A copy of this amended and restated preliminary prospectus has been filed with the securities regulatory authorities in each provinces of the provinces of Ontario, Alberta and British Columbia and with the TSX Venture Exchange (the "Exchange") but has not yet become final for the purpose of the sale of securities. Information contained in this amended and restated preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the amended and restated preliminary prospectus is obtained from the Ontario Securities Commission, Alberta Securities Commission and the British Columbia Securities Commission.

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

AMENDED AND RESTATED PRELIMINARY PROSPECTUS

Amending and Restating the Preliminary Prospectus Dated November 20, 2013

INITIAL PUBLIC OFFERING February 20, 2014

CLUNY CAPITAL CORP.
(a Capital Pool Company)

MINIMUM OFFERING: $425,000 or 2,125,000 Common Shares

MAXIMUM OFFERING: $1,200,000 or 6,000,000 Common Shares

PRICE: $0.20 per Common Share

Agent's Option (as defined herein)
Incentive Stock Options (as defined herein)

The purpose of this offering is to provide Cluny Capital Corp. (the "**Corporation**") with a minimum amount of funds in order to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction as hereafter defined. Any proposed Qualifying Transaction (as hereinafter defined) must be approved by the Exchange and in the case of a Non Arm's Length Qualifying Transaction (as hereinafter defined), must also receive Majority of the Minority Approval (as hereafter defined) in accordance with the Exchange (as hereinafter defined) Policy 2.4 entitled "**Capital Pool Companies**" (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction (hereafter defined), the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds". The Corporation hereby offers through its agent, Hampton Securities Limited (the "**Agent**"), a minimum (the "**Minimum Offering**") of 2,125,000 common shares (the "**Common Shares**") and a maximum (the "**Maximum Offering**") of 6,000,000 Common Shares at a price of $0.20 per Common Share for gross proceeds of a minimum of $425,000 and a maximum of $1,200,000 (the "**Offering**").

This Offering is made on a commercially reasonable best efforts basis pursuant to an agency agreement (the "**Agency Agreement**") dated as of •, 2014 between the Corporation and the Agent and is subject to the receipt by the Corporation of a minimum subscription of 2,125,000 Common Shares for total gross proceeds to the Corporation of $425,000 and is subject to approval of certain legal matters by Wildeboer Dellelce LLP, Toronto, Ontario, on behalf of the Corporation, and by McMillan LLP, Toronto, Ontario, on behalf of the Agent. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for the Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement and will not be released until a minimum of $425,000 has been deposited and the Agent has consented to such release. If subscriptions for 2,125,000 Common Shares have not been subscribed for within 90 days of the issuance of a receipt for the final prospectus or 180 days of the issuance of a receipt for the final prospectus if an amendment to such prospectus is subsequently filed or such other time as may be consented to by the Agent and Persons who subscribed within that period, all subscription proceeds will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

Distribution

	Common Shares	**Price to the Public**	**Agent's Commission[1]**	**Net Proceeds to the Corporation[2]**
Per Common Share	1	$0.20	$0.02	$0.18
Minimum Offering	2,125,000	$425,000	$42,500	$382,500
Maximum Offering[3]	6,000,000	$1,200,000	$120,000	$1,080,000

Notes:

(1) The Agent will receive a cash commission equal to 10% of the gross proceeds of the Offering, payable at closing. The Agent has also been paid a work fee of $10,000 plus applicable taxes, and will be reimbursed by the Corporation for its expenses and legal fees to a maximum of $15,000, plus disbursements and applicable taxes. As additional compensation, the Agent will also be granted a non-transferable option to purchase that number of Common Shares as is equal to 10% of the Common Shares sold in connection with this Offering at a price of $0.20 per Common Share (the "**Agent's Option**"), exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which Agent's Option is qualified for distribution under this prospectus. See "Plan of Distribution".

(2) Before deducting the costs and expenses of this Offering (and certain pre-offering costs), estimated in the aggregate amount of $145,000 in the case of the Maximum Offering and $105,000 in the case of the Minimum Offering, which includes legal and audit fees and other expenses of the Corporation, the Agent's work fee, the Agent's expenses and legal fees, the listing fee payable to the Exchange and filing fees payable to the Commissions and the legal fees, audit fees and filing fees in relation to the Initial Prospectus and the Corporation's continuous disclosure filings, but does not include the Agent's commission. See "Use of Proceeds".

(3) A minimum of 2,125 ,000 Common Shares and a maximum of 6,000,000 Common Shares are offered hereunder, not including the Agent's Option and the incentive stock options (the "**Incentive Stock Options**") to be granted at the closing of the Offering to the directors and officers of the Corporation to purchase 362,500 Common shares in the event the Minimum Offering is completed and 750,000 Common shares in the event the Maximum Offering is completed, at a price of $0.20 per Common Share for a period of 10 years from the date of grant, which Incentive Stock Options are qualified for distribution under this amended and restated preliminary prospectus (the "**Prospectus**"). See "Plan of Distribution" and "Options to Purchase Securities".

Market for Securities

There is currently no market through which the Common Shares may be sold and purchasers may not be able to resell the Common Shares purchased under this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

The Corporation has applied to list the Common Shares on the Exchange. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange.

As of the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote, 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 or the United States of America.

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent's Option and the grant of the Incentive Stock Options trading in all securities of the Corporation shall not be permitted during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated as principal regulator pursuant to National Policy 11-202 – "Process for Prospectus Reviews in Multiple Jurisdictions" and the time the Common Shares are listed for trading 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.

Risk Factors

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

The Corporation was only recently incorporated and does not own any ongoing business operations, and has no assets other than cash. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation has not identified a proposed Qualifying Transaction and has not entered into an Agreement in Principle (as hereinafter defined). There is no assurance that the Corporation will identify and successfully negotiate the acquisition of any potential corporations, properties, assets or businesses, or any interests therein, nor that any such opportunities or businesses acquired will be profitable. Moreover, additional funds may be required to successfully complete an acquisition, and the Corporation may not be able to obtain such financing or may not be able to raise sufficient funds to take a meaningful position in a potential target. If the acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer additional dilution. The directors and officers of the Corporation will only be devoting a portion of their time to the affairs of the Corporation. Potential conflicts of interest may result from the ordinary course of business of the Corporation and of the directors and officers of the Corporation. The directors and officers of the Corporation currently beneficially own, directly or indirectly, 66.67% of the issued and outstanding Common Shares and will own 27.59% of the issued and outstanding Common Shares assuming completion of the Minimum Offering and 13.34% of the issued and outstanding Common Shares assuming completion of the Maximum Offering. See "Business of the Corporation", "Management of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Conflicts of Interest" and "Risk Factors".

The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The securities regulatory authorities may issue an interim cease trade order against the Corporation's securities if the Common Shares are suspended from trading on the Exchange, and will issue such an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting of the Common Shares will result in the cancellation of all of the currently issued and outstanding Common Shares held by Insiders that are Discount Seed Shares within the meaning of the CPC Policy. See "Risk Factors".

In the event that management, directors or experts of the Corporation reside outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer (as defined herein) and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities or other laws in Canada. See "Business of the Corporation", "Risk Factors" and "Conflicts of Interest".

