A copy of this amended and restated preliminary prospectus (the "Amended and Restated Prospectus") has been filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario and with the TSX Venture Exchange Inc. (the "Exchange") but has not yet become final for the purpose of the sale of securities. Information contained in this Amended and Restated 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.

A copy of this preliminary prospectus (together with the Amended and Restated Prospectus, the "Prospectus") has been filed with the securities regulatory authorities in each of the provinces of Manitoba and Newfoundland and Labrador and with the TSX Venture Exchange Inc. (the "Exchange") but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

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

AMENDED AND RESTATED PRELIMINARY PROSPECTUS IN BRITISH COLUMBIA, ALBERTA AND ONTARIO AMENDING AND RESTATING THE PRELIMINARY PROSPECTUS DATED JULY 14, 2011
-AND-
PRELIMINARY PROSPECTUS IN MANITOBA AND NEWFOUNDLAND AND LABRADOR

Initial Public Offering **September 22, 2011**

TG RESIDENTIAL VALUE PROPERTIES LTD.
(a capital pool company)

OFFERING: $500,000 (5,000,000 COMMON SHARES)

Price: $0.10 per Common Share

TG Residential Value Properties Ltd. (the "**Corporation**") hereby qualifies for distribution, through its agent, Leede Financial Markets Inc. (the "**Agent**"), 5,000,000 common shares (the "**Common Shares**") in the share capital of the Corporation at a price of $0.10 per common share for aggregate gross proceeds of $500,000 (the "**Offering**"). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, as hereinafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Policy 2.4 of the Exchange (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

	Common Shares	**Price to Public**	**Agent's Commission(1)**	**Net Proceeds to the Corporation(2)**
Per Common Share	1	$0.10	$0.01	$0.09
Total Offering	5,000,000	$500,000	$50,000	$450,000

*(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent will also be paid a corporate finance fee (the "**Corporate Finance Fee**") of $10,000 (plus HST), of which $5,600 has already been paid to the Agent, and will be reimbursed for its legal fees and other reasonable expenses incurred and the Corporation has already paid an advance retainer of $10,000 to cover the Agent's out of pocket expenses.*

(2) Before deducting the other costs of the Offering estimated at $55,000 which includes legal and audit fees and other expenses of the Corporation, the Corporate Finance Fee and legal fees plus disbursements and taxes and the listing fee payable to the Exchange. See "Use of Proceeds".

This Offering is made on a "commercially reasonable efforts" basis by the Agent and is subject to the completion of a minimum subscription of 5,000,000 Common Shares for gross proceeds to the Corporation of $500,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. 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 the Agent, persons or Companies who subscribed within that period and the regulatory authorities, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will receive an option (the "**Agent’s Option**") to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to this Offering, being 500,000 Common Shares, at a price of $0.10 per common share and which may be exercised for a period of 24 months from the date of listing of the Corporation’s Common Shares on the Exchange. The Agent’s Option is qualified for distribution under this Prospectus. See "*Plan of Distribution - Agency Agreement and Agent’s Compensation*".

This Prospectus also qualifies for distribution options to be granted to directors and officers of the Corporation (the "**Incentive Options**") at the closing (the "**Closing**") of the Offering. The Incentive Options entitle the holders to purchase an aggregate of 900,000 Common Shares under the Offering at a price of $0.10 per common share and such options may be exercised for a period of 10 years from the date the Shares are listed on the Exchange. See "*Options to Purchase Securities*".

Other than the initial distribution of the 5,000,000 Common Shares pursuant to this Prospectus, the grant of the Agent’s Option and the grant of the Incentive Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 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 authority grants a discretionary order.

There is currently no market through which these 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 Corporation will apply to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

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

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

Leede Financial Markets Inc., as agent, conditionally offers these Common Shares, on a "commercially reasonable efforts" basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by DuMoulin Black LLP, Vancouver, British Columbia, on behalf of the Corporation and by Thorsteinssons LLP, special Canadian tax counsel to the Corporation, and by Burstall Winger LLP on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this Prospectus, or 100,000 Common Shares ($10,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this Prospectus, or 200,000 Common Shares ($20,000). Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

AGENT:

LEEDE FINANCIAL MARKETS INC.
18th Floor, 1140 West Pender Street
Vancouver, British Columbia V6G 4E1
Telephone: (604) 658-3000
Fax: (604) 658-3099
Toll Free: 1 (888) 878-6356

TABLE OF CONTENTS

GLOSSARY

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

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

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

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

A Company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

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

"**Agency Agreement**" means the agency agreement dated as of ●, 2011 between the Corporation and the Agent.

"**Agent**" means Leede Financial Markets Inc.

"**Agent's Option**" means the option to be issued by the Corporation to the Agent entitling the Agent to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to this Offering, being 500,000 Common Shares, at a price of $0.10 per common share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange.

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

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

(b) any partner of the Person,

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

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

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

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

but

(e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 of the Exchange Rule Book with respect to that Member firm, Member corporation or holding company.

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

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

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

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

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

"**Corporation**" means TG Residential Value Properties Ltd., a corporation incorporated under the *Business Corporations Act* (British Columbia), having its registered office in the City of Vancouver, in the Province of British Columbia.

"**CPC**" means a corporation:

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

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

"**CPC Policy**" means Policy 2.4 of the Exchange.

"**Escrow Agreement**" means the escrow agreement dated as of ●, 2011 among the Corporation, the Trustee and the founding shareholders of the Corporation and members of the Aggregate Pro Group.

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

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

"**Initial Listing Requirements**" has the meaning ascribed thereto in Exchange Policy 1.1, "*Interpretation*".

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

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

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

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

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

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

"**Majority of the Minority Approval**" means the approval of the Qualifying Transaction by the majority of the votes cast by shareholders, other than:

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

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

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

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

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

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

"**Member**" has the meaning ascribed thereto by Exchange Policy 1.1, "*Interpretation*".

"**NEX**" means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet Exchange tier maintenance requirements for Tier 2 Issuers may continue to trade.

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

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

Vendor(s), the Non Arm's Length Parties of any Target Company(ies) and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.

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

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

"**Principal**" means:

(a) a Person who acted as a Promoter of the Issuer within two years before the initial public offering ("**IPO**") prospectus or the Final Exchange Bulletin;

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

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

(d) a 10% holder – a Person that:

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

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

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

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

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

"**Pro Group**" has the meaning ascribed thereto by Exchange Policy 1.1, "*Interpretation*".

