A copy of this amended and restated preliminary prospectus has been filed with the securities regulatory authority in each of the provinces of British Columbia, Alberta and Ontario and with the TSX Venture Exchange but has not yet become final for the purpose of the sale of securities. Information contained within this amended and restated 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 amended and restated prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

AMENDED AND RESTATED PRELIMINARY PROSPECTUS AMENDING AND RESTATING THE PREMINARY PROSPECTUS DATED JUNE 21, 2011

INITIAL PUBLIC OFFERING **DATED: November 30, 2011**

CAYMUS RESOURCES INC.
(a capital pool company)

$200,000
2,000,000 Common Shares (the "Common Shares") at $0.10 per Common Share

The purpose of this offering (the **"Offering"**) is to provide Caymus Resources Inc. (the **"Company"**) with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. The Company hereby offers to the public through its agent, Haywood Securities Inc. (the "**Agent**"), 2,000,000 common shares of the Company (the "**Common Shares**") at a price of $0.10 per Common Share. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (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 (the **"CPC Policy"**). The Company is a capital pool company pursuant to the policies of the Exchange. It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, as defined in the CPC Policy, the Company 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 Company" and "Use of Proceeds".

	Common Shares	Price to Public (1)	Agent's Commission (2)	Net Proceeds to the Company (3)
Per Common Share	1	$0.10	$0.007	$0.093
Total Offering (4)	2,000,000	$200,000	$14,000	$186,000

(1) The price per Common Share has been determined by negotiation between the Company and the Agent.

(2) A commission equal to 10% of the gross proceeds of the Offering and will be paid to the Agent (the **"Agent's Commission"**) of which 7% shall be payable in cash and 3% shall be payable through the issuance of 60,000 Common Shares (the "**Commission Shares**"). The Agent will also be paid a fee of $10,000 plus HST (the "**Corporate Finance Fee**") of which $7,000 plus aggregate HST of $1,200 shall be payable in cash and $3,000 shall be payable through the issuance of 30,000 Common Shares (the "**Corporate Finance Shares**") and will be granted non-transferable warrants (the **"Agent's Warrants**") to acquire up to 200,000 Common Shares at a price of $0.10 per Common Share, exercisable for a period of 24 months from the date the Common Shares commence trading on the Exchange. The Agent's Warrants are qualified for distribution under this Prospectus. The Agent will also be reimbursed by the Company for the Agent's expenses, including legal fees, incurred pursuant to the Offering, of which $5,000 has already been paid. See "Plan of Distribution".

(3) Before deduction of the costs of the Offering, which are estimated to be $55,000 (excluding that portion of the Agent's Commission which is payable in cash), and includes legal and audit fees and other expenses of the Company, the portion of the Corporate Finance Fee which is payable in cash and the Agent's legal fees and expenses, regulatory fees and a listing fee payable to the Exchange. See "Use of Proceeds".

(4) A total of 2,000,000 Common Shares are offered under this Prospectus, as defined hereafter, not including the Commission Shares, Corporate Finance Shares or Agent's Warrants which are also qualified for distribution under this Prospectus. See "Plan of Distribution".

The Company has entered into a letter agreement (the **"Agency Agreement**") with the Agent to act for the Company in the sale of the Common Shares under this preliminary prospectus (the "**Prospectus**") on a commercially reasonable efforts basis. The Offering is subject to a minimum subscription of 2,000,000 Common Shares for total gross proceeds to the Company of $200,000. The offering price of the Common Shares was determined by negotiation between the Company and the Agent. All funds received from subscriptions for the Common Shares will be held by the Agent, pursuant to the terms of the Agency Agreement. 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".

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

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

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the issuance of the Commission Shares and the Corporate Finance Shares, and the grant of the Agent's Warrants , trading in all securities of the Company is prohibited during the period between the date a receipt for this Prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading except, subject to the prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

INVESTMENT IN THE COMMON SHARES OFFERED BY THIS PROSPECTUS IS HIGHLY SPECULATIVE due to the nature of the Company's business and its present stage of development. The Company was only recently incorporated, owns no assets (other than cash) and has not conducted active business operations. The Company has not entered into an Agreement in Principle, as that term is defined in the CPC Policy. The Company has no history of earnings and has not paid any dividends as of the date hereof. It is unlikely that the Company will generate earnings or pay dividends in the immediate or foreseeable future. The business objective of the Company is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction. There is no assurance that the Company will identify assets or businesses that warrant acquisition, in whole or in part. Even if assets or businesses are identified and the acquisition of the same or an interest therein is determined to be in the best interests of the Company, the Company may not be able to finance the acquisition with its existing resources and additional funds may be required to complete the transaction, and the Company may not be able to obtain additional financing. There can be no assurance that the Company will successfully complete any Qualifying Transaction. If the Company issues shares from its treasury to finance an acquisition, control of the Company may change and purchasers of Common Shares hereunder may suffer further dilution of their investment. The net proceeds generated from the Offering, after deducting associated costs, will be sufficient to identify and evaluate a limited number of opportunities. The officers and directors of the Company are not expected to devote their full time and attention to the business and affairs of the Company. The Company may be required to compete with others in its efforts to identify suitable assets or businesses for acquisition. **THIS OFFERING IS SUITABLE ONLY TO THOSE INVESTORS WHO ARE PREPARED TO RISK THE LOSS OF THEIR ENTIRE INVESTMENT. See "Risk Factors".**

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% (or 40,000 Common Shares) of the total number of 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 (as such terms are defined herein) of that purchaser, is 4% (or 80,000 Common Shares) of the total number of Common Shares offered under this Prospectus.

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. One or more global certificates that represent the aggregate number of Common Shares subscribed for under this Prospectus will be issued in registered form to the Canadian Depository for Securities Limited ("**CDS**") and will be deposited with CDS on the date of closing. All purchasers of Common Shares will receive only a customer confirmation from the Agent as to the Common Shares purchased. Certificates representing the Common Shares in registered and definitive form will be issued only in certain limited circumstances.

The Common Shares are offered by the Agent, as Agent of the Company, on a "commercially reasonable efforts" basis, subject to prior sale, if, as and when issued and delivered by the Company and accepted in accordance with the conditions referred to under the heading "Plan of Distribution" and subject to the approval of certain legal matters on behalf of the Company by Armstrong Simpson, Barristers & Solicitors, Vancouver, British Columbia, and on behalf of the Agent by McCullough O'Connor Irwin LLP, Vancouver, British Columbia.

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

Haywood Securities Inc.
Suite 700 - 200 Burrard Street
Waterfront Centre
Vancouver, BC
V6C 3L6

Tel: 604.697.7100
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TABLE OF CONTENTS

GLOSSARY OF TERMS vii

SUMMARY OF PROSPECTUS 1

CORPORATE STRUCTURE 4

BUSINESS OF THE COMPANY 4
- Preliminary Expenses 4
- Proposed Operations until Completion of a Qualifying Transaction 4
- Method of Financing Acquisitions or Participation 5
- Criteria for Acquisitions 5
- Filings and Shareholders Approval of a Non Arm's Length Qualifying Transaction 6
- Initial Listing Requirements 7
- Trading Halts, Suspension and Delisting 7
- Refusal of Qualifying Transaction 8

USE OF PROCEEDS 9
- Proceeds and Principal Purposes 9
- Permitted Use of Funds 10
- Restrictions on Use of Proceeds 11
- Private Placements for Cash 11
- Prohibited Payments to Non Arm's Length Parties 12

PLAN OF DISTRIBUTION 12
- Name of Agent and Agent's Compensation 12
- Determination of Price 13
- Listing Application 13
- Commercially Reasonable Efforts and Minimum Distribution 14
- Subscriptions by and Restrictions on the Agent 14
- Restrictions on Trading 15

DESCRIPTION OF SECURITIES OFFERED 15
- Share Capital 15
- Dividend Record and Policy 15
- Capitalization 16

OPTIONS TO PURCHASE SECURITIES 16
- Options/ Warrants Granted 16

PRIOR SALES 17

ESCROWED SECURITIES 18
- Securities Escrowed Prior to the Completion of the Qualifying Transaction 18
- Escrowed Securities on Qualifying Transaction 21
- Escrowed Securities on Private Placement 22

PRINCIPAL SHAREHOLDERS 22

DIRECTORS, OFFICERS AND PROMOTERS 23
- Name, Address, Occupation and Security Holdings 23
- Other Reporting Issuer Experience 25
- Committees 28
- Aggregate Ownership of Securities 28
- Corporate Cease Trade Orders or Bankruptcies 28

Penalties and Sanctions 28
Personal Bankruptcies 29
Conflicts of Interest 29

EXECUTIVE COMPENSATION 29

PROMOTERS 30

DILUTION 30

RISK FACTORS 30

AUDITOR, REGISTRAR AND TRANSFER AGENT 32

MATERIAL CONTRACTS 33

INVESTOR RELATIONS AGREEMENTS 33

LEGAL PROCEEDINGS 33

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT 33

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS 34

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS 34

OTHER MATERIAL FACTS 34

PURCHASER'S STATUTORY RIGHTS 34

ELIGIBILITY FOR INVESTMENT 34

GLOSSARY OF TERMS

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

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

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

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

A company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person, or

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

"Agency Agreement" means an agreement among the Company and the Agent dated •, 2011 pursuant to which the Agent has agreed to act as the Company's Agent in respect of the Offering.