Subscribers acquiring Common Shares under this Offering will suffer an immediate dilution of 20.70% or $0.041 per Common Share assuming completion of the Minimum Offering and 10.00% or $0.020 per Common Share assuming completion of the Maximum Offering based on the total gross proceeds to be raised under this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Corporation. See "Capitalization", "Dilution" and "Risk Factors".

AS A RESULT OF THE AFOREMENTIONED RISK FACTORS WHICH ARE ONLY A SUMMARY THEREOF, THIS OFFERING IS SUITABLE ONLY TO THOSE INVESTORS WHO ARE WILLING TO RELY SOLELY ON THE MANAGEMENT OF THE CORPORATION AND WHO CAN AFFORD TO RISK A LOSS OF THEIR ENTIRE INVESTMENT. SEE "RISK FACTORS".

Maximum Investment

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this Prospectus, being 42,500 Common Shares in the case of the

Minimum Offering and 120,000 Common Shares in the case of the Maximum Offering. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates, as such terms are hereafter defined, of that purchaser, is 4% of the Common Shares offered under this Prospectus, being 85,000 Common Shares in the case of the Minimum Offering and 240,000 Common Shares in the case of the Maximum Offering.

Receipt of Subscriptions

Subscriptions will be received subject to rejection or allotment in whole or in part and the Corporation reserves the right to close the subscription books at any time without notice. It is expected that one or more global certificates evidencing the Common Shares will be issued in registered form to CDS Clearing and Depository Services Inc. ("CDS") and will be deposited with CDS on the closing date. No certificate evidencing the Common Shares will be issued to purchasers under this Prospectus and registration will be made in the depository services of CDS. Purchasers of Common Shares under this Prospectus will receive only a customer confirmation from the Agent or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Common Shares is purchased. See "Plan of Distribution".

Hampton Securities Limited
141 Adelaide Street West, Suite 1800
Toronto, ON M5H 3L5

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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 as of •, 2014 between the Corporation and the Agent.

"Agent" means Hampton Securities Limited.

"Agent's Option" means the non-transferable option to be granted by the Corporation to the Agent to purchase that number of Common Shares as is equal to 10% of the Common Shares sold in connection with this Offering, being 212,500 Common Shares in the case of the Minimum Offering and 600,000 Common Shares in the case of the Maximum Offering, at a price of $0.20 per Common Share, exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person,

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

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

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

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

but

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

"Commissions" mean the Ontario Securities Commission, Alberta Securities Commission and British Columbia Securities Commission.

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

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

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

"CPC" means a corporation:

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

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

"CPC Filing Statement" means the Filing Statement of the CPC prepared in accordance with the Exchange Form of Filing Statement (Form 3B2) which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

"CPC Information Circular" means the Information Circular of the CPC prepared in accordance with applicable securities laws and the Exchange Form of Information Circular (Form 3B1) which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

"Escrow Agreement" means the Exchange Form 2F escrow agreement dated October 31, 2012 among the Corporation, the Escrow Agent and the initial shareholders of the Corporation.

“Escrow Agent” means Equity Financial Trust Company.

“Exchange” means the TSX Venture Exchange Inc.

“Final Exchange Bulletin” means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

“**First Private Placement**” means the non-brokered private placement completed on July 27, 2012 pursuant to which the Corporation issued and sold an aggregate of 1,450,000 Common Shares at $0.10 per share for gross proceeds to the Corporation of $145,000.

“**Initial Prospectus**” means the (final) prospectus of the Corporation dated October 31, 2012.

“Incentive Stock Options” mean options to be granted at the closing of the Offering to directors and officers of the Corporation to purchase up to 362,500 Common Shares in the event the Minimum Offering is completed and 750,000 Common Shares in the event the Maximum Offering is completed, at a price of $0.20 per Common Share for a period of 10 years from the date of grant.

“Insider” if used in relation to an issuer, means:

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

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

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

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

“IPO” means an initial public offering.

“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” has the meaning in Rule A 1.00 of the Exchange Rule Book.

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

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

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

"Person" means a company or individual.

"Principal" means:

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

(d) a Person that:

(i) holds securities carrying more that 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 Principal's 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.

"**Private Placement**" means, collectively, the First Private Placement and the Second Private Placement.

"Pro Group" means:

(a) subject to subparagraphs (b), (c) and (d) 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) above;

(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; and

(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.

"Professional Person" means a Person whose profession gives authority to a statement made by the Person in the Person's professional capacity and includes a barrister and solicitor, a public accountant, an appraiser, an auditor, an engineer and a geologist.

"promoter" has the definition prescribed by applicable securities laws.

"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.

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

"**Second Private Placement**" means the non-brokered private placement completed on September 12, 2012 pursuant to which the Corporation issued and sold an aggregate of 50,000 Common Shares at $0.10 per share for gross proceeds to the Corporation of $5,000.

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

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

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

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

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

DOCUMENTS INCORPORATED BY REFERENCE

Information relating to financial information of the Corporation has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Corporation at 40 Holly Street, Suite 201, Toronto, Ontario M4S 3C3 and are also available electronically on the System for Electronic Documents Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

The following documents of the Corporation are specifically incorporated by reference and form an integral part of this Prospectus:

(a) Audited consolidated annual financial statements of the Corporation (including notes thereto) consisting of the consolidated statements of financial position as at December 31, 2012 and December 31, 2011, and consolidated statements of changes in equity and cash flows for the year ended December 31, 2012 and for the period from the date of incorporation (August 11, 2011) to December 31, 2011, together with the report of the auditor's dated April 29, 2013;

(b) Management's Discussion and Analysis for the financial year ended December 31, 2012;

(c) Amended unaudited interim financial statements of the Corporation (including notes thereto) for the three and nine month periods ended September 30, 2013 and 2012; and

(d) Management's Discussion and Analysis for the three and nine month periods ended September 30, 2013 and 2012.

Documents referenced in any of the documents incorporated by reference in this Prospectus but not expressly incorporated by reference therein or listed above, including materials on the Corporation's website and SEDAR profile, are not incorporated by reference in this Prospectus. Purchaser's rights described under the heading "Purchaser's Statutory Rights of Withdrawal and Recission" apply only in respect of information included in this Prospectus and documents or information incorporated by reference herein.

Any statement contained herein or in a document incorporated herein is deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein modifies or supersedes such statement. Any such modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be considered in its unmodified or superseded form to constitute part of this Prospectus; rather only such statement as so modified or superseded shall be considered to constitute part of this Prospectus.