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

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

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

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

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

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

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

"**Sponsor**" means a Member that meets the criteria specified in Exchange Policy 2.2, "*Sponsorship and Sponsorship Requirements*", which has an agreement with an Issuer to undertake the functions of sponsorship as required by that policy and various other Exchange policies.

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

"**Trustee**" means Computershare Investor Services Inc., a trust corporation having an office in the City of Vancouver, in the Province of British Columbia.

"**TSX**" means the Toronto Stock Exchange.

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

PROSPECTUS SUMMARY

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

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

Offering: 5,000,000 Common Shares are being offered and qualified under this Prospectus at a price of $0.10 per common share. In addition, the Corporation will issue to the Agent an option to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to this Offering, being 500,000 Common Shares, at a price of $0.10 per common share and which may be exercised for a period of 24 months from the date the Corporation's Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this Prospectus. See "*Plan of Distribution*".

Stock Options At the Closing, the Corporation intends to grant Incentive Options to directors and officers of the Corporation to purchase an aggregate of 900,000 Common Shares at a price of $0.10 per common share, exercisable for a period of 10 years from the date on which the Common Shares are listed on the Exchange. The Stock Options are qualified for distribution under this Prospectus. See "*Options to Purchase Securities*".

Use of Proceeds: The total net proceeds to the Corporation, including total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses, are expected to be approximately $586,964. The Corporation estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of up to $35,000, which will reduce the total net funds available for pursuing a Qualifying Transaction to approximately $551,964. The net funds available will provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of $210,000 or up to 30% of the gross proceeds realized from the sale of shares by the Corporation ($210,000 based on gross proceeds of $700,000 after giving effect to this Offering) may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*."

Directors and Management:

Douglas Thiessen	President and a Director
William Byers	Chief Financial Officer, Corporate Secretary and a Director
Richard Turner	Director

	Graham McLennan	Director

See *"Directors and Officers"*.

Escrow: A total of 4,000,000 Common Shares, which were issued at $0.05 per common share, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "*Escrowed Securities*".

Risk Factors: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction, if a Qualifying Transaction is completed. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will devote only part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) per Common Share of $0.02 or 22.22%. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

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 of notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such Persons or Companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

See "*Business of the Corporation", "Directors and Officers", "Capitalization", "Dilution", "Risk Factors" and "Conflicts of Interest".*

THE CORPORATION

The Corporation was incorporated on February 8, 2011 pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "TG Residential Value Properties Ltd.".

The registered and records office of the Corporation is located at 10th Floor, 595 Howe Street, Vancouver, BC, V6C 2T5. The head office of the Corporation is located at Suite 24, 970 Burrard Street, Vancouver, BC, V6Z 2R4.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at June 30, 2011, the Corporation had incurred expenses of $32,555 for incorporation, filing and professional fees and costs related to the Offering. Certain of the Offering proceeds may be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of auditors and legal fees, the fees to the Exchange as part of the Corporation's listing fees, the Agent’s commission, corporate finance fee, legal fees and other expenses and the fees of the security and regulatory authorities. Since June 30, 2011, the Corporation has not incurred any expenses relating to the Offering or the administration of the Corporation. See *"Use of Proceeds"*.

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and, in the case of a Non Arm’s Length Qualifying Transaction, is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors. The board of directors of the Corporation must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith having regard to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

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

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

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

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

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

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

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy and the restrictions in the CPC Policy precluding the Corporation from completing a reverse takeover 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, Suspensions and Delisting

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

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

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

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

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

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

If the Corporation 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 the NEX, the Corporation must:

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

(ii) obtain majority shareholder approval for listing on the NEX, exclusive of the votes of Non Arm's Length Parties of the Corporation.

If the Corporation 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;

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

(i) a Member firm of the Exchange;

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

(iii) Associates of any such Person,

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this Prospectus will be $500,000 (net $450,000 after the Agent's Commission). The gross proceeds received by the Corporation from the sale of 4,000,000 Common Shares prior to the date of this Prospectus were $200,000. No material expenses have been paid to date with respect to certain fees of the Exchange related to its listing application, fees of securities regulatory authorities related to the filing of this Prospectus, and other matters related to the Offering. The Corporation estimates that it will incur approximately $113,036 in expenses pertaining to the incorporation and the costs of this Offering prior to Closing. It is estimated that $586,964 will be available to the Corporation upon completion of the Offering.

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

Item		Total Offering
Cash proceeds raised prior to this Offering (Seed Shares)(1)		$200,000
Expenses and costs relating to raising Seed Share proceeds		($8,036)
Cash proceeds to be raised pursuant to this Offering		$500,000
Estimated expenses and costs relating to the Offering(2)		($105,000)
Estimated funds available (on completion of the Offering) (3)		**$586,964**
Funds available for identifying and evaluating assets or business prospects(4)(5)		$551,964
Estimated general and administrative expenses until completion of a Qualifying Transaction		$35,000
Total Net Proceeds(5)		$586,964

(1) See "Prior Sales".

(2) Includes the Corporation's legal fees, audit fees, regulatory fees, transfer agent fees and the Agent's commission, the Corporate Finance Fee, legal fees and expenses.
(3) Assuming no exercise of the Agent's Option or the Incentive Options.
(4) In the event the Agent exercises the Agent's Option or any portion of the Incentive Options is exercised, there will be available to the Corporation a maximum of an additional $50,000 which will be added to the working capital of the Corporation. There is no assurance that the Agent's Option and Incentive Options will be exercised.
(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $551,964 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

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

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

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

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation ($210,000 based on gross proceeds of $700,000 after giving effect to this Offering) or $210,000, will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "*Permitted Uses of Funds*", listed above, include:

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

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

(c) administrative and general expenses of the Corporation, including:

  (i) office supplies, office rent and related utilities;

  (ii) printing costs (including the printing of this Prospectus and share certificates);

  (iii) equipment leases; and

  (iv) fees for legal advice and audit expenses, other than those described above under "*Permitted Use of Funds*".

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

Private Placements for Cash

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

Prohibited Payments to Non Arm’s Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 5,000,000 Common Shares, at a price of $0.10 per Common Share for aggregate gross proceeds of $500,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% ($50,000) of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay the Agent a Corporate Finance Fee of $10,000 plus HST. The Corporation has already paid $5,600 of the Corporate Finance Fee to the Agent and will pay the remaining $4,400 to the Agent on Closing. The Corporation will also pay the Agent's legal fees and other reasonable expenses incurred, plus disbursements and taxes. The Corporation has provided the Agent $10,000 as an advance retainer to cover the Agent's out of pocket expenses.

