A COPY OF THIS PRELIMINARY PROSPECTUS HAS BEEN FILED WITH THE SECURITIES REGULATORY AUTHORITIES 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 REGULATORY AUTHORITIES.

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND, IN SUCH JURISDICTIONS, ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES. NO SECURITIES REGULATORY AUTHORITY HAS EXPRESSED AN OPINION ABOUT THESE SECURITIES AND IT IS AN OFFENCE TO CLAIM OTHERWISE.

PRELIMINARY PROSPECTUS

Initial Public Offering **November 23, 2012**

ALPHA PEAK LEISURE INC.

(a capital pool company)

OFFERING: $400,000 (4,000,000 COMMON SHARES)

Price: $0.10 per Common Share

Alpha Peak Leisure Inc. (the "**Company**") hereby qualifies for distribution, through its agent, Canaccord Genuity Corp. (the "**Agent**"), 4,000,000 common shares in the share capital of the Company (the "**Common Shares**") for aggregate gross proceeds of $400,000 (the "**Offering**"). The purpose of this Offering is to provide the Company with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 - Capital Pool Companies (the "**CPC Policy**"). The Company 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, as hereafter defined, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Company" and "Use of Proceeds".

	Common Shares	Price to Public	Agent's Commission(1)	Proceeds to the Company(2)
Per Common Share	1	$0.10	$0.01	$0.09
Total Offering	4,000,000	$400,000	$40,000	$360,000

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent upon Closing, as hereafter defined. A non-refundable administration fee of $10,000 will be paid to the Agent upon Closing. In addition, the Agent will be reimbursed by the Company for its reasonable legal fees, plus taxes and disbursements, and the Agent's other reasonable expenses estimated at $15,000. The Company has paid $15,000 plus HST as a retainer towards reasonable expenses. The Agent will also be granted the Agent's Options, as hereafter defined. The Agent's Options are exercisable at the price of $0.10 per share for a period of 24 months from the day the Common Shares are listed on the Exchange. The Agent's Options are qualified for distribution under this Prospectus. See "Plan of Distribution - Agency Agreement and Agent's Compensation".

(2) Before deducting the costs of this issue, estimated at $120,000 which includes legal and audit fees and other expenses of the Company, the administration fee, the Agent's legal fees and expenses, the listing fee payable to the Exchange and filing fees payable to the Commissions. See "Use of Proceeds".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to the completion of a minimum subscription of 4,000,000 Common Shares for total gross proceeds to the Company of $400,000. The offering price of the Common Shares was determined by negotiation between the Company and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement between the Company and the Agent (the "**Agency Agreement**"). If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent and persons or companies who subscribed within that period and as approved by the regulatory authorities, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and any sub-agents as directed by the Agent, will be granted non-transferable options (the "**Agent's Options**") to purchase up to 400,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Company are listed on the Exchange. The Agent's Options are qualified for distribution under this prospectus. See "Plan of Distribution - Agency Agreement and Agent's Compensation".

This prospectus also qualifies certain options for distribution, to be granted to directors and officers of the Company (the "**Directors' and Officers' Options**") at the closing (the "**Closing**") of the Offering. The Directors' and Officers' Options entitle the holders to purchase an aggregate of 1,020,000 Common Shares at a price of $0.10 per Common Share and such options may be exercised for a period of 10 years from the date on which the Common Shares are listed on the Exchange. See "Options to Purchase Securities".

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

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

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Options and the grant of the Directors' and Officers' Options, trading in all securities of the Company is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 11-202 and the time the Common Shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority(ies) grants a discretionary order.

Risk Factors

The Company has not commenced commercial operations and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. Until Completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions.

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

There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares.

The Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Company and this may result in further dilution to investors.

The Exchange will generally suspend trading in the Common Shares or delist the Company in the event that the Exchange has not issued a Final Exchange Bulletin (as hereafter defined) within 24 months from the date of listing. Neither the Exchange, nor any securities regulatory authority, passes upon the merits of the proposed Qualifying Transaction.

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

The Agent conditionally offers these Common Shares on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Company, 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 TRL Law Corporation, Barristers & Solicitors, on behalf of the Company, and by Miller Thomson LLP, Barristers & Solicitors, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 80,000 Common Shares ($8,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 160,000 Common Shares ($16,000). Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the Closing, unless the Agent elects for delivery in electronic book form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

Canaccord Genuity Corp.
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Vancouver, BC V7Y 1H2
(604) 643-7300
Toll free: 1-800-663-1899

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GLOSSARY

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

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

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

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

A company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person, or

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

"**Agency Agreement**" means the agency agreement dated <*>, 2012 between the Company and the Agent.

"**Agent**" means Canaccord Genuity Corp. at its office in the City of Vancouver, in the Province of British Columbia.

"**Agent's Options**" mean the non-transferable options to be granted by the Company to the Agent and any sub-agents as directed by the Agent, entitling the holders to purchase up to an aggregate of 400,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Company are listed 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 Issuer to provide financing, sponsorship and other advisory services.

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person or company;

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

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

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

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

but

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

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

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

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

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

"**Company**" means Alpha Peak Leisure Inc., a company incorporated under the *Business Corporations Act* (British Columbia), having its head office in the City of Richmond, in the Province of British Columbia.

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

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

"**CPC**" means a company:

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

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

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

"**Directors' and Officers' Options**" mean options to be granted at the Closing of the Offering to directors and officers of the Company which options entitle the holders to purchase up to an aggregate of 1,020,000 Common Shares at a price of $0.10 per Common Share and which options may be exercised for a period of 10 years from the date on which the Common Shares are listed on the Exchange.

"**Escrow Agreement**" means the escrow agreement dated as of February 1, 2012 among the Company, the Trustee and the founding shareholders of the Company.

"**Exchange**" 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 an Issuer, means:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"**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 or company who acted as a Promoter of the Issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or Final Exchange Bulletin;

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

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

(d) a "10% holder" – a Person or company that:

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

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

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

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

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

"**Pro Group**" means:

(a) Subject to subparagraphs (b), (c) and (d), "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, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

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

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

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

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

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

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

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

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

"**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.

The Company:	Alpha Peak Leisure Inc.
Business of the Company:	The Company is a CPC. The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than a minimum amount of cash. The Company has commenced the process of identifying potential acquisitions. To date, the Company has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Company has not entered into an Agreement in Principle. See "Business of the Company - Proposed Operations until Completion of a Qualifying Transaction".
Offering:	A total of 4,000,000 Common Shares are being offered and qualified under this prospectus at a price of $0.10 per Common Share. In addition, the Company will grant to the Agent and any sub-agents as directed by the Agent, non-transferable options to purchase up to an aggregate of 400,000 Common Shares at a price of $0.10 per Common Share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange. The Agent's Options are qualified for distribution under this prospectus. This prospectus also qualifies for distribution the Directors' and Officers' Options to be granted at the Closing which entitle the holders to purchase up to an aggregate of 1,020,000 Common Shares at a price of $0.10 per Common Share and which options may be exercised for a period of 10 years from the date on which the Common Shares are listed on the Exchange. See "Plan of Distribution" and "Options to Purchase Securities".
Use of Proceeds:	The total net proceeds to the Company, accounting for total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses, will be approximately $660,000. The Company estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of approximately $30,000 which will reduce the total net funds available for pursuing a Qualifying Transaction to approximately $630,000. The net proceeds of this Offering available will be used to provide the Company with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Company may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds".