PROSPECTUS SUMMARY

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

ISSUER:	Cluny Capital Corp.
OFFERING:	A minimum of 2,125,000 Common Shares and a maximum of 6,000,000 Common Shares in the capital of the Corporation are being offered under this Prospectus at a price of $0.20 per Common Share for gross proceeds of a minimum of $425,000 and a maximum of $1,200,000 in the provinces of Ontario, Alberta and British Columbia (the "**Offering**"). This Offering is being made on a commercially reasonable best efforts basis by the Agent. In addition, the Corporation will grant to the Agent a non-transferable option to purchase that number of Common Shares that is equal to 10% of the Common Shares sold in connection with this Offering (being 212,500 Common Shares in the case of the Minimum Offering and 600,000 Common Shares in the case of the Maximum Offering), at a price of $0.20 per Common Share, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which option is qualified for distribution under this Prospectus (the "**Agent's Option**"). This Prospectus also qualifies for distribution the Incentive Stock Options to be granted at the closing of the Offering to directors and officers of the Corporation which entitle the holders thereof to purchase up to 362,500 Common Shares in the event the Minimum Offering is completed and 750,000 Common Shares in the event the Maximum Offering is completed, at a price of $0.20 per Common Share for a period of 10 years from the date of grant. See "Plan of Distribution" and "Options to Purchase Securities".
PRICE:	$0.20 per Common Share.
BUSINESS OF THE CORPORATION:	The Corporation is a capital pool company created pursuant to the CPC Policy. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be approved by the Exchange, and in the case of a Non Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, in accordance with the CPC Policy. The Corporation 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 Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. To date, the Corporation has not yet identified a company or assets for a Qualifying Transaction and has not entered into an Agreement in Principle. See "Business of the Corporation" and "Use of Proceeds".
USE OF PROCEEDS:	The net proceeds to the Corporation from the Offering and cash proceeds raised from the sale of Common Shares prior to this Offering will be approximately $427,500 in the case of the Minimum Offering and approximately $1,085,000 in the case of the Maximum Offering (after deduction of the Agent's commission and the issue expenses and costs). The net proceeds of this Offering plus the proceeds from the prior sales of Common Shares will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction, and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized and $210,000 may be used for purposes other than evaluating businesses or assets, subject to obtaining a waiver from the Exchange. See "Use of Proceeds", "Business of the Corporation" and "Risk Factors".

DIRECTORS AND OFFICERS:	The following persons are the directors and officers of the Corporation: Simon Yakubowicz – Chief Executive Officer, Corporate Secretary and Director Anthony DeCristofaro – Chief Financial Officer and Director Peter Simeon – Director Brian Vallesi - Director See “Directors, Officers and Promoters”.
DIVIDEND POLICY:	It is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See “Dividend Policy”.
ESCROWED SHARES:	All of the currently issued and outstanding Common Shares, being 1,500,001 Common Shares, will be deposited in escrow pursuant to the terms of the Escrow Agreement, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See “Escrowed Securities”.
RISK FACTORS:	**There is no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development.** The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Minimum Offering, an investor will suffer an immediate dilution on investment of 20.70% or $0.041 per Common Share and 10.00% or $0.020 per Common Share assuming completion of the Maximum Offering. There can be no assurance that an active and liquid market for the Corporation’s Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Exchange will generally suspend trading in the Common Shares or delist the Corporation if the Exchange has not issued a Final Exchange Bulletin within 24 months from the Listing Date. Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction. In the event that management, directors or experts of the Corporation reside outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities or other laws in Canada. See “Corporate Structure”, “Business of the Corporation”, “Directors, Officers and Promoters”, “Use of Proceeds”, “Risk Factors” and “Conflicts of Interest”.

CORPORATE STRUCTURE

Name and Incorporation

Cluny Capital Corp. (the "**Corporation**") was incorporated pursuant to articles of incorporation dated August 11, 2011 under the *Business Corporations Act (Ontario)*. The principal and registered office of the Corporation is located at 40 Holly Street, Suite 201, Toronto, Ontario, M4S 3C3.

The share capital of the Corporation consists of an unlimited number of Common Shares. As of the date hereof, 1,500,001 Common Shares are issued and outstanding.

The Corporation has no subsidiaries.

BUSINESS OF THE CORPORATION

Initial Prospectus

The Corporation filed the Initial Prospectus in relation to a best efforts fully marketed initial public offering of its Common Shares. Due to market conditions this offering was not completed. As a result of receiving a receipt for the filing of the Initial Prospectus, the Corporation is considered a "reporting issuer" pursuant to the securities laws of the provinces of Ontario, Alberta and British Columbia.

Preliminary Expenses

The Corporation has incurred preliminary expenses to September 30, 2013 of approximately $86,381 in the aggregate (including applicable taxes), with respect to Exchange fees, filing fees, legal fees and disbursements, all of which have been included in the financial statements. A portion of the net proceeds of the Offering may be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel and the Agent's legal counsel, the listing fees payable to the Exchange and filing fees payable to the Commissions. Since September 30, 2013, the Corporation has incurred preliminary expenses of approximately $23,240 in the aggregate (including applicable taxes) with respect to legal fees of the Agent and auditing fees. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation is a CPC created pursuant to the CPC Policy. The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. To date, the Corporation has not conducted commercial operations of any kind other than to enter into discussions for the purpose of identifying potential acquisitions or interests in commercially viable businesses or assets. The Corporation does not own any assets, other than cash. **The Corporation is not specifically considering pursuing a company, asset or business in any specific business or industry sector, or in any particular geographical area, and the Corporation anticipates reviewing companies, assets and businesses in a broad range of industry sectors and geographical areas**. See "Risk Factors".

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

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

Method of Financing

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

On July 27, 2012 the Corporation completed the First Private Placement, issuing an aggregate of 1,450,000 Common Shares at an issue price of $0.10 per share for gross proceeds to the Corporation of $145,000. On September 12, 2012, the Corporation completed the Second Private Placement, issuing an aggregate of 50,000 Common Shares at an issue price of $0.10 per share for gross proceeds to the Corporation of $5,000. Certain directors of the Corporation have subscribed for Common Shares in connection with the Offering. See "Prior Sales", "Plan of Distribution" and "Interest of Management and Others in Material Transactions".

Criteria for a Qualifying Transaction

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

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

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

(i) file the CPC 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 CPC Filing Statement is available on SEDAR; or

(ii) mail the CPC 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 the shareholders.

Unless waived by the Exchange, the Corporation will also be required to retain a Sponsor, who must be a member of the Exchange, and who will be required to submit to the Exchange a Sponsor Report (as such term is defined in Exchange Policy 2.2) prepared in accordance with the Policies of the Exchange. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

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

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

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

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

Potential Qualifying Transaction

The Corporation has not, as of the date hereof, entered into negotiations respecting a potential Qualifying Transaction.

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgement Form (as such term is defined in Exchange Policy 2.2), where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or, if applicable, declarations for all individuals who may be directors, senior officers, promoters, or Insiders of the Resulting Issuer must be filed with the Exchange, and any preliminary background searches that the Exchange considers necessary or advisable, must also be completed, before the trading halt will be lifted by the Exchange.

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

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

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

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

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

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

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

(b) either:

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

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

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

Refusal of a Qualifying Transaction

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

(a) the Resulting Issuer fails to satisfy the applicable minimum 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;

(e) in the case of a Resulting Issuer that is a reporting issuer in Ontario, other than an oil and gas or mining issuer, the Qualifying Transaction involves the acquisition of Significant Assets, outside of Canada or the United States and is not undertaken using a prospectus as a disclosure document; or

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this Prospectus will be $425,000 if the Minimum Offering is completed and $1,200,000 if the Maximum Offering is completed. The gross proceeds received by the Corporation from the Private Placement was $150,000. The expenses and costs of the Offering and the Private Placement before deducting the Agent's commission, estimated in the aggregate to be approximately $145,000 in the case of the Maximum Offering and $105,000 in the case of the Minimum Offering, will be deducted from the aggregate gross proceeds of the Offering.

