by the Company or an acquisition target and as the sponsor in connection with the Company's Qualifying Transaction. The right of first refusal is to be exercised within 15 days following receipt of notice by the Company to the Agent containing the terms of the proposed equity financing. The Offering is conditional upon the Company having the Prospectus accepted for filing by the Securities Commissions of British Columbia and Alberta and having the shares of the Company conditionally accepted for listing by the TSXV.

CERTIFICATE OF THE CORPORATION

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

DATED: May 11, 2011

(Signed) "Johnny Y. K. Pak"
Johnny Y. K. Pak
Chief Executive Officer

(Signed) "Francis N. S. Leong"
Francis N. S. Leong
Chief Financial Officer

On Behalf of the Board of Directors

(Signed) "Kenneth P. (Ken) Zdunich"
Kenneth P. (Ken) Zdunich
Director

(Signed) "Rita L. P. Tsang"
Rita L. P. Tsang
Director

CERTIFICATE OF THE PROMOTER

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

DATED: May 11, 2011

(Signed) "Johnny Y. K. Pak"
Johnny Y. K. Pak

CERTIFICATE OF THE AGENT

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

DATED: May 11, 2011

PI Financial Corp.

Per: (Signed) "William Murray"
William Murray