The Corporation has also agreed to grant to the Agent a non-transferable Agent's Option which entitles the Agent to purchase an aggregate of 500,000 Common Shares at a price of $0.10 per common share and which may be exercised for a period of 24 months from the date of listing of the Common Shares on the Exchange. The Agent's Option is qualified for distribution under this Prospectus. Not more than 50% of the aggregate number of Common Shares which can be acquired on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. Any such sale by the Agent shall be made in an orderly manner in order to limit any effect on the market price of the Common Shares of the Corporation.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its sole discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for 5,000,000 Common Shares at a price of $0.10 per common share for total gross proceeds of $500,000. Under the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 100,000 Common Shares ($10,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares in the Offering, or 200,000 Common Shares ($20,000). The funds received from the Offering will be held by the Agent, and will not be released until proceeds of $500,000 have been deposited. The total subscription must be completed within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent or Persons or Companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Incentive Options at the closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this Prospectus. The Incentive Options entitle the holders to purchase an aggregate of 900,000 Common Shares at a price of $0.10 per common share and such options may be exercised for a period of 10 years from the date on which the Common Shares are listed on the Exchange. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Determination of Price

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

Listing Application

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

As at the date of the Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply 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 markets operated by PLUS Markets Group plc.

Subscriptions by and Restrictions on the Agent

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding Common Shares 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 Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation. No shares have been issued by the Corporation prior to the date of this Prospectus to members of the Aggregate Pro Group who are not related to the Agent.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus and the grant of the Agent's Option and the grant of the Incentive Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 *Passport System* and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 4,000,000 are issued and outstanding as fully paid and non-assessable, 5,000,000 Common Shares are reserved for issuance pursuant to the Offering, 500,000 Common Shares are reserved for issuance pursuant to the Agent's Option and 900,000 Common Shares are reserved for issuance pursuant to the Incentive Options. See "*Plan of Distribution*".

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

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of June 30, 2011(1)	Amount Outstanding as of the date hereof(1)	Amount Outstanding After Giving Effect to the Offering(2)(3)
Common Shares	Unlimited	$200,000 (4,000,000 Common Shares) (4)	$200,000 (4,000,000 Common Shares) (4)	$700,000 (9,000,000 Common Shares)

(1) As at June 30, 2011, and as the date hereof, the Corporation had not commenced commercial operations.

(2) Assuming no exercise of the Agent's Option or Incentive Options. The Corporation has reserved a maximum of 500,000 Common Shares at an exercise price of $0.10 per share, exercisable for a period of 24 months from the date of the Corporation's listing on the Exchange, pursuant to the Agent's Option. See "Plan of Distribution". The Corporation has reserved 900,000 Common Shares at $0.10 per share pursuant to the Incentive Options to be granted at the Closing. See "Plan of Distribution" and "Options to Purchase Securities".

(3) Based on gross proceeds of the Offering of $500,000 and before deducting the Agent's commission of $50,000 and other expenses of the Offering (estimated at $55,000) for a total of $105,000. See "Use of Proceeds".

(4) Representing 4,000,000 Common Shares issued at $0.05 per common share ($200,000), all of which are subject to escrow restrictions. See "Escrowed Securities".

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan (the "**Option Plan**") which provides that the board of directors of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares at the time of the grant. Such options will be exercisable for a period of up to 10 years from the date of grant. Under the Option Plan, options are required to have an exercise price not less than the closing market price of the Corporation's shares prevailing on the day that the option is granted less applicable discount, if any, permitted by the policies of the Exchange. Pursuant to the Option Plan, the board of directors of the Corporation may from time to time authorize the issue of options to directors, officers, employees and consultants of the Corporation and its subsidiaries or employees of companies providing management or consulting services to the Corporation or its subsidiaries. The number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. The Option Plan contains no vesting requirements, but permits the board of directors of the Corporation to specify a vesting schedule in its discretion.

Until the Completion of the Qualifying Transaction, the Option Plan is subject to all the terms and conditions contained in the CPC Policy. In particular, prior to the Completion of the Qualifying Transaction:

- the persons eligible to receive options under the Option Plan will be limited to directors and officers of the Corporation, and where permitted by securities laws, a technical consultant whose particular industry experience in relation to the business of the Vendors or the Target Company (each as defined in the CPC Policy), as the case may be, is required to evaluate the proposed Qualifying Transaction (as defined in the CPC Policy), or a Company (as defined in the policies of the Exchange), all of whose securities are owned by such director, officer, or technical consultant, and specifically excludes any person providing Investor Relations Activities (as defined in the policies of the Exchange), promotional or market-making services.

- the number of common shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the common shares to be outstanding after closing of the Offering and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the common shares to be outstanding after closing of the Offering.

- options granted to an optionee that does not continue as a director, officer, technical consultant or employee of the Resulting Issuer have a maximum term of the greater of 12 months after Completion of the Qualifying Transaction and 90 days after such optionee ceases to become a director, officer, technical consultant or employee of the Resulting Issuer.

- any common shares acquired pursuant to the exercise of options prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "*Escrowed Securities*".

As at the date hereof, the Corporation reserved 900,000 Common Shares pursuant to the Incentive Options. The Incentive Options are expected to be allocated on the following basis, will be granted at the Closing and will be qualified for distribution pursuant to this Prospectus.

Optionee	Number of Common Shares Reserved Under Option under the Offering	Exercise Price	Expiry Date
Douglas Thiessen	350,000	$0.10	10 Years from the Date of Listing
William Byers	250,000	$0.10	10 Years from the Date of Listing
Richard Turner	150,000	$0.10	10 Years from the Date of Listing
Graham McLennan	150,000	$0.10	10 Years from the Date of Listing
Total	**900,000**		

PRIOR SALES

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

Date	Number of Common Shares(1)	Issue Price Per Share	Aggregate Issue Price	Consideration Received
February 8, 2011	1	$0.05	$0.05	Cash
May 31, 2011	3,999,999	$0.05	$199,999.95	Cash

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

Of the foregoing sales of Common Shares, none were sold to members of the Aggregate Pro Group. See *"Subscriptions by and Restrictions on the Agent"*.

ESCROWED SECURITIES

A total of 4,000,000 Common Shares issued prior to this Offering, which were issued at a price of $0.05 per common share, and all Common Shares that may be acquired from treasury of the Corporation by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying

Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Trustee under the Escrow Agreement.