"Agent" means Haywood Securities Inc.

"Agent's Commission" means a commission of 10% of the gross proceeds of the Offering payable by the Company to Agent for their assistance in completing the Offering of which 7% shall be payable in cash and 3% shall be payable through the issuance of the Commission Shares.

"Agent's Warrants" means the non-transferable warrants to purchase Common Shares of the Company issued to the Agent as more fully described under "Plan of Distribution".

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

in respect of which there are no material conditions to closing (other than receipt of shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non Arm's Length Parties to the Company 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 an 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 the Exchange's Rule D with respect to that member firm, member corporation or holding company.

“BCBCA” means the British Columbia *Business Corporations Act*, as amended from time to time.

“Commission Shares” means 60,000 Common Shares having a deemed price of $0.10 per Common Share issuable by the Company to the Agent as partial payment of the Agent’s Commission.

“Common Shares” means the common shares in the authorized share structure of the Company.

“Company” means Caymus Resources Inc., a company incorporated under the laws of the Province of British Columbia.

“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.

“Computershare” means Computershare Investor Services Inc, a trust company having an office in Vancouver, British Columbia and the Company’s registrar and transfer agent.

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

“Corporate Finance Fee” means an administrative fee of $10,000 plus HST payable to the Agent by the Company in connection with the Offering of which $7,000 plus aggregate HST of $1,200 shall be payable in cash and $3,000 shall be payable through the issuance of the Corporate Finance Shares.

“Corporate Finance Shares” means 30,000 Common Shares having a deemed price of $0.10 per Common Share issuable by the Company to the Agent as partial payment of the Corporate Finance Fee.

“CPC” means a company:

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

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

"CPC Policy" means Policy 2.4 of the Exchange.

"Escrow Agreements" means the escrow agreement dated February 22, 2011, as amended, and the escrow agreement dated November 29, 2011 among the Company, Computershare Investor Services Inc. and certain security holders of the Company each as more fully described under "Escrowed Securities".

"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 which evidences the final Exchange acceptance of the Qualifying Transaction.

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

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

(a) a director or senior officer of an issuer;

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

or

(d) an issuer itself if it holds any of its own securities.

"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 (as defined in Exchange Policy 1.1):

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

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

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

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

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

“NEX” means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet the Exchange’s tier maintenance requirements for Tier 2 Issuers, as set out in Policy 2.5 of the Exchange, may continue to trade.

“Non Arm’s Length Party” means in relation to the Company, a promoter, officer, director, other Insider or Control Person of the Company 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 to 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 control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

“Offering” means the offering of Common Shares of the Company as more fully described under “Plan of Distribution”.

“Person” means a company or an individual.

“Principal” means:

(a) a Person who acted as a Promoter of an issuer within two years or their respective Associates or Affiliates, before the issuer’s initial public offering (“**IPO**”) or Final Exchange Bulletin confirming final acceptance of a transaction;

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

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

(d) a **10%** holder – a Person that:

   (i) holds securities carrying more than 10% of the voting rights attached to an issuer's outstanding securities immediately before and immediately after an issuer's IPO or immediately after a 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 an 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 an 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 an issuer they hold will be subject to escrow requirements.

"Pro Group" means:

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

   (i) the Member;

   (ii) employees of the Member;

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

   (iv) Affiliates of the Member; and

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

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

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

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

(i) the Person is an Affiliate or the 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 Person.

"Promoter" means, if used in relation to an issuer, a Person who

(a) acting alone or in concert with one or more other Persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the issuer, or

(b) in connection with the founding, organization or substantial reorganization of the business of the issuer, directly or indirectly receives, in consideration of services or property or both, 10% or more of a class of the issuer's own securities or 10% or more of the proceeds from the sale of a class of the issuer's own securities of a particular issue,

but does not include a Person who

(c) receives securities or proceeds referred to in paragraph (b) solely

(i) as underwriting commissions, or

(ii) in consideration for property, and

(d) does not otherwise take part in founding, organizing or substantially reorganizing the business.

"Prospectus" means this amended and restated preliminary prospectus dated November 30, 2011.

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

"Resulting Issuer" means an issuer, which was formerly a CPC, that exists upon issuance of a 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 Company, together with any concurrent transactions, would result in the Company meeting the Initial Listing Requirements of the Exchange.

"Sponsor" has the meaning specified in Exchange *Policy 2.2 – Sponsorship and Sponsorship Requirement*s.

"Target Company" means a company to be acquired by the Company 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).

SUMMARY OF PROSPECTUS

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

The Company

The Company was incorporated under the BCBCA on January 24, 2011. The Company is a capital pool company pursuant to the policies of the Exchange. Initially, the principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Company".

The Offering

A total of 2,000,000 Common Shares are being offered under this Prospectus at a price of $0.10 per Common Share for gross proceeds of $200,000. The Company will pay the Agent a commission of 10% of the gross proceeds of the Offering, of which 7% is payable in cash and 3% is payable through the issuance of the Commission Shares, a Corporate Finance Fee of $10,000 plus HST, of which $7,000 is payable in cash and $3,000 is payable through the issuance of the Corporate Finance Shares, and will reimburse the Agent for its expenses, including legal fees and disbursements incurred pursuant to the Offering (of which $5,000 has been advanced). In addition, on completion of the Offering, the Company will grant to the Agent, Agent's Warrants to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share which will be exercisable for a period of 24 months from the date the Common Shares commence trading on the Exchange. The distribution of the Commission Shares, Corporate Finance Shares and the Agent's Warrants is also qualified under this Prospectus. See "Plan of Distribution".

Use of Proceeds

The estimated net proceeds to the Company from the sale of the Common Shares, after deducting estimated expenses and costs relating to the Offering including listing fees, the Agent's Commission, the Agent's Corporate Finance Fee, the Agent's expenses, legal fees and audit expenses, will be $131,000. The net proceeds of the Offering, together with gross proceeds from the sale of Common Shares of the Company prior to the Offering in the amount of $502,500, will be used to provide the Company 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 Company 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 from the sale of all securities issued by the Company or $210,000 may be used for purposes other than evaluating businesses or assets. Until Completion of the

Qualifying Transaction, neither the Company nor any party on behalf of the Company will engage the services of any person to provide investor relation activities or market making services. See “Use of Proceeds”.

Dilution

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of 13% or $0.013 per Common Share on the basis of there being 8,115,000 Common Shares of the Company issued and outstanding following completion of the 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 Company.

Directors, Officers & Promoters

David Sidoo – President, Chief Executive Officer, Director and Promoter
Andrew Williams – Chief Financial Officer and Director
James Hutton – Director
James Harris – Director and Corporate Secretary

See “Directors, Officers and Promoters”.

Dividend Record and Policy

It is not anticipated that any dividends will be paid on the Common Shares of the Company in the immediate or foreseeable future. See “Dividend Record and Policy”.

Escrowed Securities

2,635,000 of the 6,025,000 total issued and outstanding Common Shares of the Company have been deposited in escrow pursuant to the terms of the Escrow Agreements, as herein defined, and will be released from escrow in stages over a period of three years after the date of the Final Exchange Bulletin. See “Escrowed Securities”.

Risk Factors

An investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Company’s business and its present stage of development. The Company 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 Company and can afford to risk the loss of their entire investment. The directors and officers of the Company will only devote part of their time and attention to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 13% or $0.013 per Common Share. There can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Company 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 Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Company 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 Company", "Risk Factors", "Conflicts of Interest", and "Dilution".

CORPORATE STRUCTURE

The Company was incorporated under the BCBCA on January 24, 2011. The head office of the Company is located at 1750-999 West Hasting Street, Vancouver, B.C. V6C 2W2, and the registered and records office of the Company is located at Suite 2080, 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

The Company does not have any subsidiaries.

BUSINESS OF THE COMPANY

Preliminary Expenses

The Company has raised $502,500 through the issuance of 2,000,000 Common Shares at a price of $0.05 per Common Share and 4,025,000 Common Shares at a price of $0.10 per Common Share. (see "Description of Securities Offered - Share Capital"). To date, the Company has had no operations. The Company has incurred expenses to October 31, 2011 in the aggregate amount of $70,109 including $54,572 in deferred financing charges and $15,537 in total operating expenses including legal, audit, filing, accounting and bank fees. Since October 31, 2011, the Company completed a private placement generating gross proceeds of $402,500 and has not incurred any significant operating expenses and has disbursed less than $2,500. Certain of the proceeds from the Offering may be utilized to satisfy the obligations of the Company relating to the Offering, including fees for its auditors, legal counsel and the Agent's legal counsel and fees of the Exchange and securities commissions. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

To date, the Company has not conducted commercial operations and does not own any assets, other than cash, and has not entered into an Agreement in Principle (as identified in the CPC Policy). The Company 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 Company does not have business operations or assets other than seed capital and the Company has not entered into an Agreement in Principle for the acquisition of an asset or business at this time. The Company currently intends to pursue a Qualifying Transaction in the natural resources sector, but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Company following Completion of the Qualifying Transaction.