<table>
<tr><td>Directors and Management:</td><td>
<table>
<tr><td>Dennis Chi-Wai Tam</td><td>-</td><td>Chief Executive Officer, Chairman and Director</td></tr>
<tr><td>Samuel Yuen-Wai Tsang</td><td>-</td><td>President, Vice Chairman and Director</td></tr>
<tr><td>(Thurman) Tat Hong So</td><td>-</td><td>Chief Financial Officer, Corporate Secretary and Director</td></tr>
<tr><td>Kan Hee Anthony Tyen</td><td>-</td><td>Director</td></tr>
<tr><td>(Keith) Chi Hang Lee</td><td>-</td><td>Director</td></tr>
</table>
Dennis Chi-Wai Tam, Samuel Yuen-Wai Tsang and (Thurman) Tat Hong So are the Promoters of the Company. See “Directors, Officers and Promoter” and “Promoter”.</td></tr>
<tr><td>Escrow Securities:</td><td>All of the currently issued and outstanding Common Shares of the Company, being 4,000,000 Common Shares issued at $0.05 per share and 2,200,000 Common Shares issued at $0.10 per share, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See “Escrowed Securities”.</td></tr>
<tr><td>Risk Factors:</td><td>There is currently no market for the Common Shares.

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Company’s business and its present stage of development. The Company was only recently incorporated and has no active business or assets other than cash. The Company does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Company and can afford to risk the loss of their entire investment. The directors and officers of the Company will only devote part of their time and attention to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds from this and prior issuances before deduction of selling and related expenses) per Common Share of $0.020 or 20%. An acquisition financed by the issuance of treasury shares could result in a change in the control of the Company and may cause the shareholders’ interest in the Company to be further diluted. There can be no assurance that an active and liquid market for the Company’s Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect</td></tr>
</table>

	service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such Persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "Business of the Company", "Directors, Officers and Promoter - Conflicts of Interest ", "Capitalization", "Dilution" and "Risk Factors".

THE COMPANY

The Company was incorporated on June 24, 2011 by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name “Sino Leisure Group Inc.” On December 8, 2011, the Company changed its name to “Alpha Peak Leisure Inc.” The Company is authorized to issue an unlimited number of Common Shares.

The registered and records office of the Company is located at Suite 1500-701 West Georgia Street, Vancouver, British Columbia, V7Y 1C6. The head office of the Company is located at 160 - 6751 Graybar Road, Richmond, British Columbia V6W 1H3.

BUSINESS OF THE COMPANY

Preliminary Expenses

As at September 30, 2012, the Company had incurred expenses and legal fees in the amount of $4,317 and deferred financing costs of $77,247. Since September 30, 2012, the Company has incurred expenses of $10,000 relating to its audit and legal fees. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Company related to the Offering, including the Agent’s commission, administration fee, legal fees and expenses, its audit and legal fees, the fees of the Exchange, and the fees of the securities regulatory authorities. See “Use of Proceeds”.

Proposed Operations until Completion of a Qualifying Transaction

The Company proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm’s Length Qualifying Transaction, the transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Company has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Company currently intends to primarily pursue a Qualifying Transaction in the service or industrial sectors but there is no assurance that these will, in fact, be the business sectors of a proposed Qualifying Transaction or of the Company following the Completion of the Qualifying Transaction.

Until Completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of 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 “Use of Proceeds - Private Placements for Cash” and “Use of Proceeds - Restrictions on Use of Proceeds”, the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

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

Method of Financing

The Company 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 or securities convertible into or exercisable for treasury shares could result in a change in the control of the Company and may cause the shareholders’ interest in the Company to be further diluted.**

Criteria for a Qualifying Transaction

The Company 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 Company 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 Company 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 Company and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Filings and Shareholder Approval of the Qualifying Transaction

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

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

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

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

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

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

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

If the Company has not completed a Qualifying Transaction within the time frame prescribed by the CPC Policy, it may apply for listing on NEX (the market on which former Exchange and Toronto Stock Exchange Issuers that do not meet the Initial Listing Requirements for Tier 2 issuers may continue to trade) rather than be delisted. In order to be eligible to list on NEX the Company must:

(a) obtain majority shareholder approval for the transfer to NEX exclusive of the votes of Non Arm's Length Parties of the Company; and

(b) either:

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

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

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

See "Business of the Company – Filings and Shareholder Approval of the Qualifying Transaction."

Refusal of Qualifying Transaction

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

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

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

(i) a Member firm of the Exchange;

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

(iii) Associates of any such Person,

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Company from the sale of the Common Shares offered by this prospectus will be $400,000. The gross proceeds received by the Company from the sale of Common Shares prior to the date of this prospectus was $420,000. From the aggregate gross proceeds of $820,000 will be deducted the expenses and costs of this issue, including legal, accounting, audit, printing, regulatory fees and the Agent's commission, administration fee, legal fees and expenses, estimated in the aggregate, to be approximately $160,000. The Company estimates that $660,000 will be available to the Company from the sale of Common Shares distributed by this prospectus and prior sales of Common Shares.

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

Item	Total Offering
Gross cash proceeds raised prior to this Offering (Seed Shares)(1)	$420,000
Expenses and costs relating to raising Seed Share proceeds	nil
Gross cash proceeds to be raised pursuant to this Offering	$400,000
Estimated expenses and costs relating to the Offering(2)(3)(4)	($160,000)(8)
Estimated funds available on completion of the Offering(5)	**$660,000**
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$30,000(9)
Funds available for identifying and evaluating assets or business prospects(5)(6)(7)	$630,000
Total Net Proceeds	**$660,000**

Notes:

(1) See "Prior Sales".

(2) See the Company's balance sheet as at September 30, 2012.

(3) Includes the Agent's commission, administration fee, legal fees and expenses, the Company's legal fees, audit fees and other expenses, and the listing and filing fees.

(4) Pursuant to the Agency Agreement, the Agent will be paid a cash commission of 10% of the proceeds raised in the Offering, being $40,000 and the Agent will be reimbursed by the Company for its reasonable legal fees and expenses estimated at $15,000. A non-refundable administration fee of $10,000 will be paid to the Agent upon Closing.

(5) In the event the Agent exercises the Agent's Options and the Directors' and Officers' Options are exercised, there will be available to the Company a maximum of an additional $142,000 which will be added to the working capital of the Company. There is no assurance that any of these options will be exercised.

(6) In the event that the Company enters into an Agreement in Principle prior to spending the entire $630,000 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.

(7) $630,000 is the amount remaining for identifying and evaluating assets or business prospects after the Agent's fees, the Agent's commission and the Company's costs (estimated in total at $160,000) relating to the Offering are deducted from the aggregate gross proceeds of $820,000.

(8) A breakdown of estimated expenses and costs relating to the Offering as follows: legal fees $43,000, audit fees $11,500, listing and filing fees $53,000, Agent's administration fee $10,000, Agent's commission $40,000 and prospectus printing costs $2,500.