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

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

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

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

Name and Municipality of Residence of Shareholder	**Number of Common Shares Escrowed**	**Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering**	**Percentage of Common Shares of the Corporation After Giving Effect to the Offering(1)(2)**
Brad Haysom Burnaby, BC	50,000	1.25%	0.55%
David W. Cooper Edmonton, AB	50,000	1.25%	0.55%
Stephen Grice Burnaby, BC	50,000	1.25%	0.55%
Richard Belt Three Hills, AB	50,000	1.25%	0.55%
1169189 Alberta Ltd. (3) Edmonton, AB	50,000	1.25%	0.55%
Doerksen Holdings Ltd. (4) Winnipeg, MB	50,000	1.25%	0.55%
Stephen Krause Calgary, AB	50,000	1.25%	0.55%
Stewart Dalrymple High River, AB	50,000	1.25%	0.55%
Anthony Dennis French Edmonton, AB	100,000	2.50%	1.11%
Hugh Oswald Vancouver, BC	300,000	7.50%	3.33%
Walter Doerksen Winnipeg, MB	50,000	1.25%	0.55%
Lorne Hamilton Calgary, AB	50,000	1.25%	0.55%
Owen Hodder St. Philips, NL	50,000	1.25%	0.55%
Ali Murji Edmonton, AB	50,000	1.25%	0.55%
R G McLennan Professional Corporation (5) Edmonton, AB	400,000	10%	4.44%
Big Richard Capital Corp. (6) Harvie Heights, AB	800,000	20%	8.88%

Name and Municipality of Residence of Shareholder	Number of Common Shares Escrowed	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering(1)(2)
Cam Rowland Winnipeg, MB	50,000	1.25%	0.55%
Linda Kaech Harvie Heights, AB	50,000	1.25%	0.55%
5654352 Mb Ltd. (7) Winnipeg, MB	50,000	1.25%	0.55%
Chris Sawatzky Abbotsford, BC	50,000	1.25%	0.55%
Douglas Seppala Vancouver, BC	50,000	1.25%	0.55%
Kerry Philpott St. Johns, NL	100,000	2.50%	1.11%
Trevor Bernhardt De Winter, AB	100,000	2.50%	1.11%
Ashish Garg Edmonton, AB	200,000	5.00%	2.22%
Romanos Daniel Hong Kong, SAR	100,000	2.50%	1.11%
Thomas Richard Turner Vancouver, BC	400,000	10.0%	4.44%
William R. Byers Vancouver, BC	450,000	11.25%	5.00%
Jeronimo Ferrer San Rafael, Argentina	100,000	2.50%	1.11%
Robert Greenwood and Judith Greenwood Calgary, AB	50,000	1.25%	0.55%
Darren Kuester Dixonville, AB	50,000	1.25%	0.55%
Total	**4,000,000**	**100.00%**	**44.31%**

(1) Assuming no Common Shares are purchased by these persons under the Offering.
(2) Assuming no exercise of the Agent's Option or the Incentive Options.
(3) The principal of this company is Michael Burch.
(4) The principal of this company is James Koerksen.
(5) The principal of this company is Graham McLennan.
(6) The principal of this company is Douglas Thiessen.
(7) The principal of this company is Marco Silvestri.

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

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

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the offering price under this Prospectus has irrevocably authorized and directed the Trustee to immediately:

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

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

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

    (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non-Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

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

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the 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 Principals of the Corporation and the proposed Resulting Issuer will generally be exempt from escrow requirements where:

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Shares	Percentage of Shares Owned Prior to Giving Effect to the Offering	Percentage of Shares Owned After Giving Effect to the Offering(1)(2)
Douglas Thiessen Canmore, AB	Direct	800,000 (3)	20%	8.88%
William Byers Vancouver, BC	Direct	450,000	11.25%	5.0%
Richard Turner Vancouver, BC	Direct	400,000	10%	4.44
Graham McLennan Edmonton, AB	Direct	400,000 (4)	10%	4.44%

(1) Assuming no exercise of the Agent's Option or the Incentive Options.

(2) On a fully-diluted basis, assuming the exercise of the Agent's Option and Incentive Options, the percentage of the Corporation's issued and outstanding Common Shares after giving effect to the Offering owned by the above individuals is as follows: Douglas Thiessen – 11.06%; William Byers – 6.73%; Richard Turner – 5.29%; Graham McLennan – 5.29%.

(3) These shares are held through Big Richard Capital Corp., a company controlled by Mr. Thiessen.

(4) These shares are held by R G McLennan Professional Corporation, a company controlled by Mr. McLennan.

DIRECTORS AND OFFICERS

The following are the names and municipalities of residence of the directors and officers, their positions and offices with the Corporation, their principal occupations during the last five years and the number of Common Shares of the Corporation held by each of them prior to this Offering:

Douglas Thiessen – Canmore, Alberta –52 years of age – President and Director

In 2004, Mr. Thiessen joined Prestigious Properties Group, a real estate holding company, initially as a consultant and then as General Manager. He is now the CEO of Taurean Global Properties, which acts as General Partner for three Limited Partnerships that hold apartment properties in Canada as well as various agricultural lands located in Argentina.

Prior to the Offering, Mr. Thiessen held 800,000 Common Shares of the Corporation. Mr. Thiessen will work for the Corporation on a part-time basis devoting approximately 50% of his time to the Corporation.

William R. Byers, CA – Vancouver, British Columbia – 53 years of age – Chief Financial Officer, Corporate Secretary and Director

Mr. Byers is a business executive and private real estate investor. He is currently the CFO and a director of Victory Ventures Inc., a junior mining exploration company listed on the TSX.V.

Prior to the Offering, Mr. Byers held 450,000 Common Shares of the Corporation. Mr. Byers will work for the Corporation on a part-time basis devoting approximately 50% of his time to the Corporation.

Thomas Richard Turner – Vancouver, British Columbia – 56 years of age – Director

Since 1995, Mr. Turner has been president and chief executive officer of TitanStar Investment Group Inc., a private equity business. Mr. Turner served as chair and a director of the British Columbia Lottery Corporation from 2001 to 2005.

Prior to the Offering, Mr. Turner held 400,000 Common Shares of the Corporation. Mr. Turner will work for the Corporation on a part-time basis devoting approximately 5% of his time to the Corporation.

Graham McLennan, Q.C. – Edmonton, Alberta – 53 years of age – Director

Graham McLennan is a senior partner with McLennan Ross LLP. He has extensive experience in civil and commercial litigation, class action proceedings, construction disputes and defamation matters. He has appeared in all levels of court in Alberta and the Northwest Territories as well as the Federal Court and the Supreme Court of Canada. In 2008 he was appointed Queen's Counsel.

