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

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

PRELIMINARY PROSPECTUS

Initial Public Offering **January 12, 2012**

INTERCONNECT VENTURES CORPORATION
(a capital pool company)

MINIMUM OFFERING: $400,000 OR 1,600,000 COMMON SHARES
MAXIMUM OFFERING: $500,000 OR 2,000,000 COMMON SHARES

PRICE: $0.25 PER COMMON SHARE

Interconnect Ventures Corporation (the "**Corporation**") hereby offers through its agent, PI Financial Corp. (the "**Agent**"), 1,600,000 common shares (the "Minimum Offering") to 2,000,000 common shares (the Maximum Offering") at a price of $0.25 per common share (the "**Common Shares**") for minimum gross proceeds of $400,000 and maximum gross proceeds of $500,000. The purpose of this offering (the "**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 Exchange Policy 2.4 (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)**	**Proceeds to Corporation(2)**
Per Common Share	1	$0.25	$0.025	$0.225
Minimum Offering	1,600,000	$0.25	$40,000	$360,000
Maximum Offering	2,000,000	$0.25	$50,000	$450,000

Notes:

(1) A commission of 10% of the gross proceeds of the Offering will be paid to the Agent. Additionally, a corporate finance fee of $10,000 (plus HST) has been paid to the Agent. The Agent has also been paid an expense retainer of $10,000 and will be reimbursed by the Corporation for its expenses including legal fees. The Agent will also be granted the Agent's Option referred to below. This prospectus qualifies the grant of the Agent's Option. See "Plan of Distribution - Agency Agreement and Agent's Compensation".

(2) Before deducting the costs of this issue estimated at $81,215 (plus applicable taxes) under this prospectus, which include listing fees, legal and audit fees and expenses. See "Use of Proceeds".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to a minimum aggregate subscription of 1,600,000 Common Shares for gross proceeds to the Corporation of $400,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement, as hereinafter defined, between the Corporation and the Agent. 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 and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will be granted a non-transferable option (the "**Agent's Option**") to purchase Common Shares equal in number to 10.0% of the number of shares sold under the Offering at a price of $0.25 per share expiring 24 months from the date the Corporation's Common Shares are listed on the Exchange. The grant of the Agent's Option is qualified under this prospectus. See "Agency Agreement and Agent's Compensation."

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

The Corporation has applied to list its common shares on the Exchange. Listing is subject to the Corporation fulfilling all of the listing requirements of the Exchange.

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".

The Agent 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 Anfield Sujir Kennedy & Durno LLP ("**ASKD**"), on behalf of the Corporation and by McCullough O'Connor Irwin LLP, on behalf of the Agent.

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 32,000 ($8,000) of the total number of Common Shares, if the minimum Offering is subscribed, and no more than 40,000 ($10,000) of the total number of Common Shares, if the maximum Offering is subscribed, offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 64,000 ($16,000) of the total number of Common Shares, if the minimum Offering is subscribed, and no more than 80,000 ($20,000) of the total number of Common Shares, if the maximum Offering is subscribed, under this prospectus.

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

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

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

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.

PI Financial Corp.
1900 – 666 Burrard Street
Vancouver, BC V6C 3N1
Tel: (604) 664-2900

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GLOSSARY

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

(a) A company is an "Affiliate" of another company if:

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

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

(b) A company is "controlled" by a Person if:

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

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

(c) A Person beneficially owns securities that are beneficially owned by:

(i) a company controlled by that Person; or

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

"**Agent**" means PI Financial Corp.

"**Agency Agreement**" means the agency agreement to be entered into between the Corporation and the Agent in connection with the Offering.

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent entitling the Agent to acquire Common Shares equal in number to 10.0% of the number of shares under the Offering of the Corporation at an exercise price of $0.25 per Common Share, expiring 24 months from the date of listing of the Common Shares on the Exchange.

"**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.

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person;

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

(d) in the case of a Person who is an individual:

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

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

but:

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

"**Commissions**" means the British Columbia Securities Commission and the Alberta Securities Commission.

"**Common Shares**" means the common shares in the share capital of the Corporation, which are single voting common shares 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 on which 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 Interconnect Ventures Corporation, a corporation incorporated under the *Business Corporations Act* (British Columbia), having an 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 Commissions 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 "Capital Pool Companies" of the Exchange's Corporate Finance Manual.

"**Escrow Agreement**" means the escrow agreement dated December 10, 2011 among the Corporation, Computershare Investor Services Inc., and certain founding shareholders of the Corporation.

"**Exchange**" or "**TSXV**" 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" means the minimum financial distribution and other standards that must be met by applicants seeking a listing on a particular tier of the Exchange.

"**initial public offering**" or "**IPO**" means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus.