(9) A breakdown of estimated general and administrative expenses until Completion of a Qualifying Transaction is as follows: legal fees $7,000, audit fees $11,000 and filing fee $12,000

Until required for the Company'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 Company 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 "Use of Proceeds - Restrictions on Use of Proceeds", "Use of Proceeds - Private Placements for Cash" and "Use of Proceeds - Prohibited Payments to Non –Arm's Length Parties", the gross proceeds realized from the sale of all securities issued by the Company will be used by the Company only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

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

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

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

Restrictions on Use of Proceeds

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

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

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

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

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

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

  (iii) equipment leases; and

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

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

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Company has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 4,000,000 Common Shares as provided in this prospectus, at a price of $0.10 per Common Share for aggregate gross proceeds of $400,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive in aggregate a cash commission of 10% of the aggregate gross proceeds from the sale of the Common Shares or $40,000 payable on Closing. In addition, the Company will pay the Agent's legal fees, estimated at $15,000 plus disbursements and taxes and any other reasonable expenses of the Agent. A non-refundable administration fee of $10,000 will be paid to the Agent upon Closing.

The Company has also agreed to grant to the Agent, and any sub-agents as directed by the Agent, non-transferable Agent's Options which entitle the holder to purchase up to an aggregate of 400,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares of the Company are listed on the Exchange. The Agent's Options are qualified under this prospectus for distribution. Not more than 50% of the aggregate number of Common

Shares which can be acquired on the exercise of the entire Agent's Options 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 Company and may make co-brokerage arrangements with other investment dealers at no additional cost to the Company. The obligations of the Agent under the Agency Agreement may be terminated at 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.

Pursuant to the terms of the Agency Agreement, the Company has granted a right of first refusal to the Agent. Pursuant to the right of first refusal, the Company has agreed to notify the Agent of any further brokered equity financing (or securities convertible into equity) for a period which is the earlier of: (i) the day which is 24 months from the day the Common Shares are listed on the Exchange; and (ii) the date of Closing of the Qualifying Transaction and the Agent will have the right of first refusal to provide any such financing. Additionally, the Agent also has a right of first refusal to provide sponsorship services and act as a Sponsor, if required, in connection with the Qualifying Transaction.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for 4,000,000 Common Shares at a price of $0.10 per share for total gross proceeds of $400,000. Under the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 80,000 Common Shares ($8,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares in the Offering, or 160,000 Common Shares ($16,000). The funds received from the Offering will be deposited with the Agent, and will not be released until proceeds of $400,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by the Agent and Persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Company also proposes to grant the Directors' and Officers' Options at the Closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. The Directors' and Officers' Options entitle the holders to purchase up to an aggregate of 1,020,000 Common Shares at a price of $0.10 per Common Share and such options may be exercised for a period of 10 years from the date on which the Common Shares are listed on the Exchange. See "Options to Purchase Securities".

Determination of Price

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

Listing Application

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

As at the date of this prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the

United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

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 Company exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 "Filing Requirements and Continuous Disclosure".

The Agent has advised the Company that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for any Common Shares of the Company. The aggregate number of Common Shares permitted to be owned directly or indirectly by the Agent, or any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing, is 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, the grant of the Agent's Options and the grant of the Directors' and Officers' Options, no securities of the Company will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 11-202 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

The Company is authorized to issue an unlimited number of Common Shares without par value.

Common Shares

As of the date hereof, 6,200,000 Common Shares are issued and outstanding as fully paid and non-assessable, 4,000,000 Common Shares are reserved for issuance under this prospectus, 400,000 are reserved for issuance pursuant to the Agent's Options and 1,020,000 are reserved for issuance pursuant to the Directors' and Officers' Options to be granted at the Closing. See "Plan of Distribution".

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, entitled to one vote per share at meetings of the shareholders of the Company and, upon dissolution, entitled to share equally in such assets of the Company 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 September 30, 2012(1)	Amount Outstanding as of the Date Hereof(1)	Amount Outstanding After Giving Effect to the Offering(2)(3)
Common Shares	unlimited	$420,000 (6,200,000 Common Shares)	$420,000 (6,200,000 Common Shares)	$820,000 (10,200,000 Common Shares)

Notes:

(1) As at September 30, 2012 and as of the date hereof, the Company had not commenced operations.

(2) The Company has reserved a maximum of 400,000 Common Shares at $0.10 per share pursuant to the Agent's Options. The Company has also reserved a maximum of 1,020,000 Common Shares at $0.10 per share pursuant to the Directors' and Officers' Options to be granted at the Closing. See "Plan of Distribution" and "Options to Purchase Securities".

(3) Based on the gross proceeds of the Offering of $400,000 and before deducting the Agent's commission, administration fee and expenses and the other costs of this Offering, estimated at $120,000.

OPTIONS TO PURCHASE SECURITIES

The options to purchase 1,020,000 Common Shares to be granted at Closing of this Offering to directors and officers (the "**Directors' and Officers' Options**") are qualified for distribution pursuant to this prospectus.

The Company has adopted a stock option plan, pursuant to which the board of directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, 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 and be exercisable for a period of up to 10 years from the date of grant. Until the completion of the Qualifying Transaction, the number of Common Shares reserved for issuance pursuant to the Company's stock option plan will not exceed 1,020,000 Common Shares. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options granted to any optionee that does not continue as a director, officer, technical consultant or employee of the Resulting Issuer may be exercised until the later of 12 months after Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

The Directors' and Officers' Options will be granted at the Closing of the Offering, are qualified for distribution pursuant to this prospectus and are expected to be allocated on the following basis:

Optionee	Number of Common Common Shares Reserved Under Option under the Offering	Exercise Price	Expiry Date
Dennis Chi-Wai Tam Chief Executive Officer, Chairman & Director	320,000	$0.10	Ten Years from the date on which the Common Shares are listed on the Exchange
Samuel Yuen-Wai Tsang President, Vice Chairman & Director	320,000	$0.10	Ten Years from the date on which the Common Shares are listed on the Exchange

Optionee	Number of Common Common Shares Reserved Under Option under the Offering	Exercise Price	Expiry Date
(Thurman) Tat Hong So CFO, Corporate Secretary & Director	320,000	$0.10	Ten Years from the date on which the Common Shares are listed on the Exchange
Kan Hee Anthony Tyen Director	35,000	$0.10	Ten Years from the date on which the Common Shares are listed on the Exchange
(Keith) Chi Hang Lee Director	25,000	$0.10	Ten Years from the date on which the Common Shares are listed on the Exchange
Total	**1,020,000**		

There are no assurances that the options described above will be exercised in whole or in part.

PRIOR SALES

Since the date of incorporation of the Company, 6,200,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
June 24, 2011	2(1)	$0.05	$0.10	Cash
July 19, 2011	3,999,998(2)	$0.05	$199,999.90	Cash
September 1, 2011	2,000,000(2)	$0.10	$200,000.00	Cash
August 23, 2012	200,000(2)	$0.10	$20,000.00	Cash

Notes:
(1) This initial incorporator's Common Shares will be held in escrow. See "Escrowed Securities".
(2) These Common Shares will be held in escrow. See "Escrowed Securities".