Prior to the Offering, Mr. McLennan held 400,000 Common Shares of the Corporation. Mr. McLennan will work for the Corporation on a part-time basis devoting approximately 5% of his time to the Corporation.

Other Corporate Information

Each director of the Corporation will hold office until the next annual meeting of shareholders or until his or her successor is elected or appointed.

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The Audit Committee of the Corporation currently consists of Richard Turner, Graham McLennan and Douglas Thiessen.

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

Prior to this Offering, the directors and officers beneficially own, directly or indirectly, or have control or direction over, an aggregate of 2,050,000 Common Shares (15.25%) in the capital of the Corporation. See "*Principal Shareholders*".

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Term
William Byers	Victory Ventures Inc.	TSX.V	Director and CFO	September 2009 – Present
Richard Turner	TitanStar Properties Inc. WesternOne Equity Income Fund Pure Industrial Real Estate Trust Sun Gro Horticulture Income Fund Brandgamz Marketing Inc. Sunrise Senior Living Real Estate Investment Trust	TSX.V TSX TSX.V TSX TSX.V TSX	President and CEO Trustee Board Chair and Trustee Trustee Director Trustee	October 2008 – Present May 2008 – Present August 2007 – Present March 2002 – June 2009 July 2006 – March 2008 September 2004 – April 2007

Corporate Cease Trade Orders or Bankruptcies

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

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

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

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

  (i) salaries;

  (ii) consulting fees;

  (iii) management contract fees or directors' fees;

  (iv) finder's fees;

  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

Although the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"), there have been no such reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

At the Closing, the Corporation intends to grant Incentive Options to the directors and officers to purchase an aggregate of 900,000 Common Shares at a price of $0.10 per common share, exercisable for a period of 10 years from the date of grant. The directors and officers of the Corporation may also be granted additional incentive stock options under the Corporation's stock option plan. See "*Options to Purchase Securities*".

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

Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of $0.02 or 22.22% on the basis of there being 9,000,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to the filing of this Prospectus, without deduction of commissions or related expenses incurred by the Corporation, and is set forth below:

Item		Total Offering
Gross proceeds of prior share issues	$	200,000
Gross proceeds of this Offering	$	500,000
Total gross proceeds after this Offering	**$**	**700,000**
Offering price per share	$	0.10
Gross Proceeds per share after this Offering	$	0.08
Dilution per share to subscriber	$	***0.02***
Percentage of dilution in relation to offering price		**22.22%**

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation:

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

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

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 22.22% or $0.02 per Common Share calculated as set forth under "*Dilution*" above;

(e) the Corporation is relying solely on its past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found;

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

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

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

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

(j) 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;

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

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

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

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

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

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

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

(r) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of $250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan; and

(s) if the Corporation does not make an election to be a "public corporation" from the beginning of its first taxation year in the manner contemplated in this Prospectus, the Common Shares may not be "qualified investments" for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts (collectively, the "Plans") at the time they are acquired pursuant to the Offering. Significant penalties will be applicable if the Common Shares are acquired by a Plan at a time such Common Shares are not “qualified investments” for the Plan.

As a result of these factors, this Offering is suitable only for investors who are willing to rely solely on management of the Corporation and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation is not currently a party to any legal proceedings or regulatory actions, nor is the Corporation currently contemplating any legal proceedings or regulatory actions, which are material to its business. Management of the Corporation is currently not aware of any legal proceedings or regulatory actions contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by DuMoulin Black LLP, Vancouver, British Columbia, on behalf of the Corporation and Thorsteinssons LLP, special Canadian tax counsel to the Corporation, and by Burstall Winger LLP, Calgary, Alberta, on behalf of the Agent. As of the date hereof, none of DuMoulin Black LLP, Thorsteinssons LLP or Burstall Winger LLP has any beneficial interest in the securities of the Corporation. However, partners, associates or employees of such firms may subscribe for Common Shares pursuant to this Offering.

None of DuMoulin Black LLP, Thorsteinssons LLP or Burstall Winger LLP, any of the partners thereof, nor any of the solicitors therein that are primarily responsible for the preparation of or for advice to the Corporation in connection with this Prospectus, is, or is expected to be, elected, appointed, or employed as a director, senior officer, or employee of the Corporation, a promoter of the Corporation, or an associate or affiliate of such promoter or of the Corporation.

ELIGIBILITY FOR INVESTMENT

In the opinion of Thorsteinssons LLP, special Canadian tax counsel to the Corporation, based on the current provisions of the *Income Tax Act* (Canada) (the "Tax Act") and the regulations thereunder (the "Regulations"), and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) (the “Minister”) prior to the date hereof, provided the Common Shares are listed on a "designated stock exchange", as defined in the Tax Act (which includes the TSX.V), on or before the Corporation’s filing-due date for its T2 corporate income tax return for its first taxation year and the Corporation elects in the manner and within the time limits prescribed by the Tax Act to be a "public corporation" (as that term is defined in the Tax Act) from the beginning of its first taxation year, the Common Shares will be "qualified investments" for a trust governed by a registered retirement savings plan ("RRSP"), a registered retirement income fund ("RRIF"), a deferred profit sharing plan, a registered education savings plan, a registered disability savings plan and a tax-free savings account ("TFSAs") under the Tax Act (collectively, the "Plans") as of the date of the closing of the Offering.

Notwithstanding the foregoing, the holder of a TFSA will be subject to a penalty tax in respect of a Common Share held in the TFSA if such Common Share is a "prohibited investment" under the Tax Act for the TFSA. In the 2011 federal budget, released on June 6, 2011, the Minister proposed amendments to the Tax Act (the "RRSP/RRIF Proposals") to extend the "prohibited investment" rules to RRSPs and RRIFs. A Common Share will generally not be a prohibited investment for a TFSA (or, under the RRSP/RRIF Proposals, for a RRSP or

RRIF, as applicable) provided that: (i) the holder of such account does not have a "significant interest" within the meaning of the Tax Act in the Corporation and (ii) the Corporation deals at arm's length, for the purposes of the Tax Act, with such holder and any corporation, partnership or trust in which the holder has a significant interest. **Holders should consult their own tax advisors to ensure that the Common Shares would not be a prohibited investment for a trust governed by a TFSA, RRSP, or RRIF in their particular circumstances.**

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants, Vancouver, British Columbia.

Computershare Investor Services Inc. at its office located in Vancouver, British Columbia, is the transfer agent and registrar for the Corporation's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares. See "*Principal Shareholders*".