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

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

Method of Financing Acquisitions or Participation

The Company may use cash, bank financing, issuance of treasury shares, private 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 Company and may cause the shareholders' interest in the Company to be further diluted**. See "Use of Proceeds - Private Placements for Cash" and "Risk Factors".

Criteria for Acquisitions

The Company proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Company's officers and directors. Once a prospective acquisition target has been identified and evaluated, the Company will proceed to negotiate the terms upon which it may acquire an interest in the asset or business. The approval of the board of directors of the Company is required for any proposed Qualifying Transaction identified by the Company. 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 Company and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The board of directors, in considering whether to approve the terms of an acquisition, is expected to consider, among other criteria, the following:

(a) the projected rate of return on the proposed investment and the risk of loss;

(b) the prospects for growth, having regard to existing or potential market share;

(c) the skill of the management team, either as it exists or as it may be supplemented as a consequence of the acquisition; and

(d) basic financial considerations including the overall cost of the acquisition and the prospects of obtaining the debt or equity financing necessary to complete the acquisition.

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

Upon the Company reaching an Agreement in Principle, the Company must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Company's Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Business of the Company - Trading Halts, Suspensions and Delisting". Within 75 days after issuance of such news release, the Company 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 or where shareholder approval is otherwise required. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction or where shareholder approval is not otherwise required. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Company, 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 Company 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 Company 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 Company 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:

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

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

(iii) 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 Company from completing a reverse take-over for a period of one year from the Completion of the Qualifying Transaction.

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Company's Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied. If the Qualifying Transaction is subject to sponsorship, the submission to the Exchange is required to include a Sponsorship Acknowledgment Form pursuant to the CPC Policy, which form is to be submitted to the Exchange in connection with the execution of a sponsorship agreement between a sponsor and the Company. 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 Company's 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 Company 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 Company 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 Company's Common Shares are delisted by the Exchange, within 90 days from the date of such delisting, the Company 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 Company determine to deal with the remaining assets in some other manner.

If the Company does not complete a Qualifying Transaction within 24 months of the date of listing, it may apply for listing on NEX rather than be delisted. In order to be eligible to list on NEX, the Company must:

(a) either: (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Company at a discount to the Offering price, in accordance with section 11.2(a) of CPC Policy, as if the Company had delisted from the Exchange, or (ii) subject to majority shareholder approval, cancel the escrowed Common Shares purchased by Non-Arm's Length Parties to Company so that the average cost of the remaining seed shares is at least equal to the Offering Price; and

(b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non-Arm's Length Parties of the Company.

If the Company lists the Common Shares on NEX it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

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

(a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange upon Completion of the Qualifying Transaction;

(b) the aggregate number of securities of the Resulting Issuer upon Completion of the Qualifying Transaction 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 upon Completion of the Qualifying Transaction;

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds received by the Company from the sale of Common Shares prior to the date of this Prospectus totaled $502,500. These proceeds were raised by the issuance of 2,000,000 Common Shares at a subscription price of $0.05 per Common Share and 4,025,000 Common Shares at a subscription price of $0.10 per Common Share. The Company incurred no costs in connection with raising these proceeds. The gross proceeds to be received by the Company from the Offering will be $200,000. The costs incurred with respect to the proceeds raised from the Offering, including legal, accounting, printing and regulatory fees, the Agent's legal fees and expenses, the Agent's Commission and the Corporate Finance Fee, are estimated by the Company to be approximately $69,000. The Company estimates that it will have a total of $633,500 available from the prior sale of its Common Shares and from the sale of Common Shares pursuant to the Offering.

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

Cash proceeds raised prior to the Offering (1)	$502,500
Expenses and costs relating to raising the cash proceeds prior to the Offering	Nil
Cash proceeds to be raised pursuant to the Offering (2)	$200,000
Expenses and costs relating to the Offering, including listing fees, Agent's Commission, Corporate Finance Fee, legal fees and expenses, and the Company's legal fees and audit expenses (3)	($69,000)
Total estimated funds available on completion of the Offering	$633,500
Funds available for identifying and evaluating assets or business prospects (4)	$609,500
Estimated general and administrative expenses until Completion of a Qualifying Transaction	($24,000)
Total Funds Available	$633,500

(1) See "Prior Sales".

(2) In the event the Agent fully exercises the Agent's Warrants, there will be available to the Company a maximum of an additional $20,000 which will be added to the working capital of the Company. There is no assurance that any of these Agent's Warrants will be exercised. See "Options to Purchase Securities".

(3) Approximately $54,572 has been incurred to date, which includes a $5,000 cash advance against the Corporate Finance Fee in addition to, legal fees, audit fees and other expenses.

(4) In the event the Company enters into an Agreement in Principle prior to spending the entire $609,500 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 Company's purposes, the proceeds from this Offering and the prior sale of Common Shares, after deducting the expenses associated with this Offering, 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 the prior sale of Common Shares, after deducting the expenses associated with this Offering, will only be sufficient to identify and evaluate a finite number of assets and businesses, and additional funds may be required to finance any acquisition to which the Company may commit. See "Business of the Company - Method of Financing Acquisitions or Participation" and "Risk Factors".

Permitted Use of Funds

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

(a) valuations or appraisals;

(b) business plans;

(c) feasibility studies and technical assessments;

(d) sponsorship reports;

(e) engineering or geological reports;

(f) financial statements, including audited financial statements;

(g) fees for legal and accounting services; and

(h) Agent's fees, costs and commissions;

relating to the identification and evaluation of assets or businesses and, in the case of a Non Arm's Length Qualifying Transaction, obtaining shareholder approval for the Company'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 Company 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, provided that 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 Company or $210,000 will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Use of Funds", listed above, include:

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

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

(c) administrative and general expenses of the Company, 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".

Additionally, 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 Company 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 Company 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 Company and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

Except as described under "Options to Purchase Securities" and "Use of Proceeds - Restrictions on Use of Proceeds", the Company 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 Company 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 Company may reimburse a Non Arm's Length Party to the Company 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 Company or in the case of a law firm, no member of the firm, owns greater than 10% of the outstanding Common Shares of the Company), and the Company may also reimburse a Non Arm's Length Party to the Company for reasonable out-of-pocket expenses incurred in pursuing the business of the Company described in "Use of Proceeds - Permitted Use of Funds".

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Company appointed the Agent as its agent to offer for sale to the public on a commercially reasonable efforts basis, 2,000,000 Common Shares, as provided in this Prospectus, at a price of $0.10 per Common Share, in the provinces of British Columbia, Alberta and Ontario for gross proceeds of $200,000, subject to the terms of the Agency Agreement. Under the terms of the Agency Agreement, the Company has agreed to pay to the Agent the Agent's Commission, being 10% of the aggregate gross proceeds from the sale of the Common Shares pursuant to the Offering, of which 7% is payable in cash and 3% is payable through the issuance of 60,000 Commission Shares, and a Corporate Finance Fee of $10,000 plus HST, of which $7,000 is payable in cash and $3,000 is payable through the issuance of 30,000 Corporate Finance Shares. The Company has also agreed to reimburse the Agent for its reasonable expenses, including legal costs, of which $5,000 has been advanced. This Prospectus also qualifies the issuance of the Commission Shares and the Corporate Finance Shares.

The Company has also agreed to grant to the Agent, on completion of the Offering, non-transferable warrants entitling the Agent to purchase up to 200,000 Common Shares of the Company at a price of $0.10 per Common Share for a period of 24 months from the date the Common Shares commence trading on the Exchange. In accordance with the policies of the Exchange, not more than 50% of the number of any Common Shares issuable upon the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The balance may only be sold by the Agent once the Company has completed the Qualifying Transaction. This Prospectus also qualifies the grant of the Agent's Warrants.

Determination of Price

The price of the Common Shares and the commission payable to the Agent was established through negotiation between the Company and the Agent.

Listing Application

The Company has applied to list the securities distributed under this Prospectus on the Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange.

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

Commercially Reasonable Efforts and 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 Company and may make co-brokerage arrangements with other investment dealers at no additional cost to the Company. The obligations of the Agent under the Agency Agreement may be terminated at any time before the closing of the Offering at the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated at any time on the occurrence of certain events as stated in the Agency Agreement.

The total Offering is for 2,000,000 Common Shares for total gross proceeds of $200,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 40,000 of the total number of 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 80,000 of the total number of Common Shares under the Offering. The funds received from the Offering will be held by the Agent and will not be released until a minimum of $200,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent. Other than the offering expenses disclosed elsewhere in this Prospectus and payments to be made to the Agent as disclosed in this section, there are no payments in cash, securities or other consideration being made, or to be made, to a Promoter, finder, or any other Person in connection with the Offering. The directors, officers and other Insiders of the Company may purchase Common Shares from the Offering, provided, however, that any Common Shares so purchased will be subject to the escrow restrictions described under "Escrowed Securities".