ESCROWED SECURITIES

Escrowed Securities Prior to the Completion of the Qualifying Transaction

All of the 6,200,000 Common Shares issued prior to this Offering (4,000,000 of which were issued at a price of $0.05 per Common Share and 2,200,000 of which were issued at a price of $0.10 per Common Share) and all Common Shares that may be acquired from treasury of the Company by Non Arm's Length Parties of the Company either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Computershare Investor Services Inc. (previously defined as the "**Trustee**") under the Escrow Agreement.

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

In addition, all Common Shares of the Company 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 Company held by Principals of the Resulting Issuer will also be escrowed.

Notwithstanding the foregoing, Common Shares acquired by Principals of the Company or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met.

The following table sets out the number of Common Shares which will be held in escrow following entry into the Escrow Agreement, which the Company anticipates will occur prior to filing the final prospectus.

Name and Municipality of Residence of Shareholder	Number of Common Shares	Number of Common Shares held in Escrow	Percentage of Common Shares of the Company Prior to Giving Effect to the Offering	Percentage of Common Shares of the Company After Giving Effect to the Offering(1)
Dennis Chi-Wai Tam Island South, Hong Kong	1,140,000	1,140,000	18.39%	11.18%
Samuel Yuen-Wai Tsang North Point, Hong Kong	1,140,000	1,140,000	18.39%	11.18%
(Thurman) Tat Hong So Richmond, British Columbia	920,000	920,000	14.84%	9.02%
Kan Hee Anthony Tyen Kwai Chung, Hong Kong	300,000	300,000	4.84%	2.94%
(Keith) Chi Hang Lee Tung Chung, Hong Kong	100,000	100,000	1.61%	0.98%
King Dragon Ventures Limited(2) Road Town, British Virgin Islands	2,600,000	2,600,000	41.93%	25.49%
Total	**6,200,000**	**6,200,000**	**100%**	**60.78%**

Notes:

(1) Assuming no Common Shares are purchased by the above named Principals under the Offering and assuming no exercise of the Directors' and Officers' Options or the Agent's Options.

(2) A company controlled by Lawrence Yau Lung Ho.

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

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

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

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

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

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

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

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

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

Escrowed Securities on Qualifying Transaction

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

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

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

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares at the date hereof(1)	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering(2)(3)	Percentage of Common Shares Owned After Giving Effect to the Offering on a fully diluted basis(2)(4)
Dennis Chi-Wai Tam Island South, Hong Kong	Direct	1,140,000	18.39%	11.18%	12.56%
Samuel Yuen-Wai Tsang North Point, Hong Kong	Direct	1,140,000	18.39%	11.18%	12.56%
(Thurman) Tat Hong So Richmond, British Columbia	Direct	920,000	14.84%	9.02%	10.67%
King Dragon Ventures Limited(5) Road Town, British Virgin Islands	Direct	2,600,000	41.93%	25.49%	22.38%

Notes:

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

(2) Assuming no Common Shares are purchased by the above named Principals under the Offering.

(3) Assuming no Common Shares are purchased by the above named Principals under the Offering, and excluding 400,000 Common Shares to be issued pursuant to the exercise of the Agent’s Options and 1,020,000 Common Shares to be issued pursuant to the exercise of the Directors’ and Officers’ Options. See “Plan of Distribution” and “Options to Purchase Securities”.

(4) On a fully diluted basis, assuming the exercise of the Agent's Options and the Directors' and Officers' Options.
(5) A company controlled by Lawrence Yau Lung Ho.

DIRECTORS, OFFICERS AND PROMOTERS

The following table sets out the names and municipalities of residence of the directors, officers and Promoter of the Company, their positions and offices with the Company, their principal occupations during the last five years and the number and percentage of common shares of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised:

Name and Municipality of Residence	Position Held within the Company	Principal Occupation(s)	Number of Common Shares held as of the date hereof	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering[1]
Dennis Chi-Wai Tam[3] Island South Hong Kong	CEO& Chairman, since March 12, 2012 Director & Promoter since June 24, 2011	Group Finance Director of Melco International Development Limited since September 2006	1,140,000	18.39%	11.18%
Samuel Yuen-Wai Tsang[4] North Point Hong Kong	President & Vice Chairman since March 12, 2012 Director & Promoter since June 24, 2011	Group Legal Counsel and Company Secretary of Melco International Development Limited since November 2001; a director of Mountain China Resorts (Holding) Limited from May 2008 to April 2010; and a director of Entertainment Gaming Asia Inc. since September 2008	1,140,000	18.39%	11.18%
(Thurman) Tat Hong So[2] Richmond British Columbia	CFO, Corporate Secretary, Director & Promoter since June 24, 2011	A director of United States & International Tax division of the Jim Pattison Group since August 2000	920,000	14.84%	9.02%

Name and Municipality of Residence	Position Held within the Company	Principal Occupation(s)	Number of Common Shares held as of the date hereof	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering(1)
Kan Hee Anthony Tyen(2) Brewin Path Hong Kong	Director since August 23, 2012	A principal of Anthony Tyen & Co., CPAs since July 1985, a director of ASR Holdings Limited since October 2011, a director of Summit Ascent Holdings Limited since March 2011, a director of Melco International Development Limited since June 2010, a director of Entertainment Gaming Asia Inc. since September 2008, a director of Cinderella Media Group Limited from September 2004 to February 2010 and a director of Value Convergence Holdings Limited from September 2004 to January 2010	300,000	4.84%	2.94%
(Keith) Chi Hang Lee(2) Director Tung Chung Hong Kong	Director since June 24, 2011	A director of UBS AG since May of 2006	100,000	1.61%	0.98%

Note:

(1) Assuming no Common Shares are purchased by these persons under the Offering and assuming no exercise of the Directors' and Officers' Options or the Agent's Options.
(2) Denotes members of the audit committee of the Company.
(3) Served as co-Chief Executive Officer and co-Chairman from July 19, 2011 to March 12, 2012 and served as Chief Executive Officer from June 24, 2011 to July 19, 2011.
(4) Served as co-Chief Executive Officer and co-Chairman from July 19, 2011 to March 12, 2012.

Dennis Chi-Wai Tam – Island South, Hong Kong –Chief Executive Officer, Chairman, Director and Promoter

Dennis Chi-Wai Tam, of Island South, Hong Kong, age 42, has served as a Chief Executive Officer Chairman since March 12, 2012 and director and promoter of the Company since June 24, 2011. Previously, Mr. Tam served as co-Chief Executive Officer and co-Chairman of the Company from July 19, 2011 to March 12, 2012 and as Chief Executive Officer of the Company from June 24, 2011 to July 19, 2011. Mr. Tam has served as Group Finance Director of Melco International Development Limited since September 2006.

Mr. Tam obtained a Diploma in Operations Management from the British Columbia Institute of Technology in 1991, a Master of Practising Accounting from Monash University in 2000, a Doctor of Philosophy from Washington Intercontinental University in 2004, a Finance Program for Senior Executive degree from Harvard Business School in 2004 and a Graduate Diploma in English and Hong Kong Law from the Manchester Metropolitan University in 2006. Further, Mr. Tam obtained a Certified

Management Accountant designation from the Institute of CMA in 1998 and a Certified Public Accountant designation from the Institute of CPA Australia in 2000.

Mr. Tam will devote the time necessary to perform the work required in connection with the management of the Company and completion of the Qualifying Transaction.