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares hereunder within the two years prior to the date hereof, other than the following:

1. Transfer Agency, Registrar and Dividend Disbursing Agent Agreement dated as of June 28, 2011 between the Corporation and the Trustee.

2. Agency Agreement dated as of ●, 2011 between the Corporation and the Agent. See "*Plan of Distribution*".

3. Escrow Agreement dated as of ●, 2011 among the Corporation, the Trustee and those shareholders that executed such agreement. See "*Escrowed Securities*".

Copies of these agreements will be available for inspection at the offices of DuMoulin Black LLP, solicitors of the Corporation, located at 10th floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5 during ordinary business hours while the securities offered by this Prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

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

PURCHASERS' STATUTORY RIGHTS

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

TG RESIDENTIAL VALUE PROPERTIES LTD.

FINANCIAL STATEMENTS

FOR THE PERIOD FROM INCORPORATION ON FEBRUARY 8, 2011 TO JUNE 30, 2011

(In Canadian dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
DMCL CHARTERED ACCOUNTANTS

Partnership of:
Vancouver: Robert J. Burkart, Inc. James F. Carr-Hilton Ltd. Kenneth P. Chong Inc. Alvin F. Dale Ltd. Barry S. Hartley, Inc. Reginald J. LaBonte Ltd. Robert J. Matheson, Inc. Rakesh I. Patel Inc. F.M. Yada FCA Inc.
South Surrey: Michael K. Braun Inc. Peter J. Donaldson, Inc.
Port Coquitlam: Wilfred A. Jacobson Inc. G.D. Lee Inc. Fraser G. Ross, Ltd. Brian A. Shaw Inc.

INDEPENDENT AUDITOR'S REPORT

To the Directors of TG Residential Value Properties Ltd.,

Report on the financial statements

We have audited the accompanying financial statements of TG Residential Value Properties Ltd., which comprise the statement of financial position as at June 30, 2011 and the statement of comprehensive loss, changes in equity and cash flows for the period from incorporation on February 8, 2011 to June 30, 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.

Auditor's 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 auditor's 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, these financial statements present fairly, in all material respects, the financial position of TG Residential Value Properties Ltd. as at June 30, 2011, and the results of its financial performance and its cash flows for the period from incorporation on February 8, 2011 to June 30, 2011 in accordance with International Financial Reporting Standards.

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Vancouver, Canada

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South Surrey Suite 301 - 1656 Martin Drive, White Rock, B.C., Canada V4A 6E7, Tel: 604 531 1154 • Fax: 604 538 2613
Port Coquitlam Suite 700 - 2755 Lougheed Highway, Port Coquitlam, B.C., Canada V3B 5Y9, Tel: 604 941 8266 • Fax: 604 941 0971

TG RESIDENTIAL VALUE PROPERTIES LTD.

STATEMENT OF FINANCIAL POSITION

As at June 30, 2011

(In Canadian dollars)	2011 $
Assets	
Current assets:	
Cash	169,245
Prepaid expenses	10,000
HST Recoverable	1,171
	180,416
Liabilities	
Current Liabilities:	
Accounts payable and accrued liabilities	12,971
Shareholders' Equity	
Share capital (Note 3)	200,000
Deficit	(32,555)
	167,445
	180,416

APPROVED ON BEHALF OF THE BOARD

Signed: "Douglas Thiessen" **Director**

Signed: "William Byers" **Director**

- See Accompanying Notes -

TG RESIDENTIAL VALUE PROPERTIES LTD.

STATEMENT OF COMPREHENSIVE LOSS

FOR THE PERIOD FROM INCORPORATION ON FEBRUARY 8, 2011 TO JUNE 30, 2011

(In Canadian dollars)	**2011** **$**
Expenses	
Accounting, audit and legal	24,519
Corporate finance fees	5,000
Interest and bank charges	75
Office and sundry	2,961
Net loss and Comprehensive Loss	(32,555)
Loss per share – basic and diluted	-
Weighted average number of common shares outstanding (Note 3)	-

- See Accompanying Notes -

TG RESIDENTIAL VALUE PROPERTIES LTD.

STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD FROM INCORPORATION ON FEBRUARY 8, 2011 TO JUNE 30, 2011

(in Canadian dollars)	Number of Shares	Share Capital	Deficit	Total Shareholder's Equity
Balance, February 8, 2011	-	$ -	$ -	$ -
Common shares issued for cash ($0.05 per share)	4,000,000	200,000	-	200,000
Net loss for the period	-	-	(32,555)	(32,555)
Balance, June 30, 2011	4,000,000	$ 200,000	$ (32,555)	$ 167,445

- See Accompanying Notes -

TG RESIDENTIAL VALUE PROPERTIES LTD.

STATEMENT OF CASH FLOWS

FOR THE PERIOD FROM INCORPORATION ON FEBRUARY 8, 2011 TO JUNE 30, 2011

(in Canadian dollars)	2011 $
Cash flows from (used in)	
Operating activities	
Net loss for the period	(32,555)
Changes in working capital items:	
GST/HST receivable	(1,171)
Prepaid expenses	(10,000)
Accounts payable and accrued liabilities	12,971
Net cash flows used in operations	(30,755)
Financing activities	
Issuance of share capital	200,000
Increase in cash	169,245
Cash, beginning of period	-
Cash, end of period	169,245
Income taxes paid	-
Interest paid	-

- See Accompanying Notes -

1. REPORTING ENTITY AND THE NATURE OF BUSINESS

TG Residential Value Properties Ltd. (the "Company") was incorporated on February 8, 2011 under the Business Corporations Act of British Columbia and is domiciled in Canada. The Company's registered office is located at Suite 123 – 119 West Pender Street, Vancouver, B.C. Canada. The Company is a Capital Pool Corporation ("CPC") and management intends to list it's shares for trading on the TSX Venture Exchange ("TSX-V" or the "Exchange") by way of an Initial Public Offering ("IPO").

The Company has not commenced commercial operations and has no significant assets other than cash. Except as specifically contemplated for CPC's, until the 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 Qualifying Transaction.

The Company intends to qualify for distribution, through its agent Leede Financial Markets Inc. (the "Agent"), 5,000,000 common shares in the capital of the Company at a price of $0.10 per common share, for aggregate proceeds of $500,000 (the "Offering"), on a "commercially reasonable efforts" basis. The purpose of the Offering is to provide the Company with a minimum of funds with which to identify a Qualifying Transaction. Any proposed Qualifying Transaction must be approved by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, must also receive the Majority of the Minority Approval, in accordance with Policy 2.4 of the Exchange.