Subscriptions by and Restrictions on the Agent

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

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

The Agent has advised the Company that to the best of its knowledge and belief, there are no directors, officers, employees or contractors of the Agent, or any Associate or Affiliate of the foregoing, who have subscribed for and been issued Common Shares of the Company.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the Commission Shares, the Corporate Finance Shares and the grant of the Agent's Warrants, no securities of the Company will be permitted to be issued during the period between the date a receipt for this Prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading on 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 SECURITIES OFFERED

Share Capital

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at the date of this Prospectus there are 6,025,000 Common Shares issued and outstanding.

The holders of Common Shares are entitled to vote at all meetings of shareholders of the Company, to receive dividends if, as and when declared by the directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. All Common Shares to be outstanding after completion of the Offering will be fully paid and non-assessable.

As at the date of this Prospectus, the Company has no outstanding loans or other debt obligations and there has been no material change in the Common Share and loan capital of the Company since the date of its most recent balance sheet contained in the Prospectus. See "Prior Sales".

Dividend Record and Policy

The Company has not paid any dividends since incorporation and it has no plans to pay dividends. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time. All of the Common Shares of the Company are entitled to an equal share in any dividends declared and paid.

Capitalization

The following table sets forth information respecting the capitalization of the Company as at the date of the balance sheet contained herein and as at the date hereof, both before and after giving effect to the Offering.

Designation of Security	Amount authorized or to be authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus (1)(4)	Amount outstanding as of date of this Prospectus(3)(5)	Amount to be outstanding if all Common Shares being offered are sold (2)(3)
Common Shares	Unlimited	$100,000 (2,000,000 Common Shares)	$502,500 (6,025,000 Common Shares)	$702,500 (8,115,000 Common Shares)

(1) As at the date of this Prospectus, the Company has not commenced commercial operations. The Company has no long-term debt.
(2) Includes 90,000 Common Shares issuable to the Agent upon closing of the Offering as the Commission Shares (60,000) and the Corporate Finance Shares (30,000). In addition, pursuant to the Agency Agreement, the Company has agreed to grant to the Agent, the Agent's Warrants on completion of the Offering to purchase up to 200,000 Common Shares of the Company, at a price of $0.10 per Common Share, for a period of 24 months from the date the Common Shares commence trading on the Exchange. See "Plan of Distribution".
(3) See "Use of Proceeds" for the proceeds after giving effect to the Offering and before deducting the expenses of the issue.
(4) All of these Common Shares have been placed in escrow pursuant to the Escrow Agreements. See "Escrowed Securities".
(5) 2,635,000 of these Common Shares were issued to members of the Aggregate Pro Group or to Principals and members of their immediate families and have been placed in escrow pursuant to the Escrow Agreements. See "Escrowed Securities".

OPTIONS TO PURCHASE SECURITIES

Options/ Warrants Granted

Pursuant to the Agency Agreement, the Company has agreed to grant to the Agent the Agent's Warrants on completion of the Offering to purchase up to 200,000 Common Shares of the Company, at a price of $0.10 per Common Share, for a period of 24 months from the date the Common Shares commence trading on the Exchange. See "Plan of Distribution".

The Company had previously determined to issue 200,000 options to purchase Common Shares to its directors and officers, but has since determined to terminate the grant of such options, with the result that no options are currently outstanding pursuant to the Company's stock option plan and the Company has no convertible securities outstanding other than the Agent's Warrants.

There are no assurances that the Agent's Warrants will be exercised in whole or in part.

The Agent's Warrants are qualified for distribution pursuant to this Prospectus.

The Company has adopted a stock option plan which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance, together with any options issued to eligible charitable organizations, will not exceed 10% of the issued and outstanding Common Shares, exercisable for a period of up to ten years from the date of grant and until completion of the Qualifying Transaction, will not exceed 759,000 options. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. 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 Company, 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 will be subject to escrow restrictions until the issuance of the Final Exchange Bulletin. See "Escrowed Securities".

PRIOR SALES

Since the date of incorporation and prior to the date of this Prospectus, 5,900,000 Common Shares of the Company have been issued as follows:

Date	**Number of Common Shares**	**Issue price per Common Share**	**Aggregate Issue Price**	**Consideration Received**
January 24, 2011	1(1)	$1.00	$1.00	Cash
February 22, 2011(2)	2,000,000	$0.05	$100,000	Cash
November 29, 2011(3)	4,025,000	$0.10	$402,500	Cash

(1) Initial incorporator's share, which has since been repurchased by the Company and cancelled.
(2) All of these Common Shares have been placed in escrow pursuant to the Escrow Agreements. See "Escrowed Securities".
(3) 635,000 of these Common Shares were issued to members of the Aggregate Pro Group or to Principals and members of their immediate families and have been placed in escrow pursuant to the Escrow Agreements. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

2,635,000 of the 6,025,000 Common Shares of the Company issued prior to the Offering and all Common Shares that may be acquired from treasury of the Company by Non Arm's Length Parties of the Company, either under the Offering or otherwise, prior to Completion of the Qualifying Transaction and all Common Shares acquired by Members of the Aggregate Pro Group prior to the Offering, will be deposited with Computershare (the **"Escrow Agen**t") under the Escrow Agreements.

While in escrow, the escrow shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the Exchange. The Common Shares under escrow may be transferred or transmitted upon the bankruptcy or death of a shareholder to his or her trustee in bankruptcy or personal representatives, as the case may be, however subject to the restrictions in the Escrow Agreements in the case of bankruptcy. Unless transferred, transmitted or cancelled pursuant to the Escrow Agreements, the shareholder may retain the shares, subject to the terms and conditions of the Escrow Agreements.

All Common Shares acquired upon 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 Exchange issues the Final Exchange Bulletin.

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

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

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

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares held in Escrow [(1)]	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering[(2)]
David Sidoo, Vancouver, B.C.	1,710,000	1,710,000	28.38%	21.07%
Andrew Williams, Vancouver, B.C.	100,000	100,000	1.66%	1.23%
James Hutton, West Vancouver, B.C.	100,000	100,000	1.66%	1.23%
James Harris, West Vancouver, B.C.	100,000	100,000	1.66%	1.23%
Manjy Sidoo [(3)], Vancouver, B.C.	10,000	10,000	0.17%	0.12%
Manjy Sidoo in trust for Jordon Sidoo[(3)] Vancouver, B.C.	260,000	260,000	4.32%	3.21%
Manjy Sidoo in trust for Dylan Sidoo[(3)] Vancouver, B.C.	260,000	260,000	4.32%	3.21%
Siden Investments Ltd. [(4)], Vancouver, B.C.	10,000	10,000	0.17%	0.12%
Grant Caudwell[(5)], Vancouver, B.C.	85,000	85,000	1.41%	1.05%
Total	**2,635,000**	**2,635,000**	**43.75%**	**32.47%**

(1) Common Shares subject to the Escrow Agreements will be released pro rata to the shareholders as to 10% upon issuance of the Final Exchange Bulletin and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months.
(2) Assuming none of these Persons purchases any Common Shares under the Offering.
(3) Member of David Sidoo's immediate family.
(4) A private company owned and controlled by David Sidoo.
(5) Member of the Aggregate Pro Group.

Where the Common Shares of the Company which are required to be held in escrow are held by a non-individual (a "holding company"), each holding company pursuant to the Escrow Agreements, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreements 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 which 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 Agreements, 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 thereafter, 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 Company 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 the Exchange does not issue the Final Exchange Bulletin, the escrowed Common Shares will not be released. Under the Escrow Agreements, each Non Arm's Length Party to the Company 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:

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

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

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

> 5% of the escrowed securities releasable at the time of the Final Exchange bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

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

Escrowed Securities on Private Placement

Securities issued pursuant to a private placement to current Principals of the Company and the Principals of the Resulting Issuer upon Completion of the Qualifying Transaction 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 for acquisition by the Resulting Issuer of Significant Assets 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 is not from current principals of the Company and/or the principals of the Resulting Issuer;

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

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

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and senior officers of the Company, as of the date of this Prospectus the only persons who beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued Common Shares of the Company are as follows:

Name and Municipality of Residence of Shareholder	**Type of Ownership**	**Number of Common Shares Presently Owned** (1)	**Percentage of Common Shares prior to giving effect to the Offering**	**Percentage of Common Shares after giving effect to the Offering**(2)
David, Sidoo, Vancouver, B.C.	Direct and Indirect(3)	1,720,000	28.55%	21.20%
TOTAL		**1,720,000**	**28.55%**	**21.20%**

(1) These securities are subject to escrow trading restrictions pursuant to the policies of the Exchange. See “Escrowed Securities”.