Samuel Yuen-Wai Tsang – North Point, Hong Kong – President, Vice Chairman, Director and Promoter

Samuel Yuen-Wai Tsang, of North Point, Hong Kong, age 58, has served as a President and Vice Chairman since March 12, 2012 and director and promoter of the Company since June 24, 2011. Previously, Mr. Tsang served as co-Chief Executive Officer and co-Chairman of the Company from July 19, 2011 to March 12, 2012. Mr. Tsang has served as Group Legal Counsel and Company Secretary of Melco International Development Limited since November 2001. Additionally, Mr. Tsang served as a director of Mountain China Resorts (Holding) Limited (previously known as Melco China Resorts (Holding) Limited), a company listed on the Exchange, from May 2008 to April 2010 and has served as director of Entertainment Gaming Asia Inc. (previously known as Elixir Gaming Technologies, Inc.), New York Stock Exchange – Amex Board listed company, since September 2008.

Mr. Tsang obtained a Bachelor of Arts from Leeds University in 1977, a Master of Law from the University of Hong Kong in 1991, a Master of Business Administration from Australian Graduate School of Management, University of New South Wales in 1998 and a Certificate of Completion of Master of Law Program from Renmin University of China in 2006. Further, Mr. Tsang is a lawyer admitted to the Supreme Court of Hong Kong since 1981.

Mr. Tsang will devote the time necessary to perform the work required in connection with the management of the Company and completion of the Qualifying Transaction.

(Thurman) Tat Hong So – Richmond, British Columbia – Chief Financial Officer, Corporate Secretary, Director and Promoter

(Thurman) Tat Hong So, of Richmond, British Columbia, age 49, has served as a Chief Financial Officer, Corporate Secretary, director and promoter of the Company since June 24, 2011. Additionally, Mr. So served as a director of United States & International Tax of the Jim Pattison Group since August 2000.

Mr. So obtained a Associate in Arts Degree from the University of East Asia in 1987 and a Bachelor of Business Administration (Honours) from the University of Wisconsin in 1989. Further Mr. So obtained a Certified Public Accountant designation from the South Dakota Board of Accountancy in 1989, a Certified General Accountant designation from the CGA's Association of Canada in 1995.

Mr. So will devote the time necessary to perform the work required in connection with the management of the Company and completion of the Qualifying Transaction.

Kan Hee Anthony Tyen –Brewin Path, Hong Kong – Director

Kan Hee Anthony Tyen, of Hong Kong, age 56, has served as a director of the Company since August 23, 2012. Additionally, Mr. Tyen has served as a principal of Anthony Tyen & Co., CPAs since 1985 and has served as a director of ASR Holdings Limited, a company listed on the Hong Kong Stock Exchange ("**SEHK**"), since October 2011, as a director of Summit Ascent Holdings Limited listed on SEHK since March 2011, as a director of Melco International Development Limited listed on SEHK since June 2010, as a director of Entertainment Gaming Asia Inc. listed on New York Stock Exchange – Amex Board since September 2008, as a director of Cinderella Media Group Limited listed on SEHK from September 2004 to February 2010 and as a director of Value Convergence Holdings Limited listed on SEHK from September 2004 to January 2010.

Mr. Tyen obtained Master of Business Administration and Doctor of Philosophy degrees from the Chinese University of Hong Kong in 1986 and 1998, respectively. Further, Mr. Tyen has been a fellow member of the Association of Chartered Certified Accountants (the United Kingdom) since 1985, an associate member of CPA Hong Kong since 1981, a fellow of the Institute of Chartered Secretaries and Administrators (the United Kingdom) since 2002 and an associate member of the Taxation Institute of Hong Kong since 1985.

Mr. Tyen will devote the time necessary to perform the work required in connection with the management of the Company and completion of the Qualifying Transaction.

(Keith) Chi Hang Lee – Tung Chung, Hong Kong – Director

(Keith) Chi Hang Lee, of Tung Chung, Hong Kong, age 42, has served as a director of the Company since June 24, 2011. Mr. Lee has served as a director of UBS AG since May 2006; UBS AG is an international leading financial institution with over 65,000 employees, providing financial services such as wealth management, investment banking and asset management services to private, corporate and institutional clients in over 50 countries including all major financial centers.

Mr. Lee obtained an Executive MBA from the Chinese University of Hong Kong in 2007. Further, Mr. Lee has been a Certificated Financial Analyst (CFA) since 2001. Mr. Lee's CFA designation was received from the United States.

Mr. Lee will devote the time necessary to perform the work required in connection with the management of the Company and completion of the Qualifying Transaction.

Other Corporate Information

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Company is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Company's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Company's auditor. The audit committee of the Company currently consists of (Thurman) Tat Hong so, Kan Hee Anthony Tyen and (Keith) Chi Hang Lee.

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

Prior to this Offering, the directors, officers and Promoters beneficially own, directly or indirectly, or have control or direction over, an aggregate of 3,600,000 Common Shares (58.06%) in the capital of the Company. See "Principal Shareholders".

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term From – To (mm/yy – mm/yy)
Kan Hee Anthony Tyen	ASR Holdings Limited	SEHK	Director	10-11 to present
	Summit Ascent Holdings Limited	SEHK	Director	03-11 to present

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term From – To (mm/yy – mm/yy)
	Melco International Development Limited	SEHK	Director	06-10 to present
	Entertainment Gaming Asia Inc.	New York Stock Exchange – Amex Board	Director	09-08 to present
	Cinderella Media Group Limited	SEHK	Director	09-04 to 02-10
	Value Convergence Holdings Limited	SEHK	Director	09-04 to 01-10
Samuel Yuen-Wai Tsang	Mountain China Resorts (Holding) Limited – previously known as Melco China Resorts (Holding) Limited	Exchange	Director	05-08 to 04-10
	Entertainment Gaming Asia Inc. – previously known as Elixir Gaming Technologies, Inc.	New York Stock Exchange – Amex Board	Director	09-08 to present

Corporate Cease Trade Orders or Bankruptcies

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

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

There are potential conflicts of interest to which some of the directors, officers, Insiders and Promoters of the Company will be subject in connection with the operations of the Company. Some 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 Company for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where some of the directors, officers, Insiders and Promoters will be in direct competition with the Company. 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 Company to a Non Arm's Length Party to the Company or a Non Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Company or any Resulting Issuer by any means, including:

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

- (i) salaries;
- (ii) consulting fees;
- (iii) management contract fees or directors' fees;
- (iv) finder's fees;
- (v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Company will also be granted the Directors' and Officers' Options. See "Plan of Distribution" and "Options to Purchase Securities".