The offering price of the common shares was determined by negotiation between the Company and the Agent. All funds received from subscriptions for common shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent, persons or companies who subscribed within that period and the regulatory authorities, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. Pursuant to the Agency Agreement, the Agent will receive a cash commission equal to 10% of the gross proceeds raised as well as Agent's Warrants to purchase that number of common shares equal to 10% of the aggregate number of common shares sold pursuant to the Offering, being 500,000 common shares, at a price of $0.10 per common share and which may be exercised for a period of 24 months from the date of listing of the Company's common shares on the Exchange. In addition, the Company has agreed to pay the Agent a non-refundable corporate finance fee of $10,000 plus HST, and will pay the Agent's expenses and legal fees, plus disbursements and taxes, of which a retainer in the amount of $10,000 has been provided to the Agent.

The prospectus will also qualify for distribution, the stock options to be granted to directors and officers of the Company (the "Incentive Options") at the closing (the "Closing") of the Offering. (Note 3)

The Company has incurred operating costs since incorporation, has not generated revenues, and has an operating deficit totaling $32,555. These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to acquire and realize assets and discharge liabilities in the normal course of operations. The ability of the Company to continue as a going concern is dependent upon the Company raising sufficient equity financing, issuing debt or securing related party advances to complete the identification of a suitable Qualifying Transaction. The Company may need to seek out and raise additional equity financing to complete the acquisition of a suitable Qualifying Transaction. Management intends to complete an equity financing through an IPO, however management is unable to assess the likelihood or timing for completing an Offering and for receiving the necessary regulatory approvals. Short-term financing alternatives include raising capital through private placements or loans from related parties. The uncertainty in raising capital for future acquisitions and operations represents a liquidity risk and may impact the Company's ability to continue as a going concern in the future.

2. SIGNIFICANT ACCOUNTING POLICIES AND STATEMENT OF COMPLIANCE

Statement of compliance

These financial statements are general purpose financial statements that have been prepared in compliance with International Financial Reporting Standards ("IFRS") as set out in Part 1 of the Canadian Institute of Chartered Accountants Handbook - Accounting. These financial statements therefore comply with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements have been prepared on a historical cost basis, except where otherwise indicated.

The company adopted IFRS upon its incorporation. Accordingly there is no conversion from another presentation framework.

These financial statements were authorized for distribution by the Board of the Directors on September 22, 2011.

Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Judgements include areas such as functional currency, going concern assessments, and realization of potential tax assets.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ from these estimates. Areas requiring a significant degree of estimation relate to the measurements and recoverability of deferred tax assets, fair value measurements for financial instruments and stock-based compensation and other equity-based payments. Actual results may differ from those estimates.

Share-based payment transactions

The Company's incentive stock option plan allows for the grant of options to employees, consultants and directors when the number of shares that may be purchased under that option and all previously granted and outstanding options, does not exceed 10% of the issued and outstanding share capital at the date of grant. The exercise price of options granted will be no less than the minimum prescribed price as determined by the TSX-V. The maximum term of options is 10 years.

An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The fair value of options granted is recognized as an expense with a corresponding increase in the equity reserve.

2. SIGNIFICANT ACCOUNTING POLICIES AND STATEMENT OF COMPLIANCE - Continued

Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares. Basic earnings (loss) per share is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Functional and presentation currency

The functional and presentation currency of the Company is the Canadian dollar.

Share capital

Common shares issued are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effect.

Other comprehensive income (loss)

Other comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that would not normally be included in net profit such as unrealized gains or losses on available-for-sale financial instruments, gains or losses on certain derivative instruments and certain foreign currency gains or losses.

Financial Instruments

The Company classifies its financial assets and liabilities in the following categories:

- Loans and receivables – Cash
- Other financial liabilities - Trade and other payables

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date, which are classified as non-current assets. Loans and receivables are initially recognized at the transaction value and subsequently carried at amortized cost less impairment losses. Any impairment loss of receivables is based on a review of all outstanding amounts at the period end. Bad debts are written off during the year in which they are identified.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

2. SIGNIFICANT ACCOUNTING POLICIES AND STATEMENT OF COMPLIANCE - Continued

Financial Instruments - Continued

De-recognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the group's obligations are discharged, cancelled or they expire.

Fair value measures

The Company's cash and accounts payable are carried at amortized costs which approximates their fair value. Management has estimated the fair value of these instruments, without an observable market for identical assets. This form of estimate is considered level three inputs for fair value measurements.

Administrative expenditures

Administrative expenditures, listing fee's and business investigation costs are expensed in the period incurred.

Income tax

Income tax expense consists of current and deferred tax expenses. Income tax expense is recognized in profit or loss, except to the extent that it relates to items recognized directly in equity, in which case the related tax effect also is recognized in equity.

Current tax expense (recovery) reflects the expected tax payable (recoverable) on the taxable income or loss for the reporting period, using tax rates enacted or substantively enacted at period end.

Deferred tax is determined using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred taxes are not recognized for temporary differences related to the initial recognition of assets or liabilities that affect neither accounting nor taxable profit or investments in subsidiaries and equity investments to the extent it is probable that they will not be reversed in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

Non-monetary transactions

All non-monetary transactions are measured at fair value of the asset received or surrendered, or of the asset or services received or provided, whichever is more reliable, unless the transactions lacks commercial substance. The commercial substance requirement is met when the future cash flows of the enterprise are expected to change significantly as a result of the transaction.

2. SIGNIFICANT ACCOUNTING POLICIES AND STATEMENT OF COMPLIANCE - Continued

Recent accounting pronouncements issued but not yet effective or adopted by the Company:

IFRS 9 Financial instruments ("IFRS 9")

IFRS 9 was issued by the IASB on November 12, 2009 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. 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 are recognized in profit or loss to the extent not clearly representing a return of investment, are recognized in profit or loss; however, other gains and losses (including impairments) associated with such instruments may remain in accumulated comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

This new standard is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

In May 2011, the IASB issued the following standards which have not yet been adopted by the Company: IFRS 10, Consolidated Financial Statements ("IFRS 10"), IFRS 11, Joint Arrangements ("IFRS 11"), IFRS 12, Disclosure of Interests in Other Entities ("IFRS 12"), IAS 27, Separate Financial Statements ("IAS 27"), IFRS 13, Fair Value Measurement ("IFRS 13") and amended IAS 28, Investments in Associates and Joint Ventures ("IAS 28"). Each of the new standards is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. The Company has not assessed the impact, if any, that the new and amended standards will have on its financial statements.