"**Insider**" if used in relation to the Corporation, means:

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

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

(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 Corporation; or

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

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

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

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

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

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

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

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

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

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

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

"**Non Arm's Length Party**" means:

(a) in relation to a company, a Promoter, officer, director, other Insider or Control Person of that company (including an issuer) and any Associates or Affiliates of any of such Persons; and

(b) in relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, officer, director, Insider or Control Person.

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

"**Offering**" means the offering of Common Shares in accordance with the terms of this prospectus.

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

"**Principal**" means:

(a) a Person who acted as a Promoter of the issuer within two years or their respective Associates or Affiliates, before the 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; and

(d) a 10% holder - a Person that:

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

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

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

A company, trust, partnership or other entity more than 50% held by one or more Principals will be treated as a Principal. In calculating this percentage, securities of the entity that may be issued to the Principals under outstanding convertible securities are to be included in both the Principals' securities of the entity and the total securities of the entity outstanding.

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

"**Pro Group**" means;

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

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

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

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

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

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

"**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 Security Holders in Special Transactions, and includes a related party transaction that is determined by the Exchange to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the issuer with respect to the transaction.

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

"**Seed Capital**" or "**Seed Shares**" means securities issued before an issuer'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.

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

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transaction, would result in the CPC meeting the Minimum Listing Requirements.

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

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

"**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 minimal amount of cash. The Corporation has not identified any potential acquisitions. An acquisition financed by the issuance of Common Shares could result in a change in control of the Corporation and may cause the shareholders' interests in the Corporation to be diluted. See "Business of the Corporation" and "Dilution".
Offering:	A minimum of 1,600,000 Common Shares and up to a maximum of 2,000,000 Common Shares are being offered under this prospectus at a price of $0.25 per Common Share. In addition, the Corporation will grant to the Agent the Agent's Option to purchase Common Shares equal in number to 10.0% of the number of shares sold under the Offering at an exercise price of $0.25 per Common Share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange. The grant of the Agent's Option is qualified under this prospectus.
Use of Proceeds:	The net proceeds to the Corporation from the Offering will be $360,000 if the minimum offering is subscribed and $450,000 if the maximum offering is subscribed, prior to the deduction of expenses related to the Offering. The net proceeds of this Offering together with the gross proceeds from the prior sales of Common Shares will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Corporation" and "Risk Factors".
Management and Directors:	Manuel Chan - President, Chief Executive Officer, Corporate Secretary, Chief Financial Officer and Director Michael Chen - Director Rahim Othman - Director
Escrowed Securities:	All 800,001 of the currently issued and outstanding Common Shares of the Corporation will be deposited in escrow pursuant to the terms of an 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. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. **The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.** The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 16.67% or $0.042 per Common Share if the minimum offering is subscribed and 14.29% or $0.036 per Common Shares if the maximum offering is subscribed based on the gross proceeds of this Offering and prior issues, before deduction of selling commissions or related expenses of the Offering. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the 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 or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "Business of the Corporation", "Directors, Officers and Promoters", "Capitalization", "Dilution", "Risk Factors" and "Conflicts of Interest".

THE CORPORATION

The Corporation was incorporated on July 14, 2011, pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Interconnect Ventures Corporation".

The head office and the registered office of the Corporation is located at Suite 1600, 609 Granville Street, Vancouver, British Columbia, V7Y 1C3.

BUSINESS OF THE CORPORATION

Preliminary Expenses

Other than a corporate finance fee of $10,000 (plus HST), listing fees of $5,000 (plus HST), $10,000 paid to the Agent as an advance retainer covering part of the Agent's legal fees and out of pocket expenses and accrued accounting and legal fees of approximately $22,000 (plus HST), the Corporation has not incurred any expenses to date in proceeding with the Offering. However, certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including filing fees, the expenses of its auditor, legal expenses and the Agent's legal counsel. 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. The Corporation currently has not identified a specific business sector in which it proposes to pursue a Qualifying Transaction.

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

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

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. 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 with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

1. 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

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

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

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

2. confirmation of closing of the Qualifying Transaction; and

3. 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:

1. the unacceptable nature of the business of the Resulting Issuer; or

2. 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 of the Corporation 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 of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non Arm's Length Parties to the Corporation, determine to deal with the issuer or its remaining assets in some other manner. See "Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction."

Refusal of Qualifying Transaction

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

1. the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;

2. the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:

    (a) a Member firm of the Exchange;

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

    (c) Associates of any such person;

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

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

4. 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;

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

	Minimum Offering	Maximum Offering
Gross cash proceeds raised prior to this Offering (1)	$100,000	$100,000
Expenses and costs relating to raising seed share cash proceeds(2)	Nil	Nil
Gross cash proceeds to be raised pursuant to this Offering	$400,000	$500,000
Estimated commissions, expenses and costs relating to this Offering(3)	$121,215	$131,215
Estimated funds available on completion of the Offering(4)	$378,785	$468,785
Funds available for identifying and evaluating assets or business prospects(4) (5)	$348,199	$438,199
Estimated general and administrative expenses until Completion of a Qualifying Transaction(6)	$30,586	$30,586
Total net proceeds	$378,785	$468,785

Notes:

(1) See "Prior Sales".