(2) Before giving effect to the exercise of the Agent's Warrants. If the Agent's Warrants are fully exercised, the shareholder above would hold 21.00% of the Company's issued and outstanding Common Shares after giving effect to the Offering.
(3) Includes 10,000 Common Shares held by Siden Investments Ltd., a private company owned and controlled by David Sidoo

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation and Security Holdings

The following is a list of the current directors and officers of the Company, their municipalities of residence, their current positions with the Company, their principal occupations during the past five years and the number of Common Shares of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name and Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held(2)	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering(3)(4)
David Sidoo, Vancouver, B.C., Director, President and CEO	Self-employed consultant since June 2000 and principal of Siden Investments Ltd. since 2000; Chairman of East West Petroleum Corp. since May 2011;	1,720,000(5)	28.55%	21.20%
Andrew Williams(1)(6), Vancouver, B.C., Director and CFO	Self-employed consultant since 1994 and principal of ARW Consulting Inc. since August 2005	100,000	1.66%	1.23%
James Hutton(1), Vancouver, B.C., Director	President and Chief Executive Officer of Hutton Capital Corp. since 1986	100,000	1.66%	1.23%
James Harris(1), West Vancouver, B.C. , Director and Corporate Secretary	Securities Lawyer, Principal of James L. Harris Law Corp. since 1993	100,000	1.66%	1.23%

(1) Members of the Audit Committee. The Company does not have any other committees.
(2) These Common Shares are subject to escrow restrictions. See "Escrowed Securities".
(3) Assuming no exercise of the Agent's Warrants. See "Options to Purchase Securities."

(4) As of the date of this Prospectus, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, 33.53% of the issued and outstanding Common Shares of the Company. Following completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 24.89% of the then issued and outstanding Common Shares of the Company and 24.29% of the issued and outstanding Common Shares of the Company on a fully diluted basis.

(5) Includes 10,000 Common Shares held by Siden Investments Ltd., a private company owned and controlled by David Sidoo

(6) Mr. Williams was a director of Anglo-Andean Explorations Inc. ("Anglo-Andean"). As a result of Anglo-Andean's failure to file its financial statements on time, the British Columbia Securities Commission issued a cease trade order on February 16, 2001 and the Alberta Securities Commission issued a cease trade order on October 26, 2001.

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

David Sidoo, President, CEO, Director and Promoter (Age: 52). Mr. Sidoo is a businessman based in Vancouver where he oversees a private investment banking and financial management firm. Upon graduating from the University of British Columbia in 1983, he was drafted to play professional football with the Canadian Football League. David retired from football in 1988 and was introduced to the brokerage business. From there he became a broker with Yorkton Securities where he went on to become Partner and Advisory Board Member. In 1999, he left Yorkton to pursue private investment banking. He was founding shareholder of American Oil & Gas Inc. (NYSE -AEZ) which was sold to Hess Corporation in December 2010 for over US$600 million. In 2008, The Vancouver Sun voted Mr. Sidoo one of the top 100 South Asians making a difference in British Columbia.

Mr. Sidoo is the beneficial owner of 1,720,000 Common Shares of the Company, amounting to 28.55% of the Company's total issued and outstanding share capital as at the date of this Prospectus, of which 1,710,000 Common Shares are held directly and 10,000 Common Shares are held by Siden Investments Ltd., a private company owned and controlled by Mr. Sidoo. Mr. Sidoo intends to devote approximately 10% of his working time to the affairs of the Company.

Andrew Williams, CFO and Director (Age: 61). Mr. Williams is a former and current senior financial officer of publicly traded junior companies. He is currently a self-employed consultant with 15 years experience specializing in providing financial reporting services, management accounting assistance and advice to companies undergoing significant transition and change. Assignments and services typically include working with senior management, financial, audit and legal advisors to ensure regulatory compliance and appropriate levels of internal control with companies in the resource and high tech sectors.

Mr. Williams is the beneficial owner of 100,000 Common Shares of the Company, amounting to 1.66% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Williams intends to devote approximately 20% of his working time to the affairs of the Company.

James Hutton, Director (Age: 51). Mr. Hutton has spent his career in the financial services industry and for the past 25 years has specialized in structured finance and resource company finance. Mr. Hutton is the President and Chief Executive Officer of Hutton Capital Corporation and Hutton Capital Management, companies engaged in investment banking.

Mr. Hutton designed and executed in excess of $1,400,000,000 in flow through share resource financings for the Canadian energy and mining sectors between 1998 and 2006. He was the founder, President and Chief Executive Officer of the Canada Dominion Resources Group of companies, one of the largest and most successful flow-through share funds in Canada. During Mr. Hutton's tenure, the Canada Dominion Resources Group completed in excess of $800,000,000 in offerings, which subsequently focused their investments on mining and energy issuers actively exploring for resources in Canada. The Canada Dominion Resources Group was acquired from Mr. Hutton by the Dundee/Dynamic Mutual fund organization. In addition, Mr. Hutton was the President and Chief Operating Officer of the CMP Resource Group from 2003 to 2005.

Mr. Hutton is the owner of 100,000 Common Shares of the Company, amounting to 1.66% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Hutton intends to devote approximately 20% of his working time to the affairs of the Company.

James Harris, Director and Corporate Secretary (Age: 59). Mr. Harris is a corporate, securities and business lawyer with over 25 years' experience in British Columbia and internationally. He has extensive experience with the acquisition and disposition of assets, corporate structuring and restructuring, regulatory requirements and corporate filings, and corporate governance. Mr. Harris is also the Chairman of the Board of Entre Gold Inc., a Toronto Stock Exchange listed junior exploration company. Mr. Harris has completed the Directors' Education Program of the Institute of Corporate Directors and is an Institute-certified Director. In addition, Mr. Harris has also completed a graduate course in business at the London School of Economics.

Mr. Harris is the owner of 100,000 Common Shares of the Company, amounting to 1.66% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Harris intends to devote approximately 20% of his working time to the affairs of the Company.

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
David Sidoo	East West Petroleum Corp.	TSX-V	Director	July 2010 to present
			Chairman	May 2011 to present
James Harris	Entrée Gold Inc.	TSX	Chairman	April 2006 to present
			Director	January 2003 to present
	BDI Mining Corp.	TSX-V	Secretary	October 2001 to June 2006
	Cytiva Software Inc.	TSX-V	Secretary	May 2003 to March 2011
	Zinco Mining Corp.	TSX-V	Secretary	March 2004 to present
	Rome Resources Ltd.	TSX-V	Secretary	June 2006 to present
	New Sage Energy Corp.	TSX-V	Secretary	August 2003 to November 2007
	Kola Mining Corp.	TSX-V	Secretary	September 2005 to November 2008
	Magnate Ventures Inc.	NEX	Secretary	August 2006 to May 2007
	Terra Ventures Inc.	TSX-V	Secretary	January 2007 to August 2011
	Border Petroleum Corporation	TSX-V	Secretary	July 2007 to January 2008
	African Metals Corp.	TSX-V	Secretary	October 2007 to present
	Mira Resources Corp.	TSX-V	Secretary	March 2008 to May 2008
	Novus Gold Corp.	TSX-V	Secretary	February 2009 to present
			Director	July 2008 to February 2009
	Encanto Potash Corp.	TSX-V	Secretary	December 2008 to present
	Archer Petroleum Corp.	TSX-V	Secretary	July 2009 to present
	East West Petroleum Corp.	TSX-V	Secretary	November 2009 to present
			Director	June 2010 to July 2010
	Inca One Metals Corp.	TSX-V	Secretary	May 2010 to present
	Samaranta Mining Corporation	TSX-V	Secretary	February 2010 to present
	Terra Nova Minerals Inc.	TSX-V	Secretary	September 2010 to present

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
	Citation Resources Inc.	TSX-V	Secretary	September 2010 to present
	Acadia Resources Corp.	TSX-V	Secretary	January 2011 to present
	Brea Resources Corp.	TSX-V	Secretary	August 2010 to present
	AVA Resources Corp.	TSX-V	Secretary	November 2009 to present
	Alphamin Resources Corp.	TSX-V	Secretary	June 2011 to Present
	Riata Resources Corp.	TSX-V	Director	May 2011 to present
	Forte Resources Inc.	N/A	Corporate Secretary	January 2011 to Present
Andrew Williams	Terra Nova Minerals Inc.	TSX-V	CFO	September 2010 to present
	Citation Resources Inc.	TSX-V	CFO	September 2010 to October 2010
	Brea Resources Corp.	TSX-V	CFO	September 2010 to April 2011
	NEMI Northern Energy and Mining Inc.	TSX	CFO	January 2011 to present
	Forte Resources Inc.	N/A	Director	January 2011 to Present
James Hutton	Terra Ventures Inc.	TSX-V	Chairman	May 2008 to August 2011
			Director	January 2007 to January 2008
				May 2008 to August 2011
	Novus Gold Corp	TSX-V	Chairman	February 2010 to present
			Director	February 2010 to present
	Encanto Potash Corp.	TSX-V	Director	March 2009 to June 2009
	Continuum Resources Ltd.	TSX-V	Director	January 2001 to June 2006
	Terrex Energy Inc.	TSX-V	Director	January 2010 to April 2011
	Batero Gold Corp	TSX-V	Director	November 2010 to present
	Argentum Silver Corp.	TSX-V	Director	June 16, 2011 to present
	Forte Resources Inc.	N/A	Director	January 2011 to Present

Committees

Pursuant to the provisions of the BCBCA, the Company is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Company's system of internal controls, to review the results of the external audit and to resolve any potential disputes with the Company's auditor. The audit committee of the Company consists of Messrs. Andrew Williams, James Harris and James Hutton. The Company has no other committees.