Assuming the completion of this Offering, the net proceeds to the Corporation, after the payment of the aforementioned costs in respect of the Offering, together with proceeds from prior sale of Common Shares, are estimated to be $427,500 in the case of the Minimum Offering and $1,085,000 in the case of the Maximum

Offering. The estimated general and administrative expenses until Completion of the Qualifying Transaction are estimated to be $48,400 in the case of the Minimum Offering and $85,000 in the case of the Maximum Offering. The total funds available to the Corporation for identifying and evaluating assets or businesses is accordingly estimated at $379,100 in the case of the Minimum Offering and $1,000,000 in the case of the Maximum Offering.

Any funds received from the Offering will be deposited with the Agent, and will not be released until subscriptions for 2,125,000 Common Shares are received. Minimum subscriptions of 2,125,000 Common Shares for total gross proceeds of $425,000 must be raised within 90 days of the issuance of a final receipt for this Prospectus or 180 days of the issuance of a receipt for the final prospectus if an amendment to such prospectus is subsequently filed, or such other time as may be consented to by Persons who subscribed within that period, failing which the Agent will remit any funds collected to the original subscribers without interest or deduction.

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

Proceeds to the Corporation	**Minimum Offering**	**Maximum Offering**
Cash proceeds raised from the sale of Common Shares prior to this Offering(1)	$150,000	$150,000
Expenses and costs relating to raising the cash proceeds above	$0(2)	$0(2)
Cash proceeds to be raised pursuant to this Offering	$425,000	$1,200,000
Expenses and costs relating to the Offering(3)	($147,500)	($265,000)
Estimated funds available (on completion of the Offering) (4)	$427,500	$1,085,000
Use of Proceeds		
Funds available for identifying and evaluating assets or businesses(4)(5)	$427,500	$1,085,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	($48,400)	($85,000)
TOTAL NET PROCEEDS	$379,100	$1,000,000

Notes:

(1) See “Prior Sales”.

(2) No issue costs have been allocated towards the issuance of these Common Shares.

(3) Expenses and costs of the Offering include, but are not limited to: Agent’s Commission $42,500 in the case of the Minimum Offering or $120,000 in the case of the Maximum Offering, a work fee payable to the Agent of $10,000 plus applicable taxes; the reasonable out-of-pocket costs and expenses of the Agent (including legal fees of the Agent estimated at $15,000 plus disbursements and applicable taxes); legal fees of the Corporation estimated at $10,000 plus disbursements and applicable taxes in the case of the Minimum Offering and $50,000 plus disbursements and applicable taxes in the case of the Maximum Offering; audit fees of the Corporation estimated at $5,000 plus applicable taxes; filing fees payable to securities regulatory authorities and listing fees payable to the Exchange estimated at $20,000 plus applicable taxes; and $45,000 plus applicable taxes for legal fees, audit fees and filing fees in relation to the Initial Prospectus and the Corporation’s continuous disclosure filings.

(4) In the event the Agent exercises the Agent’s Option and the Incentive Stock Options are exercised, there will be available to the Corporation a maximum of an additional $115,000 in the event the Minimum Offering is completed and $270,000 in the event the Maximum Offering is completed, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

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

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

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

Permitted Use of Funds

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

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

(a) valuations or appraisals;

(b) business plans;

(c) feasibility studies and technical assessments;

(d) sponsorship reports;

(e) engineering and geological reports;

(f) financial statements, including audited financial statements;

(g) fees for legal and accounting services; and

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

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

In addition, with the prior acceptance of the Exchange, up to an aggregate of $225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed Arm's Length Qualifying Transaction provided that the Qualifying Transaction 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 (i) 30% of the gross proceeds from the sale of all securities issued by the Corporation, or (ii) $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 Corporation, including:

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

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

    (iii) equipment leases; and

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

No proceeds from the sale of securities of the Corporation may be used to acquire or lease a vehicle.

No proceeds from the sale of securities of the Corporation have been used to pay any fees or salaries or to acquire a vehicle for any director, officer or shareholder of the Corporation.

Private Placements for Cash

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

Prohibited Payments to Non Arm’s Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Name of Agent and Agent’s Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for distribution to the public, on a commercially reasonable best efforts basis, a minimum of 2,125 ,000 Common Shares and a maximum of 6,000,000 Common Shares, as provided in this Prospectus, at a price of $0.20 per Common Share for gross proceeds of a minimum of $425,000 and a maximum of $1,200,000, subject to the terms and conditions of the Agency Agreement.

The Agent will receive a cash commission equal to 10% of the aggregate gross proceeds from the sale of the Common Shares ($42,500 if the Minimum Offering is completed or $120,000 if the Maximum Offering is completed). The Agent will also be paid a work fee of $10,000 plus applicable taxes and will be reimbursed by the Corporation for its expenses and legal fees up to a maximum of $15,000 plus taxes and disbursements. In addition, the Agent will be granted the Agent's Option to purchase that number of Common Shares as is equal to 10% of the Common Shares sold in connection with this Offering, being 212,500 Common Shares if the Minimum Offering is completed and 600,000 Common Shares if the Maximum Offering is completed, at a price of $0.20 per Common Share exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange, which Agent's Option is qualified for distribution under this Prospectus. The Agent intends to sell to the public all the Common Shares to be received by it upon the exercise of its option. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. **Other than as described in this Prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other Person or Company in connection with the Offering.**

The Offering will be made in accordance with the rules and policies of the Exchange and with the consent of the Exchange. The closing of the Offering will take place at such time as the Corporation and the Agent may agree provided that the minimum subscriptions have been received and that the withdrawal rights of the purchaser of Common Shares which are available pursuant to securities laws have expired. See "Purchasers' Statutory Rights Of Withdrawal And Rescission".

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

Commercially Reasonable Best Efforts Offering and Minimum Distribution

The Minimum Offering is for 2,125,000 Common Shares for total gross proceeds of $425,000 and the Maximum Offering is for 6,000,000 Common Shares for total gross proceeds of $1,200,000. Under the CPC Policy, the maximum number of Common Shares which may be directly or indirectly purchased by any one purchaser to this Offering is 2% of the Common Shares offered hereunder or 42,500 Common Shares assuming the Minimum Offering is completed and 120,000 Common Shares assuming the Maximum Offering is completed. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 85,000 assuming the Minimum Offering is completed and 240,000 Common Shares assuming the Maximum Offering is completed. Any funds received from the Offering will be deposited with the Agent, and will not be released until $425,000 has been deposited and the Agent consents to the release thereof. Subscriptions of 2,125,000 Common Shares for total gross proceeds of $425,000 must be raised within 90 days of the date that a receipt for the prospectus is issued or 180 days of the issuance of a receipt for the final prospectus if an amendment to such prospectus is subsequently filed, or such other time as may be agreed to by the Agent and consented to by Persons who subscribed within that period, failing which the Agent will remit any funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Incentive Stock Options at the closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this Prospectus. The Incentive Stock Options entitle the holders to purchase 362,500 Common Shares in the event the Minimum Offering is completed and 750,000 Common Shares in the event the Maximum Offering is completed, at a price of $0.20 per Common Share and such options may be exercised for a period of 10 years from the date of grant. See "Plan of Distribution" and "Options to Purchase Securities".