(2) No costs have been allocated towards the issuance of these shares. See the Corporation's balance sheet as at October 31, 2011.

(3) Includes listing fees estimated at $19,215, the corporate finance fee of $10,000 payable to the Agent, the Agent's commission of up to $50,000, Agent's expenses and counsel's legal fees estimated at $10,000 the Corporation's legal fees estimated at $30,000, and audit fees estimated at $12,000. All amounts listed are net of any applicable taxes.

(4) In the event, and to the extent the Agent exercises the Agent's Option, there will be available to the Corporation a maximum of up to an additional $50,000 on the exercise of the Agent's Option which will be added to the working capital of the Corporation. There is no assurance that the foregoing options will be exercised.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire$378,785 (if the minimum Offering is subscribed) or the entire $468,785 (if the maximum Offering is subscribed) 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.

(6) The maximum amount that may be used for purposes other than those described under "Permitted Uses of Funds" below is the lesser of (i) 30% of the gross proceeds from the sale of all securities issued by the Corporation, or (ii) \$210,000. See "Restrictions on Use of Proceeds".

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

The proceeds from this Offering and any prior sale of Common Shares, after deducting the expenses associated with this Offering, will only be sufficient to identify and evaluate a finite number of assets 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:

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

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

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

Restrictions on Use of Proceeds

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

1. listing and filing fees (including SEDAR fees);

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

3. administrative and general expenses of the Corporation, including:

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

    (b) printing costs (including the printing of this prospectus and share certificates);

    (c) equipment leases; and

    (d) 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:

1. remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees, loans, advances and bonuses; and

2. deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to 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 a minimum offering of 1,600,000 Common Shares at a price of $0.25 per Common Share for gross proceeds of $400,000 and a maximum offering of 2,000,000 Common Shares for maximum gross proceeds of $500,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, which would equal $40,000 for the minimum Offering and $50,000 for the maximum Offering. Additionally, $21,200 has been paid to the Agent, representing a corporate finance fee of $10,000 (plus HST) and $10,000 advanced as an expense retainer which will be applied against the Agent's expenses including legal fees.

The Corporation has also agreed to grant to the Agent a non-transferable Agent's Option to purchase up to 200,000 Common Shares representing 10% of the number of Common Shares offered to the public, pursuant to the Offering, at an exercise price of $0.25 per Common Share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. All of the Agent's Options are qualified under this prospectus. Not more than 50% of the Common Shares that may be acquired on the exercise of the entire Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The Agent will have a right of first refusal under the Agency Agreement to act as Agent of any early financing undertaking in connection with the Corporation's Qualifying Transaction. The Agent will also have a right of first refusal to act as sponsor for the Corporation's Qualifying Transaction during the same time period. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering and Minimum Distribution

The Offering consists of 1,600,000 Common Shares for gross proceeds of $400,000 if the minimum offering is subscribed and 2,000,000 Common Shares for gross proceeds of $500,000 if the maximum offering is subscribed. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 32,000 Common Shares if the minimum offering is subscribed and 40,000 Common Shares if the maximum offering is subscribed under the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% or 64,000 Common Shares if the minimum offering is subscribed and

80,000 Common Shares if the maximum offering is subscribed under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until minimum Offering gross proceeds of $400,000 have been deposited and the Agent consents to the release thereof. Minimum aggregate subscriptions of 1,600,000 Common Shares or $400,000, must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by the persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

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

Determination of Price

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

Listing Application

The Corporation has applied to list its common shares on the Exchange. Listing is subject to the Corporation fulfilling all of the listing requirements of the Exchange.

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 or Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation.

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus and the grant of the Agent's Option, 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 Commissions, 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, 800,001 are issued and outstanding as fully paid and non-assessable. In addition, a maximum of 2,000,000 Common Shares are reserved for issuance under this prospectus, and a maximum of 200,000 Common Shares are reserved for issuance under the Agent's Option. See "Plan of Distribution".

Subject to the rights, privileges, restrictions and conditions attached to the preferred shares, the holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per Common Share at meetings of the shareholders of the Corporation and, upon liquidation, 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 October 31, 2011** (1)(2)	**Amount Outstanding as of January 12, 2012** (1)(3)	**Amount to be outstanding if the Minimum Offering is subscribed** (1) (3)(4)	**Amount to be outstanding if the Maximum Offering is subscribed** (1)(3)(4)
Common Shares	unlimited	$100,000 (800,001 Common Shares)	$100,000 (800,001 Common Shares)	$500,000 (2,400,001 Common Shares)	$600,000 (2,800,001 Common Shares)
Preferred Shares	unlimited	nil	nil	nil	nil

Notes:

(1) The Corporation has reserved 10% of the number of Common Shares to be issued under the Offering pursuant to the Agent's Option representing up to 160,000 Common Shares if the minimum offering is subscribed and 200,000 Common Shares if the maximum offering is subscribed at an exercise price of $0.25 per Common Share expiring 24 months from the date of listing of the Common Shares on the Exchange. See "Plan of Distribution".