Aggregate Ownership of Securities

Prior to this Offering, the directors and officers of the Company, as a group, beneficially own, directly or indirectly 2,020,000 Common Shares representing 33.53% of the issued and outstanding Common Shares of the Company. Following completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 24.89% of the then issued and outstanding Common Shares of the Company assuming no participation by such directors and officers in the Offering.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed herein, no director, officer, Insider or Promoter of the Company, or any shareholder holding sufficient securities of the Company to affect materially the control of the Company, has, within the last 10 years, been a director, officer or Promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Mr. Andrew Williams was a director of Anglo-Andean Explorations Inc. ("Anglo-Andean"). As a result of Anglo-Andean's failure to file its financial statements on time, the British Columbia Securities Commission issued a cease trade order on February 16, 2001 and the Alberta Securities Commission issued a cease trade order on October 26, 2001.

Penalties and Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

There are potential conflicts of interest to which some or all of the directors, officers, Insiders and Promoters of the Company will be subject to in connection with the operations of the Company. The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Some of the directors and officers of the Company are directors and officers of other companies. See "Directors, Officers and Promoters". Some of the other companies are engaged in and will continue to be engaged in the search for properties or business prospects that may be suitable Qualifying Transactions for the Company. Accordingly, situations may arise where some or all of the directors, officers, Insiders or Promoters of the Company will be in direct competition with the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives. Conflicts will be subject to the procedures and remedies as provided for under the BCBCA.

EXECUTIVE COMPENSATION

Except as set out below and otherwise disclosed in this Prospectus, prior to completion of a Qualifying Transaction, other than with respect to a permitted use of funds no payment of any kind has been made, or will be made, directly or indirectly, by the Company to a Non Arm's Length Party to the Company 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 Company or 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 Company may reimburse Non Arm's Length Parties for the Company's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursements"). No reimbursement may be made for any payment made to lease or buy a vehicle.

Following Completion of the Qualifying Transaction, the Resulting Issuer may pay remuneration to its directors and officers if the Resulting Issuer is able to do so. No remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future. However, no payment other than the Permitted Reimbursements will be made by the Resulting Issuer or by any party on behalf of the Resulting Issuer, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction. See "Use of Proceeds".

PROMOTERS

The Company has no promoters other than David Sidoo, who serves as a director of the Company. Mr. Sidoo is also the President and Chief Executive Officer of the Board of Directors of the Company. See "Directors, Officers and Promoters".

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of 13% or $0.013 per Common Share on the basis of there being 8,115,000 Common Shares of the Company issued and outstanding following completion of the 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 Company.

RISK FACTORS

Investment in the Common Shares involves a high degree of risk, and investors should not invest unless they can afford to lose their entire investment. In addition to the other information contained in this Prospectus, prospective investors should consider carefully the following factors before making a decision to purchase Common Shares:

(a) the Company 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 Company's business and its present stage of development;

(c) the directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company 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 on investment of 13% or $0.013 per Common Share;

(e) there can be no assurance that an active and liquid market for the Company'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 Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

(g) the Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company 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 Company 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 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 Company of fair value for the Common Shares;

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Company 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 Company 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 Company completing the proposed Qualifying Transaction;

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

(m) the Exchange will generally suspend trading in the Company's Common Shares or delist the Company 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 Company resides outside of Canada or the Company 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 Company 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 Company; and

(q) subject to prior Exchange acceptance, the Company 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 Company 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 Company 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.

AUDITOR, REGISTRAR AND TRANSFER AGENT

The auditor of the Company is Wolrige Mahon LLP, Chartered Accountants, 9th Floor, Commerce Place, 400 Burrard Street, Vancouver, British Columbia, V6C 3B7. The registrar and transfer agent of the Common Shares of the Company is Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

The following are the material contracts of the Company that are outstanding as at the date of this Prospectus:

(a) Registrar and Transfer Agent Agreement between the Company and Computershare Investor Services Inc. dated March 4, 2011.
(b) Escrow Agreement dated February 22, 2011, as amended, among the Company, Computershare Investor Services Inc. and certain shareholders of the Company. See "Share Capital - Escrow Securities".
(c) Escrow Agreement dated November 29, 2011 among the Company, Computershare Investor Services Inc. and certain shareholders of the Company. See "Share Capital - Escrow Securities".
(d) Agency Agreement dated •, 2011 among the Company and the Agent. See "Plan of Distribution".
(e) Stock Option Plan adopted by the board of directors on February 22, 2011 as amended November 29, 2011.

The material contracts described above may be inspected at the offices of Armstrong Simpson, Suite 2080, 777 Hornby Street, Vancouver, British Columbia during normal business hours during the period of the primary distribution of the Common Shares being distributed under this Prospectus and for a period of thirty days thereafter.

INVESTOR RELATIONS AGREEMENTS

The Company has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Company or its securities or to engage in activities for the purposes of stabilizing the market.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

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

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Armstrong Simpson, on behalf of the Company, and McCullough O'Connor Irwin 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 property of the Company or any Associate or Affiliate of the Company. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Company or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company, or a Promoter of the Company or of an Associate or Affiliate of the Company.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares. See "Directors, Officers and Promoters". Save and except for their interest in the subscription for treasury shares, management has no interests in any material transactions of the Company.

OTHER MATERIAL FACTS

To management's knowledge, 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.

PURCHASER'S STATUTORY RIGHTS

Securities legislation in the provinces of British Columbia, Alberta and Ontario 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 British Columbia, Alberta and Ontario, securities legislation further provides a purchaser with remedies for rescission or damages where 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. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

ELIGIBILITY FOR INVESTMENT

In the opinion of Legacy Tax + Trust Lawyers, counsel to the Company, on the Closing Date, provided that the Common Shares are on that date listed for trading on a "designated stock exchange" as defined in the Tax Act (which includes the Exchange), the Common Shares will be qualified investments under the *Income Tax Act* (Canada) (the "Tax Act") for trusts governed by registered retirement savings plans ("RRSPs"), registered retirement income funds ("RRIFs"), registered education savings plans, registered disability savings plans, deferred profit sharing plans, tax-free savings accounts ("TFSAs"), each as defined in the Tax Act (collectively, the "Deferred Plans").

Notwithstanding the foregoing, if the Common Shares are a "prohibited investment" (as defined in the Tax Act) for a trust governed by a TFSA, the holder of the TFSA will be subject to a penalty tax on the Common Shares as set out in the Tax Act. A Common Share will generally not be a prohibited investment for a trust governed by a TFSA held by a particular holder provided that the holder deals at arm's length with the Company for the purposes of the Tax Act, and does not have a "significant interest" (as defined in the Tax Act) in either the Company or a corporation, partnership or trust that does not deal at arm's length with the Company for purposes of the Tax Act. In general terms, a holder of a TFSA will have a significant interest in the Company if the TFSA, the holder, and other persons not at arm's length with the holder together, directly or indirectly, own not less than 10% of the outstanding Common Shares of the Company.

The Tax Proposals announced as part of the 2011 Canadian Federal budget provide for similar rules with respect to prohibited investments for annuitants under RRSPs and RRIFs.

This opinion is based upon the current provisions of the Tax Act and counsel's understanding of the current published administrative and assessing policies and practices of the Canada Revenue Agency. The opinion also takes into account all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "Tax Proposals"), and assumes that all such Tax Proposals will be enacted in the form proposed. No assurance can be given that the Tax Proposals will be enacted in the form proposed or at all. This opinion does not otherwise take into account or anticipate any changes in law, whether by way of legislative, judicial or administrative action or interpretation, nor does it address any provincial, territorial or foreign tax considerations, which may be materially different from those described herein.

Prospective purchasers who intend to hold the Common Shares in their TFSA, RRSP or RRIF should consult their own tax advisors as to whether the Common Shares will be a "prohibited investment" in their particular circumstances.

AUDITOR'S CONSENT

We have read the prospectus of Caymus Resources Inc. (the "Company") dated ♦, 2011 relating to an offering of 2,000,000 Common Shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Company on the Company's statements of financial position as at October 31, 2011 and the statements of operating and comprehensive loss, cash flows and changes in equity for the period from incorporation on January 24, 2011 through October 31, 2011, which report is dated November 29, 2011, except as to Notes 6 and 13 which are as of ♦, 2011.

Chartered Accountants

Vancouver, British Columbia
♦, 2011

Financial Statements of

Caymus Resources Inc.

(A Capital Pool Company)

For the Period from Incorporation on January 24, 2011 to October 31, 2011

INDEPENDENT AUDITORS' REPORT

To: The Directors of Caymus Resources Inc.

We have audited the statement of financial position for Caymus Resources Inc. (the "Company") as at October 31, 2011 and the accompanying statement of loss and comprehensive loss, statement of cash flows and statement of changes in equity for the period from incorporation on January 24, 2011 through October 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 International Financial Reporting Standards, 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 the Company as at October 31, 2011 and the results of its operations, its cash flows and its changes in net equity for the period from incorporation on January 24, 2011 to October 31, 2011 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 of the financial statements which describes the uncertainty as to whether or not the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares are listed on the TSX Venture Exchange. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern.