Determination of Price

The offering price of the Common Shares offered pursuant to this Offering has been determined by negotiation between the Corporation and the Agent in accordance with the CPC Policy.

Listing Application

The Corporation has applied to list the Common Shares on the Exchange. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange.

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that, to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or any Associate or Affiliate thereof have subscribed for Common Shares.

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the Aggregate Pro Group, including participants referred to above, 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 distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent's Option and the grant of the Incentive Stock Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the Commissions and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares of which 1,500,001 Common Shares are issued and outstanding as fully paid and non-assessable as at the date hereof. In addition, a maximum of 6,000,000 Common Shares are reserved for issuance pursuant to this Offering, a maximum of 600,000 Common Shares are reserved for issuance upon exercise of the Agent's Option and a maximum of 750,000 Common Shares are reserved for issuance upon exercise of the Incentive Stock Options. All of the Common Shares to be issued on completion of this Offering will be fully paid and non-assessable. See "Prior Sales", "Options to Purchase Securities" and "Plan of Distribution".

Common Shares

The holders of the Common Shares are entitled to dividends, if, as and when declared by the board of directors of the Corporation, to one vote per share at meetings of the shareholders of the Corporation and, upon liquidation, to receive such assets of the Corporation as are distributable to the holders of the Common Shares.

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Corporation as at September 30, 2012 (the date of the most recent balance sheet contained in this Prospectus) and as at the date of this Prospectus both before and after giving effect to the Offering:

	Amount authorized or to be authorized	Amount outstanding as at September 30, 2012[(1)(3)]	Amount outstanding as at the date hereof[(1)]	Amount to be outstanding if the Minimum Offering is Completed[(2)(3)(4)(5)]	Amount to be outstanding if the Maximum Offering is Completed[(2)(3)(4)(5)]
Common Shares	Unlimited	$150,001 (1,500,001 Common Shares)	$150,001 (1,500,001 Common Shares)	$575,001 (3,625,001 Common Shares)	$1,350,001 (7,500,001 Common Shares)

Notes:

(1) The Corporation had not commenced commercial operations as at September 30, 2013 or as at the date hereof. On July 27, 2012, the Corporation completed the First Private Placement issuing of an aggregate of 1,450,000 Common Shares at an issue price of $0.10 per share for gross proceeds to the Corporation of $145,000. On September 12, 2012, the Corporation completed the Second Private Placement issuing an aggregate of 50,000 Common Shares at an issue price of $0.10 per share for gross proceeds to the Corporation of $5,000. See "Prior Sales."

(2) The Corporation has reserved up to 212,500 Common Shares in the event the Minimum Offering is subscribed for and 600,000 Common Shares in the event the Maximum Offering is subscribed for pursuant to the Agent's Option. The Agent's Option will have an exercise price of $0.20 per Common Share and may be exercised for a period of 24 months from the date of listing the Common Shares on the Exchange. See "Plan of Distribution."

(3) The 1,500,000 Common Shares issued at $0.10 per share and the 1 Common Share issued at $1.00 per share will be held in escrow in accordance with the CPC Policy. See "Escrowed Securities".

(4) Before deducting the Agent's commission and the costs and expenses of this issue (and certain pre-offering costs) estimated in the aggregate amount of $145,000 in the case of the Maximum Offering and $105,000 in the case of the Minimum Offering, including the listing fee payable to the Exchange.

(5) The Corporation has reserved an aggregate of a maximum of 750,000 Common Shares pursuant to Incentive Stock Options to be granted to directors and officers of the Corporation. All of the Incentive Stock Options will have an exercise price of $0.20 per Common Share and may be exercised for a period of 10 years from the date of grant. See "Options to Purchase Securities".

OPTIONS TO PURCHASE SECURITIES

Incentive Stock Options

Immediately following the completion of the Offering, the Corporation intends to grant up to 362,500 Incentive Stock Options in the event the Minimum Offering is completed and 750,000 Incentive Stock Options in the event the Maximum Offering is completed to the directors and officers of the Corporation, subject to regulatory approval. The Incentive Stock Options are qualified for distribution under this Prospectus.

The Incentive Stock Option will be granted after the closing of the Offering under the Corporation's Stock Option Plan (as defined below) and are expected to be allocated on the following basis:

Name of Optionee	No. of Common Shares reserved under Option if Minimum Offering Completed[(1)]	No. of Common Shares reserved under Option if Maximum Offering Completed[(1)]	Exercise Price per Common Share
Simon Yakubowicz	205,000	402,000	0.20
Anthony DeCristofaro	52,500	116,000	0.20
Peter Simeon	52,500	116,000	0.20
Brian Vallesi	52,500	116,000	0.20
Total	**362,500**	**750,000**	

Notes:

(1) The Incentive Stock Options to purchase up to 362,500 Common Shares in the event the Minimum Offering is completed and up to 750,000 Common Shares in the event the Maximum Offering is completed, to be granted to directors and officers of the Corporation after the closing of this Offering (subject to regulatory approval) are qualified for distribution pursuant to this Prospectus. Such Incentive Stock Options shall be exercisable for a period of 10 years from the date of grant.

Stock Option Terms

The policies of the Exchange provide that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and employees of the Corporation and its Affiliates and to consultants and management company employees, non-transferable options to purchase Common Shares for a period of up to ten years from the date of grant, provided that the number of Common Shares reserved for issuance may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant.

The purpose of the stock option plan (the "**Stock Option Plan**") established by the Corporation, pursuant to which it may grant incentive stock options, is to promote the profitability and growth of the Corporation by facilitating the efforts of the Corporation to obtain and retain key individuals. The Stock Option Plan provides an incentive for and encourages ownership of the Corporation's Common Shares by its key individuals so that they may increase their stake in the Corporation and benefit from increases in the value of the Corporation's Common Shares. Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance in any 12 month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any 12 month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant and the maximum number of Common Shares reserved for issuance in any 12 month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant. Incentive stock options may be exercised until the greater of 12 months after the completion of the Qualifying Transaction and 90 days following the date the optionee ceases to be a director, officer or employee of the Corporation or its Affiliates or a consultant or a management company employee, provided that if the cessation of such position or arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

Notwithstanding the terms of the Stock Option Plan described above, the CPC Policy imposes certain restrictions on incentive stock options during the period that the Corporation remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final Exchange Bulletin (such bulletin indicating that the Resulting Issuer will not be considered a CPC). Under the CPC Policy, the Corporation, while it remains a CPC, is limited to granting incentive stock options to only directors, officers and technical consultants of the Corporation. In addition, the total number of Common Shares reserved under option for issuance pursuant to the Stock Option Plan may not exceed 10% of the Common Shares to be outstanding at the closing of the Offering. The maximum number of Common Shares reserved under option for issuance to any individual officer or director may not exceed 5% of the issued and outstanding Common Shares to be outstanding at the closing of the Offering. The maximum number of Common Shares reserved under option for issuance to all technical consultants may not exceed 2% of the issued and outstanding Common Shares to be outstanding after the closing of the Offering. In addition, while the Corporation is a CPC, it is prohibited from granting incentive stock options to any person providing investor relations activities, promotional or market making services. The exercise price per Common Share under any incentive stock option granted by the Corporation while it is a CPC may not be less than the greater of $0.20 and the Discounted Market Price (as defined under Exchange policies). Any Common Shares acquired pursuant to the exercise of incentive stock 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".