(2) As of the date of the most recent balance sheet the Corporation has not commenced commercial operations.

(3) Before deducting the costs of this issue estimated at $121,215 if the minimum Offering is subscribed, or $131,215 if the maximum Offering is subscribed, which include listing fees, Agent's commission, legal and audit fees and expenses. See "Use of Proceeds".

(4) In addition to the Common Shares issued below the offering price prior to the Offering, the Common Shares issued to Non-Arm's Length Parties and Principals of the Resulting Issuer, which are outstanding as of the date hereof, will be held in escrow pursuant to the CPC Policy. See "Escrowed Securities".

ADOPTION OF STOCK OPTION PLAN

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, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares at the time of completion of the Offering. Such options will be exercisable for a period of up to 10 years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance pursuant to the Option Plan and any other share compensation arrangement in any 12 month period to any Person will not exceed 5% of the issued and outstanding Common Shares. In addition, the Option Plan provides that no more than 2% of the issued Common Shares of the Corporation will be granted to any one consultant in any 12 month period pursuant to the Option Plan and any other share compensation arrangement; and no more than an aggregate of 2% of the issued Common Shares of the Corporation will be granted to an employee conducting investor relations activities in any 12 month period pursuant to the Option Plan and any other share compensation arrangement. The Corporation, as long as it is a CPC, will not grant options to any person providing investor relations activities, promotional or market-making services. Options may be exercised the greater of 12 months after the completion of the Qualifying Transaction and for up to 90 days following cessation of the optionee's position with the Corporation, or such longer period as the board of directors of the Corporation may determine, provided that if the cessation of office, employment, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Notwithstanding any other provisions of this Option Plan, if a participant does not continue as an eligible person of the Resulting Issuer following the Completion of the Qualifying Transaction, then each option held by such participant shall terminate and therefore cease to be exercisable on the later of:

1. twelve months after the Completion of the Qualifying Transaction; and
2. 90 days after the participant ceases to be an eligible person of the Resulting Issuer, or such longer period as the board of directors of the Corporation may determine.

PRIOR SALES

Since the date of incorporation of the Corporation, 800,001 Common Shares have been issued and remain outstanding.

Date	**Number of Common Shares**	**Issue Price Per Common Share**	**Aggregate Issue Price**	**Consideration Received**
July 14, 2011	1	$0.001	$0.001	cash
September 22, 2011	800,000	$0.125	$100,000	cash
Total:	800,001		$100,000	

ESCROWED SECURITIES

The 800,001 Common Shares issued prior to this Offering at a price below $0.25 per Common Share, all Common Shares held by or that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Computershare Investor Services Inc. under the Escrow Agreement.

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

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 of the Corporation, which are held in escrow.

Name and Municipality of Residence of Shareholder	**Common Shares**	**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 Minimum Offering[(1)]**	**Percentage of Common Shares of the Corporation After Giving Effect to the Maximum Offering[(1)]**
Manuel Chan Vancouver, BC	160,001	160,001	20%	6.67%	5.71%
Michael Chen Palos Verdes Estates, CA USA	600,000	600,000	75%	25%	21.43%
Rahim Othman Vancouver, BC	40,000	40,000	5%	1.67%	1.43%

Notes:

(1) Assuming no Common Shares are purchased by these persons under the Offering.

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 the shares of that company.

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

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

The Exchange's prior consent must be obtained before a transfer within escrow of escrowed Common Shares may be completed. 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 Computershare Investor Services Inc., the escrow agent, to immediately:

1. cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or

2. if the Corporation lists on NEX, either

   (a) 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

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

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction for which the deemed value of the securities at least equals the value ascribed to the assets, 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 3 year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, until the date which is 36 months after the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 5% of the escrowed securities being releasable at the time of the Final Exchange bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

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

1. 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

2. the private placement is announced concurrently with the Agreement in Principle; and

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

   (b) 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

   (c) 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 sets out those persons who own 10% or more of the issued and outstanding Common Shares of the Corporation as of the date hereof:

Name and Municipality of Residence of Shareholder	Common Shares	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 Minimum Offering(1)(2)	Percentage of Common Shares of the Corporation After Giving Effect to the Maximum Offering(1)(2)
Manuel Chan Vancouver, BC	160,001	160,001	20%	6.67%	5.71%
Michael Chen Palos Verdes Estates, CA USA	600,000	600,000	75%	25%	21.43%

Notes:

(1) Assuming no Common Shares are purchased by these persons under the Offering.