Chartered Accountants

November 29, 2011
Vancouver, British Columbia

Caymus Resources Inc.
(A Capital Pool Company)
Statement of Financial Position
October 31, 2011
(expressed in Canadian dollars)

	$
Assets	
Current	
Cash	340,609
HST recoverable	4,389
	344,998
Deferred financing charges -notes 11 and 12	54,572
	399,570
Liabilities	
Current	
Accounts payable and accrued liabilities	18,357
Due to related parties - note 11	5,000
	23,357
Shareholders' Equity	
Share capital - notes 1, 6, 11 and 12	100,000
Subscription received in advance – note 6	291,750
Accumulated deficit	(15,537)
	376,213
	399,570

Going Concern - note 1
Commitments - notes 1, 6, and 12
Subsequent Events - notes 6 and 13

These financial statements were approved and authorized for issue by the Board of Directors on November 29, 2011.

"David Sidoo"	***"Andrew Williams"***
David Sidoo, Director	Andrew Williams, Director

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

Caymus Resources Inc.
(A Capital Pool Company)

Statement of Comprehensive Loss
For the Period from Incorporation on January 24, 2011 to October 31, 2011
(expressed in Canadian dollars)

	$
Operating expenses	
Accounting fees - note 11	3,817
Audit fees	3,031
Legal fees	7,500
Filing fees	1,041
Bank charges	148
Loss and comprehensive loss for the period	**(15,537)**
Weighted average number of shares outstanding	**1,792,857**
Loss per share	
- Basic and diluted	**$(0.01)**

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

Caymus Resources Inc.
(A Capital Pool Company)

Statement of Cash Flows

For the Period from Incorporation on January 24, 2011 to October 31, 2011

(expressed in Canadian dollars)

	$
Cash (Used in) Provided by:	
Operating activities	
Loss for the period	(15,537)
Changes in non-cash working capital items	
HST recoverable	(4,389)
Due to related parties - note 11	7,500
Accounts payable and accrued liabilities	18,357
	3,431
Financing activities	
Common shares issued	100,000
Subscriptions received in advance	291,750
Deferred financing costs	(54,572)
	337,178
Net Increase in cash	**340,609**
Cash - beginning of period	-
Cash - end of period	**340,609**

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

Caymus Resources Inc.
(A Capital Pool Company)
Statement of Changes in Equity
For the Period from Incorporation on January 24, 2011 to October 31, 2011
(expressed in Canadian dollars)

	Number of shares	Share Capital	Subscriptions received	Deficit	Equity
		$	$	$	$
Balance, January 24, 2011	**-**	**-**	**-**	**-**	**-**
Common shares issued and fully paid - note 6	2,000,000	100,000	-	-	100,000
Subscriptions received in advance- note 6	-	-	291,750	-	291,750
Loss for the period	-	-	-	(15,537)	(15,537)
Balance, October 31, 2011	**2,000,000**	**100,000**	**291,750**	**(15,537)**	**376,213**

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

1. Going Concern

As at October 31, 2011, Caymus Resources Inc. (the "Company" or "Caymus") had no business operations and its only significant asset was cash. During the period from incorporation on January 24, 2011 until October 31, 2011 the Company did not enter into any agreements to acquire an interest in a company, business, property or asset. As a Capital Pool Company ("CPC"), the Company's principal business will be the identification and evaluation of companies, businesses, properties, or assets with a view to acquisition or participation therein subject, in certain cases, to shareholder approval and acceptance by the TSX Venture Exchange (the "TSX V" or the "Exchange"). Where 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 its ability to obtain additional financing. There can be no assurance that the Company will complete a Qualifying Transaction within 24 months from the date the Company's shares are listed on the TSX V, at which time the TSX V may suspend or de-list the Company's shares from trading.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at October 31, 2011, the Company has working capital of $321,641 has not completed a Qualifying Transaction and may not be able to finance day to day activities through operations. Management intends to finance operating costs over the next twelve months with an initial public offering and listing of its shares on the TSX V (the "IPO"). These financial statements do not give effect to adjustments that would be necessary to the reported carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

2. Nature of Operations and Corporate Information

Caymus was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on January 24, 2011 and is in the process of applying for status as a CPC as defined pursuant to Policy 2.4 of the TSX V. The Company proposes to identify and evaluate companies, businesses, properties, or assets for acquisition and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval. Caymus has only just commenced operations and as a result has incurred only minimal operating losses and accumulated deficit.

The head office of the company is located at Suite 1750, 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2.

3. Basis of Preparation and Functional Currency

These financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee. Therefore, these financial statements comply with International Accounting Standard (“IAS”) 1 “Presentation of Financial Statements”

The financial statements of the Company have been presented on an accrual basis, under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities to fair value through profit or loss. These financial statements are presented in Canadian dollars which is the Company's functional and presentation currency.

4. Significant Accounting Policies

Significant accounting judgments, estimates and assumptions

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of expenses, assets and liabilities, and the disclosure of contingent liabilities, at the date of the financial statements. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the reported expenses and to the carrying values of assets or liabilities in future periods.

Management considers the areas currently requiring a significant degree of estimation and assumption to be the carrying value of deferred financing charges and accrued liabilities.

Financial Instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), loans and receivables, held-to-maturity investments, available-for-sale financial assets and financial liabilities at amortized cost. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition. All financial instruments are initially recognized at fair value.

The Company has classified its cash as FVTPL, which is measured at fair value. Accounts payable and accrued liabilities are classified as other financial liabilities which are measured at amortized cost. Due to related party is also classified as other financial liabilities and measured at amortized cost. The Company held neither available-for-sale nor held-to-maturity instruments during the period.

Financial assets are classified at fair value through profit or loss when they are held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss. Where the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using valuation techniques, including the discounted cash flow method.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and that the Company intends to hold to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial assets, a significant and prolonged decline in the value of the instrument is considered to determine whether any impairment has arisen.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. The Company does not have any derivative financial assets and liabilities.

Cash

Cash includes cash on hand, and deposits held at call with a bank.

. **Deferred Financing Charges**

Direct costs incurred to prepare the Prospectus and complete the IPO have been deferred and recognized as deferred financing charges. Upon completion of the IPO, any deferred financing charges incurred up to that date or incurred in the process of completing the IPO will be applied as share issuance costs against the proceeds from the IPO. In the event the Company fails to complete an IPO, the deferred financing charges will be written off as an operating charge.

Share-based Payments

The Company has a share-based compensation plan, under which the consideration paid for services provided by employees and non-employees consists of equity instruments in the form of common shares or options to purchase common shares.

The fair value of stock options granted to employees is measured on the grant date. Stock options granted to non-employees are measured on the date that the goods or services are received.

The fair value of the employee and non-employee services received in exchange for granting options is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted and the vesting periods. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are satisfied.

The cash proceeds the Company receives when options are exercised and the fair value of the options is credited to share capital, net of any directly attributable transaction costs.

Income Taxes

Income taxes are comprised of current and deferred taxes. Income taxes are recognized in the profit or loss except to the extent that they relate to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set up the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the ability simultaneously.

Deferred tax is recognized using the liability method with respect to all qualifying temporary differences arising between the tax based valuation of assets and liabilities and the respective values presented in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantially enacted at the balance sheet date and that are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current taxes and liabilities and when the deferred tax balances relate to the same taxation authority.

5. Accounting Standards Issued but not yet Applied

The following new standards which have not been applied within these financial statements, will or may have an effect on the Company's future financial statements:

IFRS 9 “Financial Instruments”

This new standard was issued in November 2009. It addresses classification and measurement of financial assets and replaces the multiple category and measurement models outlined in *International Accounting Standard 39* (IAS 39) for debt instruments with a new mixed measurement model having only two categories: amortized cost; and fair-value-through-profit-or-loss.

IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair-value-through-profit-or-loss or at fair-value-through-other-comprehensive-income. Where such equity instruments are measured at fair-value-through-other-comprehensive-income, dividends, to the extent they do not clearly represent a return of investment, are recognized in profit or loss: however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely. This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted.

The Company has not yet assessed the impact of IFRS 9 or determined whether it will adopt the standard in accounting periods beginning prior to January 1, 2013.

IFRS 13 “Fair Value”

This new standard was issued in May 2011. It defines fair value, sets out a single IFRS framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 does not determine when an asset, a liability or an equity’s own equity instrument is measured at fair value. Rather, the measure and disclosure requirements of IFRS apply when another IFRS requires or permits the item to be measured at fair value. This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted.

The Company has not yet assessed the impact of IFRS 13.

Amendments to IFRS 7 “Financial Instruments: Disclosures”

This amendment increases the disclosure required regarding the transfer of financial assets, especially if there is a disproportionate amount of transfer transactions that take place around the end of a reporting period. This amendment is effective for annual periods beginning on or after July 1, 2011.

Amendment to IAS 12 “Income Taxes”

IAS 12 requires an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through use or sale. The amendment provides further guidance in this area by stating that recovery of the carrying amount will, normally be, through sale. This change is effective for annual periods beginning on or after January 1, 2012.

6. Share Capital

Authorized

The authorized share structure of the Company consists of an unlimited number of common shares without par value.

Issued and Outstanding

On January 24, 2011, the date of incorporation, the Company initially issued one share for nominal consideration. On February 22, 2011, that initial share was cancelled when the Company received payment for and issued 2,000,000 common shares at a price $0.05 per share for aggregate cash proceeds of $100,000.