The following is a brief summary of the additional new standards:

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 Consolidation—Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements.

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venture will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities—Non-monetary Contributions by Venturers.

2. SIGNIFICANT ACCOUNTING POLICIES AND STATEMENT OF COMPLIANCE - Continued

Recent accounting pronouncements issued but not yet effective or adopted by the Company:

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities.

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRSs. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

There have been amendments to existing standards, including IAS 27 and IAS 28. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 – 13.

3. SHARE CAPITAL

a) Authorized: Unlimited common shares without par value

b) Issued and escrow requirements:

During the period ended June 30, 2011, the Company issued 4,000,000 common shares at a price of $0.05 per share for proceeds totalling $200,000. The shares will be held in escrow and are anticipated to be released pro-rata to the shareholders as to 10% of the escrow shares upon issuance of a notice of final acceptance of a Qualifying Transaction by the TSX-V and the remainder in six equal tranches of 15% every six months thereafter. Should the Company be unable to complete a Qualifying Transaction within the regulated time period, the escrowed shares may be cancelled and the Company may be delisted.

As all of the escrowed shares are considered contingently issuable until the Company completes a Qualifying Transaction, they are not considered to be outstanding for the purposes of calculating basic and diluted loss per share for the period.

c) Stock options:

The Company has adopted an incentive stock option plan (the "Plan") which provides that the board of directors may grant to directors, officers, employees and consultants non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of the grant. Such options will be exercisable for a maximum period of 10 years from the date of grant. Under the Plan, options are required to have an exercise price not less than the closing market price of the Company's shares prevailing on the day that the option is granted less applicable discount, if any, permitted by the policies of the Exchange.

(in Canadian dollars)

3. SHARE CAPITAL - Continued

c) Stock options:

Under the Plan, The number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. The Plan contains no vesting requirements, but permits the board of directors of the Company to specify a vesting schedule in it's discretion.

On June 8, 2011, the Company's Board of directors approved the issuance of 900,000 stock options to directors and officers, which become effective on the Closing of the IPO. The stock options will provide the holder the right to exercise an option into one common share of the Company at a price of $0.10 per share for a period of ten years commencing from the Closing date of the IPO. The stock option grant is subject to the review and approvals of the TSX-V.

4. RELATED PARTY TRANSACTIONS

The Company paid $2,500 to a director for office and sundry expenses for the period from incorporation until June 30, 2011.

Key management personnel have received $nil remuneration during the period ended June 30, 2011.

Monetary transactions in the normal course of operations with related parties have been recorded at their exchange amount being the value of the consideration as agreed to between the parties.

5. INCOME TAXES

A reconciliation of the income tax provisions at a statutory rate of 28% with the reported taxes is as follows:

	2011 **$**
Net loss before income taxes	(32,555)
Corporate enacted tax rate	28%
Expected tax recovery at statutory rates	(9,115)
(Increase) decrease resulting from:	
Difference in corporate tax rates expected on reversal	977
Change in future tax asset valuation allowance	8,138
Future income tax provision (recovery)	-

5. INCOME TAXES - Continued

The Company's future income tax assets are estimated as follows:

Potential future income tax assets:	**2011** **$**
Non-capital losses available	8,138
Valuation allowance	(8,138)
Net future income tax assets	-

At June 30, 2011, the Company had generated available non-capital losses of approximately $32,500. If not utilized, the losses are anticipated to expire in 2031. Management has determined that there is insufficient likelihood of recovery to record a future benefit arising from the potential tax assets. Accordingly a 100% valuation allowance has been applied.

6. RISK MANAGEMENT

Financial Risk Management:

The Company is exposed in varying degrees to financial instrument related risks as follows:

a) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its bank accounts and sales taxes recoverable. Cash accounts are held with major banks in Canada. This risk is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to credit risk arises from sales taxes recoverable. This risk is considered a minimal risk as it is due from the Government of Canada.

b) Interest Rate Risk

The Company's current exposure to interest rate risk relates to it's ability to earn interest income on bank balances. The fair value of the Company's bank account is not significantly affected by changes in short term interest rates.

7. CAPITAL MANAGEMENT

In the management of capital, the Company includes the components of shareholders equity as well as cash and other working capital. The Company currently manages its capital structure and makes adjustments to it, based on cash resources expected to be available to the Company, in order to support its activities including the sourcing and completion of a Qualifying Transaction, if and when a a suitable acquisition is identified. Management has not established a quantitative capital structure, but will review on a regular basis the capital structure of the Company relative to the stage of development of a business.

The Company currently is dependent on private equity financing to fund its business investigation activities. If and when a suitable candidate for a Qualifying Transaction is identified, the Company will allocate its existing capital and plans to raise additional funds as needed through equity issuances, if available. Management reviews it's capital management approach on an ongoing basis and believes that this approach is reasonable for the current state of the markets and activities of the Company. The Company is not subject to any externally imposed capital requirements.

8. SUBSEQUENT EVENTS

The Company is filing a prospectus, with the British Columbia, Ontario and Alberta Securities commissions, offering up to 5,000,000 common shares at $0.10 per share as an IPO. Pursuant to an engagement letter dated March 29, 2011 between the Company and the Agent, the Agent will receive a cash commission of 10% of the gross proceeds from the sale of the common shares on closing of the IPO. In addition, the Company has agreed to pay the Agent a non-refundable corporate finance fee of $10,000 plus HST, and will pay the Agent's expenses and legal fees, plus disbursements and taxes, of which a retainer in the amount of $10,000 has been provided to the Agent. The Company has also agreed to issue Agent's Warrants to acquire up to 10% of the common shares sold in the IPO, at $0.10 per share exercisable for a period of 24 months from the date the common shares of the Company commence trading on the TSX-V.

CERTIFICATE OF THE CORPORATION

DATE: September 22, 2011

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta, Ontario, Manitoba and Newfoundland and Labrador and the regulations thereunder.

"Douglas Thiessen"	*"William Byers"*
Douglas Thiessen	**William Byers**
President	Chief Financial Officer

ON BEHALF OF THE BOARD

"Richard Turner"	*"Graham McLennan"*
Richard Turner	**Graham McLennan**
Director	Director

CERTIFICATE OF THE AGENT

DATE: September 22, 2011

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

Leede Financial Markets Inc.

Per: *"Richard H. Carter"*
RICHARD H. CARTER
Senior Vice President
General Counsel and Secretary