(2) On a fully diluted basis, assuming the exercise of all of the Agent's Option, Manuel Chan would have direct and indirect beneficial ownership of an aggregate of 160,001 Common Shares representing 6.25% of the Common Shares of the Corporation if the minimum offering is subscribed or 5.33% of the Common Shares if the maximum offering is subscribed; and Michael Chen would have direct and indirect beneficial ownership of an aggregate of 600,000 Common Shares representing 23.44% of the Common Shares of the Corporation if the minimum offering is subscribed or 20% of the Common Shares if the maximum offering is subscribed.

OFFICERS, DIRECTORS AND PROMOTERS

Name, Municipality, Occupation, Security Holding and Involvement with Other Reporting Issuers

The following is a list of the current directors and officers of the Corporation, their municipalities of residence, their current positions with the Corporation, and the number and percentage of Common

Shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised:

Name and Municipality of Residence	Positions and Offices Held	Principal Occupation	Number of Common Shares Held	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Minimum Offering(1)(2)	Percentage of Shares Owned After Maximum Offering(1)(2)
Manuel Chan (3) Vancouver, BC	President, Chief Executive Officer and, Secretary, Chief Financial Officer and Director	Licensed Real Estate Agent, Royal Pacific Realty Group (1997-2009), New World Realty Ltd. (2009-present)	160,001	20%	6.67%	5.71%
Michael Chen (3) Palos Verdes Estates, CA USA	Director	Professor, Yuan Ze University (2010-present); CEO, IWI Co. (2005 – 2010)	600,000	75%	25%	21.43%
Rahim Othman (3) Vancouver, BC	Director	Senior Project Manager, Galdos Systems Inc. (2011-present); Project Manager, Star Solutions International (2009-2011); Engineering Specialist, Utstarcom Canada (2005-2009)	40,000	5%	1.67%	1.43%

Notes:

(1) Assuming that no Common Shares are purchased by these persons under the Offering.

(2) On a fully diluted basis, assuming the exercise of all of the Agent's Option, Manuel Chan would have direct and indirect beneficial ownership of an aggregate of 160,001 Common Shares representing 6.25% of the Common Shares of the Corporation if the minimum offering is subscribed or 5.33% of the Common Shares if the maximum offering is subscribed; and Michael Chen would have direct and indirect beneficial ownership of an aggregate of 600,000 Common Shares representing 23.44% of the Common Shares of the Corporation if the minimum offering is subscribed or 20% of the Common Shares if the maximum offering is subscribed; and Rahim Othman would have direct and indirect beneficial ownership of an aggregate of 40,000 Common Shares representing 1.56% of the Common Shares of

the Corporation if the minimum offering is subscribed or 1.33% of the Common Shares if the maximum offering is subscribed.

(3) Member of Audit Committee.

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

The directors and officers of the Corporation, and their Associates and Affiliates, as a group, beneficially own, directly or indirectly, or exercise control and direction over 800,001 Common Shares or 100% of the issued and outstanding Common Shares before the Offering. After giving effect to the Offering, such holdings will represent approximately 33.33% of the outstanding Common Shares of the Corporation following completion of the minimum Offering, or approximately 28.57% of the outstanding Common Shares of the Corporation following completion of the maximum Offering, assuming no Common Shares are purchased by these persons under the Offering.

Manuel Chan (age: 61), President, Chief Executive Officer, Secretary, Chief Financial Officer and Director.

Mr. Chan possesses more than 20 years of experience in the real estate sector and holds a Bachelor of Commerce Degree in management information systems and accounting from the University of British Columbia, Canada. Through his business dealings, Mr. Chan has established an extensive network of business and personal relationships throughout the Hong Kong and China Investment Community. Mr. Chan will devote approximately 40-50% of his time, or such time as is necessary to effectively manage the business of the Corporation.

Michael Chen (age: 65), Director

Dr. Michael Chen holds a B.Sc degree from National Chiao Tung University and a M.Sc and Ph.D from Syracuse University. He has worked in the defense industry for 20 years and in the wireless communication, antenna technology, satellite communication and consumer electronics business. He has extensive experience in satellite communication technology and was a Department Manager of the Antenna Technologies and Systems Department at TRW (California) and the original designer for several advanced antenna systems which have been deployed on current military satellites. He was also responsible for the technology commercialization activities at TRW.

Dr. Chen is the founder and officer of several new start-up high-tech companies in Taiwan. RF-Link, Inc. was founded in 1994, Acer NeWeb, Inc. in 1996, FiWin, Inc. in 2002 and Innovation Wireless Inc. (IWI) in 2007. Mr. Chen will devote approximately 20% of his time to the affairs of the Corporation.

Rahim Othman (age: 35), Director

Rahim Othman, AScT, PMP, is a leader in project and engineering management with over 14 years of progressive experience in the advanced mobile/cellular and telecommunication industry. This experience has encompassed Systems Engineering, Project & Product Management, RFP-RFQ, Network Planning, Operations, and Optimization.