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of $0.020 per Common Share or 20% on the basis of there being 10,200,000 Common Shares of the Company issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Company, as set forth below:

Item	Total Offering ($)
Gross proceeds of prior share issues	420,000
Gross proceeds of this Offering	400,000
Total gross proceeds after this Offering	820,000
Offering price per share	0.10
Proceeds per share after this Offering	0.080
Dilution per share to subscriber	0.020
Percentage of dilution in relation to offering price	20%

RISK FACTORS

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

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

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

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of $0.020 per Common Share or 20%;

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

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

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

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

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

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

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

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

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

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

(o) in the event that management of the Company resides outside of Canada or the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service 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;

(p) if the Company does not make an election to be a pubic corporation in the manner contemplated in this prospectus, the purchasers may be penalized by the Canadian Revenue Agency with respect to any Common Shares held in the Plans (as defined hereafter under the heading "Eligibility for Investments");

(q) as the following directors of the Company, Messrs. Kan Hee Anthony Tyen and (Keith) Chi Hang Lee reside outside of Canada, although each of Kan Hee Anthony Tyen and (Keith) Chi Hang Lee has appointed TRL Law Corporation at Suite 1500-701 West Georgia Street, Vancouver, BC, Canada V7Y 1C6 as their agent for service of process in the Province of British Columbia, it may not be possible for investors to enforce judgements obtained in Canada against Messrs. Kan Hee Anthony Tyen and/or (Keith) Chi Hang Lee;

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

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

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Company is not a "related issuer" or "connected issuer" of the Agent for the purposes of National Instrument 33-105 – Underwriting Conflicts.

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by TRL Law Corporation, Barristers & Solicitors, on behalf of the Company, and by Miller Thomson LLP, Barristers & Solicitors, on behalf of the Agent.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is MNP LLP, Chartered Accountants at its office at 23rd Floor, 1055 Dunsmuir Street, Vancouver, British Columbia V7X 1J1.

Computershare Investor Services Inc., at its Vancouver office located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9 is the transfer agent and registrar for the Company's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares. In addition, each of the directors and officers of the Company will be granted options to purchase Common Shares at the Closing of the Offering. Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Company, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Company. See "Options to Purchase Securities", "Escrowed Securities" and "Principal Shareholders".

MATERIAL CONTRACTS

The Company 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 agreements which have been entered into or are expected to be entered into prior to the execution of the final prospectus relating to the Offering:

1. Agency Agreement dated as of <*>, 2012 between the Company and the Agent. See "Plan of Distribution".

2. Escrow Agreement dated as of February 1, 2012 among the Company, the Trustee and those shareholders that executed such agreement. See "Escrowed Securities".

3. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated February 1, 2012 between the Company and the Trustee.

4. Stock option plan of the Company. See "Options to Purchase Securities".

Copies of these agreements will be available for inspection at the registered office of the Company located at the offices of TRL Law Corporation, Barristers & Solicitors, on behalf of the Company, located at Suite 1500-701 West Georgia Street, Vancouver, British Columbia, V7Y 1C6, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

PROMOTERS

Dennis Chi-Wai Tam, Samuel Yuen-Wai Tsang and (Thurman) Tat Hong So are considered to be the Promoters of the Company in that they initiated the organizing of the Company. The following promoters of the Company, Messrs. Dennis Chi-Wai Tam and Samuel Yuen-Wai Tsang reside outside of Canada. Although Messrs. Dennis Chi-Wai Tam and Samuel Yuen-Wai Tsang have appointed TRL Law Corporation at Suite 1500-701 West Georgia Street, Vancouver, BC, Canada V7Y 1C6 as their agent for service of process in the Province of British Columbia, it may not be possible for investors to collect from Messrs. Dennis Chi-Wai Tam and Samuel Yuen-Wai Tsang judgements obtained in courts in Canada predicated on the civil liability provisions of securities legislation. See also "Prior Sales", "Principal Shareholders" and "Directors, Officers and Promoters".

PURCHASERS' STATUTORY RIGHTS

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

ELIGIBILITY FOR INVESTMENT

In the opinion of TRL Law Corporation, based on the current provisions of the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder, and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided that the Common Shares are listed on a "designated stock exchange", as defined in the Tax Act (which currently includes the Exchange), or the Company is a "public corporation" as defined in the Tax Act, the Common Shares would, if issued on the date hereof, be a "qualified investment" under the Tax Act for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts ("**TFSAs**") (collectively, the "**Plans**").

The Common Shares are not currently listed on a "designated stock exchange". Concurrent with the filing of this prospectus, the Company is applying to list the Common Shares on the Exchange as of the day before Closing, followed by an immediate halt in order to allow the Company to satisfy the conditions of the Exchange. The Company will rely upon the Exchange to proceed in this manner to render the Common Shares issued on the Closing to be listed on a designated stock exchange within the meaning of the Tax Act for the Plans at the time of issuance (the "**Company's Reliance**"). If the Company's Reliance is incorrect, the Common Shares will not be a "qualified investment" for the Plans.

The Company has covenanted in the Agency Agreement that it will file an election in its tax return for its first taxation year by its filing due date, to be deemed to have been a public corporation from the beginning of that year. Provided the public corporation election is validly made, the Common Shares will be a "qualified investment" for the Plans on the Closing Date, even if the Company's Reliance is incorrect.

Notwithstanding that the Common Shares may be a "qualified investment" for a trust governed by a TFSA, RRSP or RRIF, (the "**Registered Plans**") the holder of a TFSA or an annuitant of a RRSP or RRIF will be subject to a penalty tax with respect to the Common Shares held in a Registered Plan if such securities are a "prohibited investment" within the meaning of the Tax Act. The Common Shares will generally not be a "prohibited investment" for a Registered Plan provided that (i) the holder or annuitant of such Registered Plan does not have a "significant interest" within the meaning of the Tax Act in the Company, and (ii) the Company deals at arm's length, for the purposes of the Tax Act, with such holder or annuitant and any corporation, partnership or trust in which the holder has a significant interest. **Prospective holders that intend to hold Common Shares in a Registered Plan are urged to consult their own tax advisors to ensure that the Common Shares would not constitute a "prohibited investment" in their particular circumstances.**

AUDITORS CONSENT

We have read the Prospectus of Alpha Peak Leisure Inc. (the "Company") dated November <*>, 2012 related to the Company's proposed offering of 4,000,000 common shares at $0.10 per share for gross proceeds of $400,000. We have complied with International Financial Reporting standards for an auditor's involvement with such documents.

We consent to the use in the above-mentioned Prospectus of our auditors' report to the directors of the Company on the statement of financial position of the Company as at September 30, 2011 and 2012 and the statements of loss and comprehensive loss, of changes in equity and cash flows for the period from incorporation of the Company on June 24, 2012 to September 30, 2011 and for the financial year ended September 30, 2012. Our report is dated <*>, 2012.

Vancouver, British Columbia
<*>, 2012 Chartered Accountants

ALPHA PEAK LEISURE INC.

(Formerly Sino Leisure Group Inc.)

(A Capital Pool Company)

FINANCIAL STATEMENTS

September 30, 2012 and 2011

INDEPENDENT AUDITORS' REPORT

To the Directors of
Alpha Peak Leisure Inc.
(Formerly Sino Leisure Group Inc.)
(A Capital Pool Company)

We have audited the accompanying financial statements of Alpha Peak Leisure Inc. (the "Company"), which comprise the statements of financial position as at September 30, 2012 and 2011 and the statements of operations and comprehensive income (loss), changes in equity and cash flows for the year ended September 30, 2012 and for the period from incorporation on June 24, 2011 to September 30, 2011, and notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company'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 Company'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 statement.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2012 and 2011 and the results of its operations and its cash flows for the year ended September 30, 2012 and for the period from incorporation on June 24, 2011 to September 30, 2011 in accordance with International Financial Reporting Standards.