PRIOR SALES

Since the date of incorporation of the Corporation, 1,500,001 Common Shares have been issued as follows:

Date issued	Number of Shares	Issue Price per Share	Aggregate Issue Price	Nature of Consideration
August 11, 2011	1	$1.00	$1.00	Cash
July 27, 2012	1,450,000	$0.10	$145,000	Cash
September 12, 2012	50,000	$0.10	$5,000	Cash

Note:

(1) All of these 1,500,001 Common Shares will be held in escrow. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 1,500,001 Common Shares issued prior to this Offering, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under this Offering or otherwise prior to Completion of the Qualifying Transaction, will be deposited with the Escrow Agent under the Escrow Agreement.

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

The following table sets out, as of the date of this Prospectus and immediately after completion of this Offering, the number of Common Shares held in escrow:

Name and Municipality of Residence of Shareholder	Common Shares Held	Number of Escrowed Shares	Percentage of Shares Issued Before Closing	Percentage of Shares Issued Upon Completion of Minimum Offering[(1)]	Percentage of Shares Issued Upon Completion of Maximum Offering[(1)]
Simon Yakubowicz Toronto, Ontario	850,001	All	56.67%	23.45%	11.33%
Vice Regal Developments Inc. [(2)] Woodbridge, Ontario	50,000	All	3.33%	1.38%	0.67%
Peter Simeon Oakville, Ontario	50,000	All	3.33%	1.38%	0.67%
Brian Vallesi Mississauga, Ontario	50,000	All	3.33%	1.38%	0.67%
Century 21 Poirier Real Estate [(3)] St. Paul, Alberta	250,000	All	16.67%	6.90%	3.33%

Name and Municipality of Residence of Shareholder	Common Shares Held	Number of Escrowed Shares	Percentage of Shares Issued Before Closing	Percentage of Shares Issued Upon Completion of Minimum Offering[(1)]	Percentage of Shares Issued Upon Completion of Maximum Offering[(1)]
Michelle Ross Calgary, Alberta	250,000	All	16.67%	6.90%	3.33%
Total	**1,500,001**		**100%**	**41.39%**	**20.00%**

Notes

(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Option and the Incentive Stock Options. See "Plan of Distribution" and "Options to Purchase Securities".

(2) Vice Regal Developments Inc. is a private company wholly-owned by Anthony DeCristofaro.

(3) Century 21 Poirier Real Estate is a private company wholly-owned by Darryl Poirier.

Where the Common Shares 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 in the beneficial ownership 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 holding 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 which are 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 minimum 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 an 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 the Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement each Non Arm's Length Party to the Corporation which holds escrowed Common Shares acquired at a price below the Offering price under this Prospectus has irrevocably authorized and directed the Escrow Agent to immediately:

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

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

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

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

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to a Qualifying Transaction are "**Value Securities**", then all of the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security escrow agreement (the "**Value Security Escrow Agreement**"). "**Value Securities**" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the assets, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under the 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, with 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with:

(a) 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin; and

(b) 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 ate which is 18 months after the Final Exchange Bulletin.

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

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

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

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

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

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

PRINCIPAL SHAREHOLDER

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

Name and Municipality of Residence	Type of Ownership	Number of Common Shares Owned Before Closing of Offering(1)	Percentage of Common Shares Owned Before Closing of Offering	Percentage of Common Shares Owned Upon Completion of Minimum Offering(2)(3)	Percentage of Common Shares Owned Upon Completion of Maximum Offering(2)(3)
Simon Yakubowicz Toronto, Ontario	Registered and Beneficial	850,001	56.67%	23.45%	11.33%
Total		**850,001**	**56.67%**	**23.45%**	**11.33%**

Notes:

(1) Subject to the Escrow Agreement. See "Escrowed Securities".

(2) Assuming that no Common Shares are purchased under this Offering and before the exercise of the Agent's Option and the Incentive Stock Options. See "Plan of Distribution".

(3) On a fully diluted basis, assuming the exercise of the Agent's Option and the Incentive Stock Options, the principal shareholder of the Corporation (assuming the exercise of his Incentive Stock Options) would own approximately 25.12% of the outstanding Common Shares assuming completion of the Minimum Offering and approximately 14.15% of the outstanding Common Shares assuming completion of the Maximum Offering.

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names and municipalities of residence of the directors, officers and promoters of the Corporation, their positions and offices with the Corporation, their present principal occupation, the number of Common Shares beneficially owned or over which they directly or indirectly exercise control or direction, and the percentage of Common Shares to be held by each of them prior to and on completion of the Offering:

Name Age, and Municipality of Residence	Position and Office	Present Principal Occupation	Percentage and Number of Common Shares Held Prior to the Offering(1)	Percentage and Number of Common Shares Upon Completion of Minimum Offering	Percentage and Number of Common Shares Upon Completion of Maximum Offering
Simon Yakubowicz 60 years old Toronto, Ontario(2)	Chief Executive Officer, Corporate Secretary and Director	President, Samper Developments Ltd.	56.67% 850,001 Common Shares	23.45% 850,001 Common Shares	11.33% 850,001 Common Shares
Anthony DeCristofaro(3) 60 years old Woodbridge, Ontario	Chief Financial Officer and Director	CEO, Qnext Corp.	3.33% 50,000 Common Shares	1.38% 50,000 Common Shares	0.67% 50,000 Common Shares
Peter Simeon(3) 37 years old Oakville, Ontario	Director	Partner, Wildeboer Dellelce LLP	3.33% 50,000 Common Shares	1.38% 50,000 Common Shares	0.67% 50,000 Common Shares
Brian Vallesi(3) 55 years old Mississauga, Ontario	Director	Private Lender and Finance Broker	3.33% 50,000 Common Shares	1.38% 50,000 Common Shares	0.67% 50,000 Common Shares

Notes:

(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Option. See "Plan of Distribution".

(2) Simon Yakubowicz may be considered to be the promoter of the Corporation in that he took the initiative in organizing the business of the Corporation.

(3) Member of the Audit Committee.

The directors will devote their time and expertise as required by the Corporation, however, it is not anticipated that any director will devote 100% of his time. See also "Management of the Corporation".

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

The directors and officers, as a group, beneficially own and control 1,000,001 Common Shares, which represents 66.67% of the issued and outstanding Common Shares before giving effect to this Offering. Such Common Shares will represent 27.59% of the issued and outstanding Common Shares on completion of the Minimum Offering and 13.34% of the issued and outstanding Common Shares upon completion of the Maximum Offering, assuming no Common Shares are purchased by directors and officers under this Offering, and before the exercise of the Agent's Option and the Incentive Stock Options. See "Plan of Distribution" and "Options to Purchase Securities".

The following is a brief description of the principal occupations of the above named individuals during the last five years, along with other biographical information:

Simon Yakubowicz – Chief Executive Officer, Corporate Secretary and Director. Mr. Yakubowicz has been a developer, involved in the management and construction of commercial properties since 1978. He is the President of Samper Developments Ltd. and a Senior Partner at Princess Management in Toronto. Mr. Yakubowicz is also the President of the International Automotive Group and owns eight automobile dealerships in the Greater Toronto Area. He is an investor in the mining and oil and gas sectors and was a founding officer, director and investor in Dalradian Resources Inc., a TSX listed company. Mr. Yakubowicz holds a Bachelor of Science degree and a Master of Science degree from the University of Toronto.