Mr Othman has technical experience in systems design and deployment of GSM and CDMA cellular networks as well as Voice Over IP solutions. He has managed different scales of telecom projects in Asia, North America, North Africa and South America. Mr. Othman will devote approximately 5% of his time to the affairs of the Corporation.

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Term
Manuel Chan	Kokanee Minerals Inc.	TSXV	Director	November 2009 – Present
	Silver Dragon Resources Inc.	NASDAQ – OTC	Director	July 2007 - Present
Michael Chen	Acer NeWeb Co.	Taipei	CEO	December 1996 – January 2001
Rahim Othman	None			

Corporate Cease Trade Orders or Bankruptcies

Other than specified below, no director, officer, Insider or Promoter of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is or has within the 10 years before the date of this prospectus been a director, officer, Insider or Promoter of any issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days or became a 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 or Promoter of the Corporation, or any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

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

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, Insiders and Promoters 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 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.

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

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its 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 16.67% or \$0.042 per Common Share if the minimum offering is subscribed and 14.29% or \$0.036 per Common Share if the maximum offering is subscribed on the basis of there being 2,400,001 Common Shares of the Corporation issued and outstanding following completion of the minimum Offering and on the basis of there being 2,800,001 Common Shares of the Corporation issued and outstanding following completion of the maximum offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

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:

1. 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;

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

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

4. assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 16.67% or $0.042 per Common Share if the minimum offering is subscribed and 14.29% or $0.036 if the maximum offering is subscribed.;

5. 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;

6. 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;

7. 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;

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

9. 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;

10. 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;

11. 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;

12. 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;

13. 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;

14. neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

15. 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;

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

17. 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

18. if the Corporation does not make an election to be a public corporation in the manner contemplated in this prospectus, the purchasers may be penalized under the *Income Tax Act* (Canada) with respect to any Common Shares held in RRSPs, RRIFs, registered disability savings plans, deferred profit sharing plans, registered education savings plans and TFSAs (as defined hereafter under the heading "Eligibility For Investment").

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a related or connected party (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 ASKD, on behalf of the Corporation, and by McCullough O'Connor Irwin LLP on behalf of the Agent.

Other than as set forth above: a) no Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation; and b) as at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, other than as set forth above, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Davidson & Company LLP, Chartered Accountants at 1200 – 609 Granville Street, Vancouver, British Columbia V7Y 1G6.

Computershare Investor Services Inc., 510 Burrard Street, 2nd Floor, Vancouver, British Columbia V6C 3B9 is the transfer agent and registrar for the Corporation's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Each of the directors and officers of the Corporation has acquired Common Shares of the Corporation. 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. Agency Agreement to be entered into between the Corporation and the Agent. See "Plan of Distribution".

2. Escrow Agreement dated as of December 10, 2011 among the Corporation, Computershare Investor Services Inc. and those shareholders that executed such agreement. See "Escrowed Securities".

3. Transfer Agent and Registrar Agreement dated December 9, 2011 between the Corporation and Computershare Investor Services Inc.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at Suite 1600, 609 Granville Street, Vancouver, BC V7Y 1C3 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

There is no other material fact relating to the securities to be offered hereunder not disclosed elsewhere in this prospectus.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia and Alberta provides purchasers with the right to withdraw from an agreement to purchase securities. The 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.

AUDITORS' CONSENT

We have read the prospectus of Interconnect Ventures Corporation (the "Company") dated January 12, 2011 relating to the sale and issue of a minimum of 1,600,000 common shares to a maximum of 2,000,000 common shares at a price of $0.25 per common share for minimum gross proceeds of $400,000 and maximum gross proceeds of $500,000 to the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above mentioned prospectus of our report to the directors of the Company on the statement of financial position as at October 31, 2011 and the statement of operations and comprehensive loss, changes in equity and cash flows for the period from incorporation on July 14, 2011 to October 31, 2011. Our report is dated November 30, 2011 (except as to Note 10 which is as of _____________________).

Vancouver, Canada

Chartered Accountants

DATE

Interconnect Ventures Corporation

(a Capital Pool Company)

Financial Statements

For the period from incorporation on July 14, 2011 to October 31, 2011

Canadian Dollars

INDEPENDENT AUDITORS' REPORT

To the Directors of

Interconnect Ventures Corporation

We have audited the accompanying financial statements of Interconnect Ventures Corporation which comprise the statement of financial position as at October 31, 2011 and the statements of comprehensive loss, shareholders' equity and cash flows for the period from incorporation on July 14, 2011 to October 31, 2011, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained in our audit 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 Interconnect Ventures Corporation as at October 31, 2011 and the results of its operations and its cash flows for the period from incorporation on July 14, 2011 to October 31, 2011 in accordance with International Financial Reporting Standards.

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 2 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Interconnect Ventures Corporation's ability to continue as a going concern.