MNP LLP

Vancouver, Canada

November *, 2012

Chartered Accountants

ALPHA PEAK LEISURE INC.
(Formerly Sino Leisure Group Inc.)
(A Capital Pool Company)
STATEMENTS OF FINANCIAL POSITION
EXPRESSED IN CANADIAN DOLLARS
AS AT SEPTEMBER 30, 2012 and 2011

		2012		2011
ASSETS				
Current				
Cash and cash equivalents	$	337,884	$	368,676
HST receivable		4,601		640
Prepaid expense		176		-
		342,661		369,316
Deferred financing costs (Note 2)		77,247		29,602
Total Assets	$	419,908	$	398,918
SHAREHOLDERS' EQUITY				
	$	420,000	$	400,000
Share capital (Note 3)				
Deficit		(92)		(1,082)
Total Shareholder's Equity	$	419,908	$	398,918

Approved and authorized by the Board on November xx, 2012:

"Thurman Tat Hong So"
Thurman Tat Hong So, Director

"Dennis Chi-Wai Tam"
Dennis Chi-Wai Tam, Director

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

ALPHA PEAK LEISURE INC.
(Formerly Sino Leisure Group Inc.)
(A Capital Pool Company)
STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
EXPRESSED IN CANADIAN DOLLARS

	Year Ended September 30, 2012	Period from June 24, 2011(Inception) to September 30, 2011
OPERATING EXPENSES		
Bank charges	$ 60	$ -
Filing fees	1,103	-
General office expenses	-	129
Legal fees	1,600	1,425
	2,763	1,554
OTHER INCOME		
Interest income	3,753	471
Net income (loss) and comprehensive income (loss) for the period	$ 990	(1,082)
Income (loss) per common share - Basic and Diluted	$ 0.00	(0.00)
Weighted average number of common shares outstanding – Basic and Diluted	6,020,822	3,571,429

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

ALPHA PEAK LEISURE INC.
(Formerly Sino Leisure Group Inc.)
(A Capital Pool Company)
STATEMENTS OF CHANGES IN EQUITY
EXPRESSED IN CANADIAN DOLLARS

	Number of Shares		Share Capital		Deficit		Total
Balance at inception, June 24, 2011	**-**	**$**	**-**	**$**	**-**	**$**	**-**
Shares issued for cash at $0.05 per share	4,000,000		200,000		-		200,000
Shares issued for cash at $0.10 per share	2,000,000		200,000		-		200,000
Net loss and comprehensive loss for the period	-		-		(1,082)		(1,082)
Balance at September 30, 2011	6,000,000	$	400,000	$	(1,082)	$	398,918
Shares issued for cash at $0.10 per share	200,000		20,000		-		20,000
Net income and comprehensive income for the year	-		-		990		990
Balance at September 30, 2012	**6,200,000**	**$**	**420,000**	**$**	**(92)**	**$**	**419,908**

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

ALPHA PEAK LEISURE INC.
(Formerly Sino Leisure Group Inc.)
(A Capital Pool Company)
STATEMENTS OF CASH FLOWS
EXPRESSED IN CANADIAN DOLLARS

	Year Ended September 30, 2012	Period from June 24, 2011(Inception) to September 30, 2011
CASH FLOWS (USED IN) OPERATING ACTIVITIES		
Net income (loss) for the period	$ 990	$ (1,082)
Change in non-cash working capital items:		
HST receivable	(3,961)	(640)
Prepaid expense	(176)	-
Cash flows used in operating activities	(3,147)	(1,722)
CASH FLOWS PROVIDE BY (USED IN) FINANCING ACTIVITIES		
Proceeds from common shares issued	20,000	400,000
Deferred financing costs	(47,645)	(29,602)
Cash flows provided by (used in) financing activities	(27,645)	370,398
Increase (decrease) in cash and cash equivalents	(30,792)	368,676
Cash and cash equivalents, beginning of period	368,676	-
Cash and cash equivalents, end of period	$ 337,884	368,676
Cash paid during the period for interest	$ -	
Cash paid during the period for income taxes	$ -	

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

1. NATURE OF OPERATIONS

The Company was incorporated under the Business Corporations Act (British Columbia) on June 24, 2011 under the name Sino Leisure Group Inc. On December 8, 2011, the Company changed its name to Alpha Peak Leisure Inc. The Company 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 will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company has not commenced commercial operations and has no assets other than cash. Given the nature of the activities, no separate segmented information is reported.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Company in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Company as defined under the policies of the TSX-V. The Company is required to complete its QT on or before two years from the date the Company receives regulatory approval

The head office of the Company is located at 160 – 6751 Graybar Road, Richmond, British Columbia, V6W 1H3. The registered office of the Company is located at 1500 – 701 West Georgia Street, Vancouver, British Columbia, V7Y 1C6. The Company does not have any subsidiaries.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") which include International Accounting Standards and Interpretations ("IFRIC" and "SIC") adopted by the International Accounting Standards Board. These are the Company's first financial statements and IFRS has been applied since incorporation on June 24, 2011.

These financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

Use of estimates

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates.

The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statements of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Use of estimates (cont'd…)

Income taxes and recovery of deferred tax assets
The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. Management did not recognize deferred tax assets as future taxable profits are not expected until the Company completes its Qualifying Transaction.

Cash and cash equivalents

Cash and cash equivalents include funds in corporate bank accounts with original maturities of 3 months or less, which are proceeds from the issuance of share capital.

Cash equivalents as of September 30, 2012 include term deposits in the amount of $304,123 (2011: $300,435) with interest rates ranging from 1.15% to 1.25% (2011: 1.25%) and mature between 30 to 95 days.

The proceeds raised from the issuance of share capital and from the initial public offering (the "Offering") may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of $210,000 or 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a Qualifying Transaction by the Company as defined under the policies of the TSX-V.

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.

Stock-based compensation

The Company grants stock options to buy common shares of the Company through its stock option plan as described in note 3c. The Company accounts for share-based payments using the fair value method. Under this method, compensation expense is measured at fair value on the date of grant using the Black-Scholes option pricing model, and is recognized as an expense or capitalized, depending on the nature of the grant, with a corresponding increase in equity, over the period that the employees earn the options.

Comprehensive income/loss

Comprehensive income/loss is the change in the Company's shareholders' equity that results from transactions and other events from other than the Company's shareholders and includes items that would not normally be included in net earnings, such as unrealized gains and losses on available-for-sale investments. Certain gains and losses are presented in other "comprehensive income" until it is considered appropriate to recognize into net earnings.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Financial instruments

Financial assets
Financial assets are classified into one of four categories:

a) Fair value through profit or loss ("FVTPL");
b) Held-to-Maturity ("HTM");
c) Loans and receivables; and
d) Available for sale ("AFS").

Financial assets at fair value through profit or loss ("FVTPL")
A financial asset is classified at fair value through profit or loss if it is classified as held for trading or is designated as such upon initial recognition. Financial assets are designated as at FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's risk management strategy. Attributable transaction costs are recognized in profit or loss when incurred. FVTPL are measured at fair value, and changes are recognized in profit or loss.

Held to maturity ("HTM")
These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized costs using the effective interest method. If there is objective evidence that the asset is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of operations and comprehensive loss.