There are no outstanding options or warrants as at October 31, 2011.

Subscriptions received

In August 2011, the Company initiated an unbrokered private placement offering for up to 4,025,000 common shares at a price of $0.10 each (the “August Private Placement”). As at October 31, 2011 the Company had received a total of $291,750 in consideration against allotment of 2,917,500 common shares. Subsequent to October 31, 2011, the Company had received additional payments totaling $110,750 against subscriptions for 1,107,500 common shares.

Escrowed Shares

Pursuant to an escrow agreement dated February 22, 2011 among the Company, the Company's corporate registrar and transfer agent, Computer Share Inc. and certain Company shareholders (the "Escrow Agreement"), 2,000,000 common shares, being all of the common shares issued and outstanding prior to completion of the IPO, have been deposited in escrow. Upon the Company completing a Qualifying Transaction, common shares held pursuant to the Escrow Agreement shall be released as to 10% immediately following the issuance of the TSX V bulletin announcing final acceptance of the Qualifying Transaction (the "Initial Release") and an additional 15% shall be released every six months following the Initial Release. In addition, 635,000 of the shares issuable pursuant to the August Private Placement will be subject to the terms of the Escrow Agreement.

Stock Option Plan

The Company has adopted an incentive stock option plan in accordance with the policies of the TSX V (the "Stock Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, grant non-transferable options to purchase common shares to directors, officers, employees and consultants of the Company provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed 10% of the issued and outstanding common shares. Subject to the discretion of the Board of Directors, the options are exercisable for a period of up to 10 years. In addition, the number of common shares reserved for issuance to any one person shall not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant will not exceed 2% of the issued and outstanding common shares. The Board of Directors determines the option price per common share and the number of common share options which may be allocated to each director, officer, employee and consultant as well as all other terms and conditions of the option, in accordance with and subject to the rules of the TSX V.

7. Financial Instruments

Classification of Financial Instruments

Financial assets included in the statement of financial position are as follows:

	October 31 2011
	$
Cash	340,609

Financial liabilities included in the statement of financial position are as follows:

	October 31, 2011
	$
Accounts payable and accrued liabilities	18,357
Due to related parties	5,000
	23,537

Fair Values`

The fair values of the Company's financial assets and liabilities approximate the carrying amounts.

IFRS 7 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair values as follows:

Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – valuation based on inputs that are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices); and

Level 3 – valuation not based on observable market data (involves assumptions and estimates by management of how market participants would price the assets or liabilities).

The Company classifies its cash as level 1 in the fair value hierarchy.

Financial Instrument Risk Exposure

The Company's financial instruments are exposed to certain financial risks, which include credit risk, liquidity risk, market risk and interest rate risk. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's primary exposure to credit risk is on its cash held in a bank account of $340,609. The Company discharges this risk on cash by placing its instruments in institutions of high credit worthiness.

Liquidity Risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

All of the Company's financial liabilities, which consist of accounts payables and accrued liabilities and amounts due to a related party, have contractual maturities of less than 90 days. Current working capital of the Company at October 31, 2011 is $321,641.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not significantly exposed to interest rate risk on its cash.

Market Risk

Market risk consists of currency risk, interest rate risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns. The Company has no foreign exchange rate risk as all amounts are denominated in Canadian dollars. It also holds no financial instruments that expose it to other price risk.

8. Earnings (Loss) Per Share

Net earnings (loss) per share is calculated based on the weighted average number of shares outstanding as follows:

Basic and diluted	
Common shares	1,792,857
	$
Adjusted earnings (loss)	
Net loss	(15,537)

9. Income Tax Expense

The tax expense differs from the theoretical amount that would arise using the tax rate applicable to profits of the Company as follows:

Loss for the period before income tax recovery	$ 15,537
Average statutory rate	26.5%
	$
Recovery of income taxes based on statutory rates	4,117
Increase (decrease) in income tax recovery resulting from:	
Non-deductible (non-taxable) amounts	185
Effect of change in tax rate	(593)
Change in non-recognized deferred tax assets	(3,709)
Income tax recovery	-

At October 31, 2011, the Company had $14,838 of Canadian federal net operating losses carry-forward which expire in 2031. The net operating loss carry-forward and cumulative eligible capital balance created a $3,709 deferred tax asset, which has not been recognized in the statement of financial position. Deferred income tax assets are recognized to the extent that the realization of tax loss carry-forwards is determined to be probable.

10. Management of Capital

Capital is comprised of the Company's shareholders equity and any debt that it may issue. As at October 31, 2011, working capital was $321,641 and current liabilities amounted to $23,357. The Company's objectives when managing capital are: to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern; to maintain credit worthiness; and, to maximize returns to shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above: minimal regulatory levels; current financial strength rating requirements and internally determined capital guidelines; and, calculated risk management levels. The Company may also issue new equity if it is available on favourable terms, option its assets, if any, for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of assets, if any.

The Company is dependent on capital markets as its principal source of operating capital and the Company’s capital resources are largely determined by: the strength of the junior capital markets; the strength of the Company’s assets, if any in relation to these markets and by its ability to compete for investor support of its business plans. The Company is not subject to externally imposed capital requirements.

11. Related Party Transactions

During the period from incorporation on January 24, 2011 to October 31, 2011, the Company incurred accounting fees in the amount of $3,817 and deferred financing charges in the amount of $4,650 charged by an officer who is also a director, or companies in which that individual holds a significant interest or in which he is also an officer and director. This expenditure was measured at the exchange amount which is the amount agreed upon by the transacting parties. Other than these fees, there were no other transactions with related parties. There was no compensation paid or payable to key management for employee services.

In addition, as at October 31, 2011 the Company's total indebtedness to related parties amounted to $5,000, measured at the exchange amount, that covers $5,000 for in unpaid aforementioned accounting fees . In the period since incorporation, a director advanced a $5,000 retainer to the Company's lawyers which was repaid on September 29, 2011. The amounts due to related parties are unsecured, non-interest-bearing and due on demand.

As at October 31, 2011 directors and officers of the Company had subscribed for a total of 2,000,000 of the Company’s fully paid and issued or allotted shares outstanding at a price of $0.05 per share. As at October 31, 2011, under the provisions of the August Private Placement, the Company received $55,000 from a Company officer and director or his nominees in consideration for another 550,000 common shares at a price of $0.10 each.

12. Agency Agreement

Pursuant to a letter of intent dated May 2, 2011, an agent has offered to act as the Company's exclusive agent and sponsor for a proposed $200,000 "Commercially Reasonable Efforts IPO Prospectus Offering" (the "Proposed Offering") by the Company and the listing of its shares for trading on the TSX V (the "Agent Offering"). The Proposed Offering will consist of 2,000,000 common shares of the Company at a price of $0.10 each. The funds raised from the Proposed Offering will be used to fund the Company's search for a Qualifying Transaction and for working capital. In consideration for completion of the offering, the agent will be entitled to commissions of 7% in cash and 3% in common shares payable on closing. In addition, the agent will receive a 10% agent's warrant, where each one whole warrant is exercisable to purchase one whole common share, at the Proposed Offering price per common share for a period of 24 months from the date the shares begin trading on the TSX V. The Company will also pay the agent's expenses relating to the Proposed Offering including reasonable fees and disbursements of its legal counsel and searches. Corporate finance fees plus applicable taxes of $3,000 in common shares and $7,000 in cash also apply on closing. The Agent Offering is subject to various terms and conditions normal in the circumstances including but not limited to; execution of an agency agreement; receipt of a final prospectus document in a form acceptable to the agent and its lawyers; the company satisfying all requirements and other conditions for listing on the TSX V; receipt of applicable regulatory approvals; and, a Company indemnity holding the agent harmless against all losses, claims, damages, liability and expenses incurred by the agent that relate to or arise out of the agent's activities in this connection. As at October 31, 2011, the Company has paid a $5,000 retainer in this connection to be applied against the agents legal and corporate finance expenses.

13. Subsequent Events

The Company intends to file the Proposed Offering with the securities regulatory authorities in Alberta, British Columbia, Ontario and with the TSX V subsequent to October 31, 2011. The transaction is subject to regulatory approval.

CERTIFICATE OF THE COMPANY

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

November 30, 2011
Vancouver, British Columbia

(Signed) "*David Sidoo*"
President, CEO and Director
Caymus Resources Inc.

(Signed) "*Andrew Williams*"
Chief Financial Officer and Director
Caymus Resources Inc.

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) "*James Harris*"
Director and Corporate Secretary
Caymus Resources Inc.

(Signed) "*James Hutton*"
Director
Caymus Resources Inc.

CERTIFICATE OF THE PROMOTER

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

November 30, 2011
Vancouver, British Columbia

(Signed) *"David Sidoo"* "
President, CEO and Director
Caymus Resources Inc.

CERTIFICATE OF THE AGENT

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

November 30, 2011
Vancouver, British Columbia

HAYWOOD SECURITIES INC.

(Signed) " *G. Frank Stronach*"
G. Frank Stronach
Vice President, Corporate Finance