Vancouver, Canada | Chartered Accountants

November 30, 2011

(except as to Note ___ which

is as of _____________)

Interconnect Ventures Corporation

Statement of Financial Position

As at October 31, 2011

ASSETS		
CURRENT		
Cash	$	69,740
Deferred financing costs *(Note 8)*		31,800
	$	101,540
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT		
Accounts payable	$	560
Due to related party *(Note 4)*		2,730
		3,290
SHAREHOLDERS' EQUITY		
Capital stock *(Note 4)*		100,000
Deficit		(1,750)
		98,250
	$	101,540

Continuance of operations *(Note 2)*

Subsequent events *(Note 8)*

ON BEHALF OF THE BOARD

______________________________ *Director*

______________________________ *Director*

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

Interconnect Ventures Corporation

Statement of Comprehensive Loss

For the period from incorporation on July 14, 2011 to October 31, 2011

EXPENSES	
Interest and bank charges	$ 61
Professional fees	1,680
	1,741
LOSS FROM OPERATIONS	(1,741)
OTHER INCOME	
Foreign exchange	(9)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	$ (1,750)
Basic and diluted loss per common share	$ -
Weighted average number of common shares outstanding	$ -

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

Interconnect Ventures Corporation

Statement of Shareholders' Equity

For the period from incorporation on July 14, 2011 to October 31, 2011

	Share Capital				Total
	No. of Shares	**Amount**	**Reserves**	**Deficit**	**Equity**
Balance, July 14, 2011	**-**	**$ -**	**$ -**	**$ -**	**$ -**
Shares issued for cash:	800,001	100,000	-	-	100,000
Loss for the period	-	-	-	(1,750)	(1,750)
Balance October 31, 2011	**800,001**	**$ 100,000**	**$ -**	**$ (1,750)**	**$ 98,250**

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

Interconnect Ventures Corporation

Statement of Cash Flows

For the period from incorporation on July 14, 2011 to October 31, 2011

CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$	(1,750)
Change in non-cash working capital:		
Accounts payable		560
Cash flows used in operating activities		(1,190)
CASH FLOWS FROM FINANCING ACTIVITIES		
Due to related party		2,730
Shares issued for cash		100,000
Deferred financing costs		(31,800)
Cash flows from financing activities		70,930
INCREASE IN CASH		69,740
Cash - beginning of period		-
CASH - END OF PERIOD	$	69,740
CASH FLOWS SUPPLEMENTARY INFORMATION		
Interest paid	$	-
Income taxes paid	$	-

There were no significant non-cash financing or investing activities during the period from incorporation on July 14, 2011 to October 31, 2011.

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

1. INCORPORATION

The Company was incorporated under the *Business Corporations Act* (British Columbia) on July 14, 2011 and is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

The registered and records office of the Company is 1600-609 Granville Street, P.O. Box 1068, Pacific Centre, Vancouver, B.C. V7Y 1G3.

2. CONTINUANCE OF OPERATIONS

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

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

The financial statements were authorized for issue by the Board of Directors on November 30, 2011.

3. SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results could differ from these estimates.

Basis of Measurement

The financial statements have been prepared on a historical costs basis except for financial instruments classified as at fair value through profit or loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

The financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

Financial instruments

All financial instruments are classified into one of five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All-financial instruments and derivatives are measured in the statement of financial position at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification. Held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net income. Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired.

The Company has classified its cash as held-for-trading. Accounts payable and due to related party are classified as other financial liabilities, which are measured at amortized cost.

An entity classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurement. The fair value hierarchy has the following levels:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

Fair value

The carrying value of accounts payable and due to related party approximates their fair value because of the short-term nature of these instruments.

Financial instruments measured at fair value on the statement of financial position are summarized in levels of fair value hierarchy as follows:

Assets	Level 1	Level 2	Level 3	Total
Cash	$69,740	$ -	$ -	$ 69,740

Foreign currencies

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency for the Company is the Canadian dollar.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

The functional currency determination was conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of comprehensive loss or income.

Deferred Income Taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position 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. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse 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 statement of financial position 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 is probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Loss per share

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

Basic loss per share is calculated using the weighted-average number of shares outstanding during the period.

The 800,001 common shares outstanding as of October 31, 2011 are contingently cancellable and have been excluded from the weighted average number of shares outstanding.

Stock-based compensation

The Company uses the fair value based method for measuring compensation costs.

Deferred financing costs

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

New accounting pronouncements

The following new standards and interpretations are not yet effective and have not been applied in preparing these financial statements. The Company is currently evaluating the potential impacts of these new standards.