Anthony DeCristofaro – Chief Financial Officer and Director. Mr. DeCristofaro is currently the Chief Executive Officer of Qnext Corp., a company that provides a platform for secure social media sharing. Prior to this, Mr. DeCristofaro was the Chief Executive Officer of Realbiz Media, Chairman of Northcore Technologies Inc. (TSX) and a director of Synchronica PLC (TSX). Mr. DeCristofaro has 25 years of computer industry experience as well as experience with merger and acquisition transactions which transactions combined, were valued in excess of $600 million. In 2002, Mr. DeCristofaro established and served as Chairman and Chief Executive Officer of iseemedia (TSXV), a company that merged with Synchronica PLC in 2010. Mr. DeCristofaro was also President and Chief Executive Officer of MGI Software, which he co-founded in 1996, and was subsequently sold to Roxio in 2001. Prior to working at MGI Software, Mr. DeCristofaro was a founding board member of Delrina, which was purchased by Symantec in 1995. Mr. DeCristofaro holds a diploma from the DeVry Institute.

Peter Simeon – Director. Mr. Simeon is a Partner at Wildeboer Dellelce LLP, a corporate finance law firm. Prior to joining Wildeboer Dellelce LLP in 2008, Mr. Simeon was associate counsel at Nortel Networks. Prior to that, Mr. Simeon practiced corporate and securities law at another large law firm in Toronto. Mr. Simeon is a member of the Canadian Bar Association and the Law Society of Upper Canada. Mr. Simeon holds a Bachelor of Arts degree from Queen's University and a Bachelor of Laws degree from Osgoode Hall Law School. Mr. Simeon is also on the board of directors of Tolima Gold Inc. (TSXV).

Brian Vallesi – Director. Mr. Vallesi has been a private lender and finance broker since September 2001. He is currently the President and Chief Executive Officer of AH Capital Corp., the Chief Financial Officer of Hudson River Minerals Ltd. (TSXV) and the Chief Financial Officer of Poplar Point Energy Inc. (TSXV). Mr. Vallesi was a founding director of Seder Capital Inc., which completed its Qualifying Transaction with Covalon Technologies Inc. He was also a founding director of Kam Capital Corp. in 2007 which completed its qualifying transaction with Titan Medical Inc. in 2008. Prior to this, Mr. Vallesi served over 13 years in Scotiabank's commercial lending division from April 1988 to September 2001, his most recent position being that of Senior Relationship/Account Manager, Commercial Lending. Mr. Vallesi moved to Scotiabank after working with American Express in their Merchandise Audit Division and prior to that, articling for the accounting firm of Zittrer, Siblin, Stein, Levine, which has since merged with Ernst & Young LLP. Mr Vallesi received an undergraduate degree from The University of Western Ontario in 1980, a Bachelor of Commerce from The University of Windsor in 1982 and a Masters of Business Administration from The University of Windsor in 1983.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From		To	
				MM	YY	MM	YY
Anthony DeCristofaro	iSign Media Solutions Inc.	TSXV	Director	09	09		
	Transgaming Inc.	TSXV	Director	03	05		
	Hartco Inc. (1)	TSX & MSE	Director	07	99		
	Synchronica PLC (2)	TSXV & AIM	Director	09	10	04	12
	Northcore Technologies Inc.	TSX	Director	05	11	04	12
	iseemedia Inc.	TSXV	Chairman of the Board	06	05	09	10
	Luxell Technologies Inc.	TSX	Director	05	96	05	07
	Crown Minerals Inc.	TSXV	Director	08	07	06	09
Brian Vallesi	Titan Medical Inc.(3)	TSXV	Director	11	07	07	08
	Poplar Point Energy Inc.	TSXV	Director and Chief Financial Officer	04	11		
	Hudson River Minerals Ltd.	TSXV	Director and Chief Financial Officer	04	13		
Peter Simeon	Tolima Gold Inc.	TSXV	Director	05	13		

Notes:

(1) Mr. DeCristofaro was also a director of Hartco Income Fund and Hartco Corporation, both predecessor entities to Hartco Inc.
(2) Mr. DeCristofaro was also a director of Synchronica Inc., the Canadian subsidiary of Synchronica PLC.
(3) Formerly KAM Capital Corp.

Corporate Cease Trade Orders or Bankruptcies

Other than as described below, during the past 10 years, none of the directors, officers, Insider or promoters of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, was 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 order or similar order or an order that denied that issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

In August 2006, Luxell Technologies Inc. ("**Luxell**") announced its intention to file a proposal under the Bankruptcy and Insolvency Act. This proposal was accepted by the creditors in October 2006 and approved by the courts in November 2006. On April 27, 2007 the Ontario Securities Commission ("**OSC**") issued a temporary cease trade order against Luxell pursuant to National Policy 12-203 – *Cease Trade Orders for Continuous Disclosure Defaults*

("**NP 12-203**") in connection with Luxell's failure to file its quarterly financial statements and the related management's discussion and analysis for the period ended February 28, 2007 within the time periods prescribed by National Instrument 51-102 – Continuous Disclosure Obligations ("**NI 51-102**"). The interim financials were subsequently filed and the cease trade order expired in May, 2007. Mr. DeCristofaro was a director of Luxell during this time. Luxell ceased to be a reporting issuer on June 17, 2009.

On December 7, 2007, the OSC also issued a temporary management cease trade order against the directors, officers and insiders of Luxell, including Mr. DeCristofaro, as well as a temporary cease trade order against Luxell, pursuant to NP 12-203 for failure by Luxell to file its annual financial statements for the year ended August 31, 2007, its management's discussion and analysis relating to such annual financial statements and its annual information form for the year ended August 31, 2007 within the time periods prescribed by NI 51-102. On December 20, 2007, the OSC issued a permanent management cease trade order against the directors, officers and insiders of Luxell, including Mr. DeCristofaro, and a permanent cease trade order against Luxell in respect of the matters outlined above. Mr. DeCristofaro was a director of Luxell during this time. Luxell ceased to be a reporting issuer on June 17, 2009.

On May 9, 2011, the OSC issued a temporary cease trade order against Poplar Point Energy Inc. ("**Poplar**") pursuant to NP 12-203 in connection with Poplar's failure to file its annual financial statements for the year ended December 31, 2010 and, its management's discussion and analysis relating to the annual financial statements for the year ended December 31, 2010 within the time periods prescribed by NI 51-102, and the certification of the foregoing filings as required by National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. On May 20, 2011, the OSC issued a permanent cease trade order against Poplar in respect of the matters outlined above. Mr. Vallesi was a director of Poplar during this time.

Penalties or Sanctions

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

Individual Bankruptcies

None of the directors, officers, Insiders or promoters of the Corporation nor a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, nor a personal holding company of any such persons has, within the past 10 years before the date of this Prospectus, become bankrupt, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Indebtedness of Directors, Officers and Promoters

None of the directors, officers and promoters of the Corporation or any of their respective Associates or Affiliates has been indebted to the Corporation since the date of the Corporation's incorporation.