Loans and receivables
Loans and receivables are financial assets with fixed or determinable payments that are not quoted on an active market. Such assets are initially recognized at fair value plus any direct attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Available for sale ("AFS")
Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of operations and comprehensive loss.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments (cont'd…)

Financial liabilities
Financial liabilities are classified into one of two categories:

a) Fair value through profit or loss; and

b) Other financial liabilities

Fair value through profit or loss
This category comprises of derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with the changes in fair value recognized in the statement of operations and comprehensive loss.

Other financial liabilities
This category includes accounts payable and accrued liabilities, all of which are recognized at amortized cost. The Company classified its accounts payable and accrued liabilities as other financial liabilities.

Impairment of financial assets
Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted.

For all financial assets objective evidence of impairment could include:

a) significant financial difficulty of the issuer or counterparty; or
b) default or delinquency in interest or principal payments; or
c) it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

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 do not result in deferred tax assets or liabilities: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect both accounting or 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 balance sheet date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

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.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Standards issued but not yet effective

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material.

- IFRS 9 'Financial Instruments: Classification and Measurement' – effective for annual periods beginning on or after January 1, 2015, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments.
- IFRS 10 'Consolidated Financial Statements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.
- IFRS 11 'Joint Arrangements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Standards issued but not yet effective (cont'd…)

- IFRS 12 'Disclosure of Interests in Other Entities' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.
- IFRS 13 'Fair Value Measurement' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy.
- IAS 27 'Separate Financial Statements'– as a result of the issue of the new consolidation suite of standards, IAS 27 Separate Financial Statements has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. The standard is effective for annual periods beginning on or after January 1, 2013.
- IAS 1 'Presentation of Financial Statements' – the IASB amended IAS 1 with a new requirement for entities to group items presented in other comprehensive income on the basis of whether they are potentially reclassifiable to profit or loss.

3. CAPITAL STOCK

a) Authorized share capital:

Unlimited number of common shares without par value.

b) Issued and outstanding:

During the period ended September 30, 2011, the Company issued 4,000,000 seed common shares at a price of $0.05 per share and 2,000,000 seed common shares at a price of $0.10 per share for total proceeds of $400,000. On August 23, 2012, the Company issued 200,000 seed common shares at a price of $0.10 per share for total proceeds of $20,000. The 6,200,000 common shares will be held in escrow and released pro-rata to the shareholders as to 10% of the escrow shares upon issuance of a Final Exchange Bulletin 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 a Final Exchange Bulletin is not issued the shares will not be released from escrow and if the Company is transferred to the NEX, the shares issued at a discount to $0.10 will be cancelled or reduced such that the average cost of the shares is at least equal to the IPO price.

c) Stock option plan:

The Company adopted a stock option plan (the "Stock Option Plan") on December 21, 2011 under which it can grant options to directors, officers, employees, and consultants for up to 10% of the issued and outstanding common shares. The stock option plan is subject to regulatory approval. On December 21, 2011, the Company granted 800,000 and on September 30, 2012 an additional 220,000, for a total of 1,020,000 stock options to its directors and officers at an exercise price of $0.10 per common share, exercisable from the date the common shares are listed for trading on the TSX-V and expires on the tenth anniversary of the Listing Date, unless earlier terminated.

3. CAPITAL STOCK (cont'd…)

c) Stock option plan (cont'd…):

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. The exercise price of each option is based on the market price of the Company's stock at the date of grant. The options can be granted for a term of ten years and vest as determined by the board of directors.

4. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at September 30, 2012, the Company's shareholders' equity was $419,908 (2011: $398,918). The Company's objectives when managing capital is 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 process of identifying and completing a QT. Additional funds may be required to finance the Company's QT.

5. FINANCIAL INSTRUMENTS AND RISK

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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.

At September 30, 2012 and 2011, the Company's financial instruments consist of cash and cash equivalents. The fair values of cash and cash equivalents approximate its carrying values due to the relatively short-term maturity of this instrument. The Company classifies its cash and cash equivalents as FVTPL. The fair value of cash and cash equivalents is based on level 1 inputs of the fair value hierarchy.

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

5. FINANCIAL INSTRUMENTS AND RISK (cont'd…)

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's cash and cash equivalents are currently invested in business accounts which are available on demand by the Company for its operations.

Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. With respect to financial assets, the Company invested part of the cash balance in term deposits at rate of 1.15% to 1.25% to generate interest income in order to maintain liquidity.

6. INCOME TAXES

The following table reconciles the expected income taxes expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the consolidated statements of operations for the years ended September 30, 2012 and 2011:

	September 30, 2012	From Inception on June 24, 2011 to September 30, 2011
Income (loss) for the period	$ 990	$ (1,082)
Income tax at statutory rate of 13.5%	134	(146)
Change enacted tax rate	114	(124)
Change in deferred tax asset (liability) not recognized	(248)	270
Total income taxes (recovery)	$ -	$ -

Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes. Deferred tax assets (liabilities) at September 30, 2012 and 2011 are comprised of the following:

	September 30, 2012	From Inception on June 24, 2011 to September 30, 2011
Non capital loss carryforwards	$ 23	$ 270
Deferred tax asset not recognized	(23)	(270)
Net deferred tax assets	$ -	$ -

The Company has net operating loss carryforwards of approximately $92 which may be carried forward to apply against deferred income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in 2031.

6. INCOME TAXES (cont'd…)

The deferred tax assets have not been recognized because at this stage of the Company's development, it is not determinable that deferred taxable profit will be available against which the Company can utilize such deferred income tax assets.

7. INITIAL PUBLIC OFFERING

The Company intends to file a prospectus with the securities regulatory authorities in British Columbia and Alberta with the TSX-V, offering 4,000,000 common shares at $0.10 per share as an initial public offering ("IPO"). Pursuant to an engagement letter between the Company and Canaccord Genuity Corp. (the "Agent"), the Agent will receive a cash commission equal to 10% of the gross proceeds, be paid an administration fee of $10,000, and be reimbursed for its reasonable expenses and legal fees plus disbursements and taxes, estimated at $15,000, and be issued Agent's options to acquire up to 400,000 common shares at $0.10 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 September 30, 2012, the Company has paid a $15,000 retainer to the Agent, which was recorded as a part of 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 COMPANY

DATE: November 23, 2012

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

"Dennis Chi-Wai Tam"

Dennis Chi-Wai Tam
Chief Executive Officer

"*(Thurman) Tat Hong So*"

(Thurman) Tat Hong So
Chief Financial Officer

ON BEHALF OF THE BOARD

"*Kan Hee Anthony Tyen*"	"*(Keith) Chi Hang Lee*"
Kan Hee Anthony Tyen	**(Keith) Chi Hang Lee**
Director	Director

CERTIFICATE OF THE PROMOTER

DATE: November 23, 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 in British Columbia and Alberta.

"Dennis Chi-Wai Tam"

Dennis Chi-Wai Tam
Promoter

"Samuel Yuen-Wai Tsang"

Samuel Yuen-Wai Tsang
Promoter

"*(Thurman) Tat Hong So*"

(Thurman) Tat Hong So
Promoter

CERTIFICATE OF THE AGENT

DATE: November 23, 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 British Columbia and Alberta.

CANACCORD GENUITY CORP.

Per: "*David Rentz*"
David Rentz
Managing Director, Investment Banking