- IFRS 9*, Financial Instruments* (effective January 1, 2013 with a proposal to defer the effective date to January 1, 2015) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39.
- IFRS 10, *Consolidated Financial Statements*, IFRS 11, *Joint Arrangements*, IFRS 12, *Disclosure of Interests* in *Associates and Joint Ventures* (all effective January 1, 2013) provide revised guidance on the accounting treatment and associated disclosure requirements for joint arrangements and associates, and a revised definition of \`control\` for identifying entities which are to be consolidated.
- IFRS 13 *Fair Value Measurement* (effective January 1, 2013) provides new guidance on fair value measurement and disclosure requirements.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

- Amendments to IAS 1, *Presentation of Financial Statements* (effective for annual periods beginning on or after July 1, 2012) require that elements of other comprehensive income that may subsequently be recycled through profit and loss be differentiated from those items that will not be recycled.
- IFRS 27, *Consolidated and Separate Financial Statements* (effective January 1, 2013) provides new guidance on fair value measurement and disclosure requirements and IAS 28, Investments in *Associates and Joint Ventures* were revised and reissued to align with the consolidation guidance.

4. CAPITAL STOCK

The Company has authorized unlimited common shares, without par value, and unlimited preferred shares issuable in series.

During the period ended October 31, 2011, the Company issued one share at a price of $0.001 and 800,000 common shares at a price of $0.125 per common share for total proceeds of $100,000. These common shares will be held in escrow and will be released pro-rata to the shareholders as to 10% of the escrow shares upon issuance of notice of final acceptance of a Qualifying Transaction by the TSX-V and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities. If the Company does not receive final acceptance of a Qualifying Transaction and is delisted, the shares may be cancelled and the proceeds returned to the shareholders.

A shareholder and director's overpayment of $2,730 due to foreign exchange was recorded as due to related party as of October 31, 2011.

Stock options

The Company adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with TSX-V requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Vesting terms will be determined at the time of grant by the Board of Directors.

Any common shares acquired pursuant to the exercise of options prior to the completion of the qualifying transaction must be deposited in escrow and will be subject to escrow until the final exchange bulletin is issued.

There were no stock option transactions from incorporation on July 14, 2011 to October 31, 2011.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at October 31, 2011, the Company's financial instruments are comprised of cash and accounts payable and due to related party. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at October 31, 2011, the Company had a cash balance of $69,740 to settle current liabilities of $3,290. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a. Interest rate risk

   The Company has cash balances and no interest-bearing debt. As of October 31, 2011, the Company has no interest-bearing financial assets or liabilities.

b. Foreign currency risk

   The Company has a bank account and accounts payable denominated in a foreign currency. As a result, the Company is subject to foreign exchange risk from fluctuations in foreign exchange rates. The Company has not entered into any derivative or other financial instruments to mitigate this foreign exchange risk.

c. Price risk

   The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

6. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at October 31, 2011, the Company's shareholders' equity was $98,250 and it had $3,290 in current liabilities. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The capital for expansion was mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

7. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

Loss before income taxes	$	(1,750)
Expected income tax recovery		(460)
Unrecognized benefits of non-capital losses		460
Total income tax recovery	$	-

7. INCOME TAXES (continued)

The significant components of the Company's deferred income tax assets are as follows:

Deferred income tax assets		
Non-capital loss carry forwards	$	400
Deferred financing costs		8,000
Valuation allowance		(8,400)
Net deferred income tax assets	$	-

The Company has available for deduction against future taxable income non-capital losses of approximately $1,750. These losses, if not utilized, will expire in 2031. Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

8. SUBSEQUENT EVENTS

The Company intends to file a prospectus with the securities regulatory authorities in British Columbia and with the TSX-V, offering a minimum of 1,600,000 and a maximum of 2,000,000 common shares at $0.25 per share as an initial public offering ("IPO"). Pursuant to an engagement letter between the Company and PI Financial Corp. (the "Agent"), the Agent will receive a cash commission equal to 10.0% of the gross proceeds, be paid a corporate finance fee of $10,000 plus taxes, and be reimbursed for its reasonable expenses and legal fees plus disbursements and taxes, estimated at $10,000, and be issued Agent's warrants to acquire up to 200,000 common shares at $0.25 per share exercisable for a period of 24 months from the date the common shares of the Company are listed on the TSX-V. The transaction is subject to regulatory approval.

As of October 31, 2011, the Company has paid a $5,600 filing fee to the TSX-V and a $10,000 retainer and the $10,000 corporate finance fee plus $1,200 HST to the Agent, and $5,000 retainer for professional fees, which were recorded as deferred financing costs. Those costs will be reclassified to share issuance costs at the completion of the IPO or charged to operations if the IPO is not completed.

CERTIFICATE OF THE CORPORATION

Date: January 12, 2012

The foregoing 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 each of the Provinces of British Columbia and Alberta and the regulations thereunder.

"Manuel Chan"
Manuel Chan
President, CEO, CFO, Secretary and Director

ON BEHALF OF THE BOARD

"Michael Chen	*"Rahim Othman"*
Michael Chen	Rahim Othman
Director	Director

CERTIFICATE OF THE AGENT

Dated: January 12, 2012

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

PI FINANCIAL CORP.

Per:

"Bert Quattrociocchi"
Bert Quattrociocchi
Executive Vice President