EXECUTIVE COMPENSATION

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

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

   (i) salaries;

   (ii) consulting fees;

   (iii) management contract fees or directors' fees;

   (iv) finders fees;

   (v) loans, advances, bonuses; and

   (vi) deposits and similar payments.

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

Upon closing of the Offering, the directors and officer of the Corporation will be granted Incentive Stock Options. See "Options to Purchase Securities".

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

RELATED PARTY TRANSACTIONS

Other than as disclosed herein, there are no material transactions with the directors, officers or principal holders of the Corporation's securities, or any Associates or Affiliates thereof, which have occurred since the date of the incorporation of the Corporation.

DIVIDEND POLICY

No dividends have been paid on any shares of the Corporation since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

If the Corporation generates earnings in the foreseeable future, it expects that they will be retained to finance growth, if any, and, when appropriate, retire debt. The directors of the Corporation will determine if and when dividends should be declared and paid in the future based on the Corporation's financial position at the relevant time. All of the Common Shares are entitled to an equal share in any dividends declared and paid.

PROMOTER

Simon Yakubowicz may be considered to be the promoter of the Corporation in that he took the initiative in organizing the business of the Corporation. As of the date hereof, Simon Yakubowicz owns 850,001 Common Shares and will be granted options to purchase up to a maximum of 402,000 Common Shares at $0.20 per share pursuant to the Stock Option Plan. See "Principle Shareholders", "Prior Sales", "Options to Purchase Shares" and "Directors and Officers and Promoters".

CONFLICTS OF INTEREST

There are potential conflicts of interest to which some of the directors, officers, insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. 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 Corporation 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 Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (Ontario), the rules of the Exchange and applicable securities laws, regulations and policies.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

All directors and officers of the Corporation have acquired Common Shares of the Corporation in the seed capital phase of the Corporation. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares on Closing of the Offering. See "Prior Sales", "Options to Purchase Securities".

DILUTION

Purchasers of the Common Shares offered hereunder will suffer an immediate dilution of 20.70% or $0.041 per Common Share, on the basis of there being 3,625,001 Common Shares of the Corporation issued and outstanding assuming completion of the Minimum Offering and 10.00% or $0.020 per Common Share on the basis of there being 7,500,001 Common Shares of the Corporation issued and outstanding assuming completion of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised under this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares, which list is not exhaustive:

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

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

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

(d) assuming completion of the Minimum Offering, an investor will suffer an immediate dilution to its investment of 20.70% or $0.041 per Common Share and assuming completion of the Maximum Offering, an investor will suffer an immediate dilution to its investment of 10.00% or $0.020 per Common Share. See "Dilution";

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

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

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

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

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

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

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares 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 will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

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

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

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

(o) in the event that management, directors or experts of the Corporation reside outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada;

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

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

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

(s) if the Corporation does not make an election to be a public corporation in the manner contemplated in this Prospectus, the purchasers may be penalized by the Canada Revenue Agency with respect to any Common Shares held in TFSAs (as defined hereafter under the heading "Eligibility for Investment").

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

ELIGIBILITY FOR INVESTMENT

Based on the current provisions of the Income Tax Act (Canada) (the "**Tax Act**"), the regulations thereto in force as of the date hereof (the "**Regulations**"), all amendments to the Tax Act and Regulations publically announced by the Minister of Finance as of the date hereof (the "**Proposed Amendments**") and counsel's understanding of the current published administrative practices of the Canada Revenue Agency, in the opinion of Wildeboer Dellelce LLP, counsel for the Corporation, provided the Common Shares are listed on a designated stock exchange (which includes the Exchange) on or before the Corporation's first filing due date under the Tax Act, and the Corporation elects in the manner and within the time limits prescribed by the Tax Act to be a "public corporation" (as that term is defined in the Tax Act) from the beginning of its first taxation year, the Common Shares will be qualified investments under the Tax Act and the Regulations in effect on the date hereof for trusts governed by registered retirement savings plans ("**RRSP**"), registered retirement income funds ("**RRIF**"), deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts ("**TFSA**"). The Corporation will provide a covenant in the Agency Agreement to file the public corporation election noted above.

Notwithstanding the foregoing, a holder of a TFSA or the annuitant of a RRSP or RRIF will be subject to an additional tax if the Common Shares held in a TFSA, RRSP or RRIF are "prohibited investments" under the Tax Act. The Common Shares generally will not be "prohibited investments" unless the holder or annuitant does not deal at arm's length with the Corporation, or the holder or annuitant has a "significant interest" (within the meaning of the Tax Act) in the Corporation or a corporation, partnership or trust with which the Corporation does not deal at arm's length for the purposes of the Tax Act.

Prospective purchasers who intend to hold Common Shares in a TFSA, RRSP or RRIF should consult their own tax advisors with respect to the prohibited investment rules (including having regard to Proposed Amendments issued on October 18, 2013).

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a "related issuer" or "connected issuer" of the Agent under National Instrument 33-105 – *Underwriting Conflicts*.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by Wildeboer Dellelce LLP on behalf of the Corporation, and by MacMillan LLP on behalf the Agent. As of the date hereof, partners and associates of Wildeboer Dellelce LLP own an aggregate of 50,000 Common Shares of the Corporation. Partners and associates of MacMillan LLP do not own, directly or indirectly, in the aggregate any Common Shares.

Collins Barrow Toronto LLP, Chartered Accountants, Toronto, Ontario, are the auditors of the Corporation.

No Person whose profession or business gives authority to a statement made by such Person who is named in this Prospectus has received or will receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation. As of the date of this Prospectus, other than as described above, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons, nor any officer, director or employee thereof, other than as described herein, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a promoter of the Corporation or an Associate or Affiliate of the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Collins Barrow Toronto LLP, Chartered Accountants, at their office at 11 King Street West, Suite 700, P.O. Box 27, Toronto, Ontario, M5H 4L7.

The transfer agent and registrar of the Corporation is Equity Financial Trust Company, at its principal office at 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1.

MATERIAL CONTRACTS

The Corporation has not entered into any material contracts and will not enter into any material contracts prior to the closing of this Offering, other than:

(a) the Transfer Agent, Registrar and Disbursing Agent Agreement dated October 31, 2012;

(b) the Escrow Agreement referred to under "Escrowed Securities"; and

(c) the Agency Agreement referred to under the "Plan of Distribution".

Copies of these agreements will be available for inspection at the registered office of the Corporation, at 40 Holly Street, Suite 201, Toronto, Ontario, M4S 3C3 and at the offices of the Commissions 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 securities 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 securities being distributed.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RECISSION

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

CERTIFICATE OF THE CORPORATION

Dated: February 20, 2014

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

"Simon Yakubowicz"	*"Anthony DeCristofaro"*
Simon Yakubowicz Chief Executive Officer and Corporate Secretary	Anthony DeCristofaro Chief Financial Officer and Director

ON BEHALF OF THE BOARD

"Peter Simeon"	*"Brian Vallesi"*
Peter Simeon Director	Brian Vallesi Director

CERTIFICATE OF THE PROMOTER

Dated: February 20, 2014

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

"Simon Yakubowicz"

Simon Yakubowicz

CERTIFICATE OF THE AGENT

Dated: February 20, 2014

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

Hampton Securities Limited

"Peter Deeb"

Peter Deeb
President and Chief
Executive Officer