This prospectus constitutes a public offering of these 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.

PROSPECTUS

INITIAL PUBLIC OFFERING **March 12, 2013**

FRIDAY CAPITAL INC.

(a Capital Pool Company)

Minimum Offering: $600,000 or 6,000,000 Common Shares
Maximum Offering: $800,000 or 8,000,000 Common Shares

Price: $0.10 per Common Share

The purpose of this offering (the "**Offering**") is to provide Friday Capital Inc. (the "**Corporation**") with a minimum amount of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as subsequently defined. Any proposed Qualifying Transaction, must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non-Arm's Length Qualifying Transaction, as subsequently defined, must also receive the Majority of the Minority Approval, as subsequently defined, in accordance with Exchange Policy 2.4 – Capital Pool Companies (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"), as subsequently defined. It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, as subsequently defined, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".

The Corporation hereby conditionally offers to the public through its agent, Macquarie Private Wealth Inc. (the "**Agent**"), a minimum of 6,000,000 common shares (the "**Minimum Offering**") in the capital of the Corporation (each a "**Common Share**") and a maximum of 8,000,000 Common Shares (the "**Maximum Offering**") at a price of $0.10 per Common Share. The Agent will be granted a non-transferable option to purchase such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering at a price of $0.10 per Common Share (the "**Agent's Option**"), 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.

An investment in the Common Shares is subject to a number of risks that should be considered by a prospective purchaser. See "Risk Factors".

Distribution

	Number of Common Shares	Price to the Public	Agent's Commission(1)	Net Proceeds to the Corporation(2)
Per Common Share	1	$0.10	$0.01	$0.09
Minimum Offering(3)	6,000,000	$600,000	$60,000	$540,000
Maximum Offering	8,000,000	$800,000	$80,000	$720,000

Notes:

(1) The Agent will receive a cash commission of 10% of the gross proceeds of the Offering, payable at Closing. The Agent has also been paid a corporate finance fee of $15,000 plus applicable taxes. The Agent will also be reimbursed by the Corporation for its legal fees up and disbursements plus applicable taxes and has been paid a retainer of $11,500 on account of such legal fees and disbursements. In addition, the Agent will be granted the Agent's Option, as subsequently defined, which Agent's Option is qualified for distribution under this prospectus. See "Plan of Distribution".

(2) Before deducting the costs and expenses of this issue (including certain pre-offering costs but excluding the Agent's fees and expenses), estimated in the aggregate amount of $115,000 including the listing fee and applicable taxes payable to the Exchange and filing fees and applicable taxes payable to the Commissions (as subsequently defined). See "Use of Proceeds".

(3) This prospectus also qualifies (i) the grant of the Agent's Option, (ii) the distribution of the Common Shares issuable upon the exercise of the Agent's Option, (iii) the grant of options to the directors and officers of the Corporation to purchase such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering (the "**Incentive Stock Options**"), which the Corporation proposes to grant to directors and officers after the closing of the Offering, and (iv) the distribution of the Common Shares issuable upon the exercise of such Incentive Stock Options. See "Plan of Distribution" and "Options to Purchase Securities".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to a minimum aggregate subscription of 6,000,000 Common Shares for total gross proceeds to the Corporation of $600,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement (as subsequently defined). If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Ontario Securities Commission, the Alberta Securities Commission, and the British Columbia Securities Commission (collectively, the "**Commissions**") and consented to by the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

Market for Securities

There is currently no market through which these securities may be sold and purchasers may not be able to resell the securities purchased hereunder. 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 Exchange has conditionally accepted the listing of the Corporation's Common Shares. Listing is subject to the Corporation fulfilling all the requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option, and the grant of options to the directors and officers of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the Commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 – *Passport System* and 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 Commissions 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 will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Corporation has not identified a potential Qualifying Transaction and has not entered into an Agreement in Principle, as subsequently defined. Until Completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. 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, or that any such opportunities or businesses acquired will be profitable. Moreover, additional funds may be required to successfully complete a Qualifying Transaction, 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. See "Business of the Corporation" and "Use of Proceeds".

The directors and officers of the Corporation will only devote a portion of their time and attention to the business and 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 and some or all of the directors and officers are or will be engaged in other projects or businesses that may give rise to conflicts of interest.

The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months from the date of listing of the Common Shares on the Exchange. The Commissions 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 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".

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "Risk Factors".

Subscribers acquiring Common Shares under this Offering will suffer an immediate dilution of approximately 16% per Common share or $0.016 per Common Share in the event of the Minimum

Offering and 13% per Common Share or $0.013 per Common Share in the event of the Maximum Offering, based on the gross proceeds of this issue, before the deduction of selling commissions or related expenses of the issue. See "Dilution" and "Risk Factors".

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

As a result of the aforementioned risk factors which are only a summary thereof, this Offering is suitable only to investors who are prepared to rely entirely on management of the Corporation and who can afford to risk the 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, or 120,000 Common Shares ($12,000) in the case of the Minimum Offering or 160,000 Common Shares ($16,000) 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 subsequently defined) of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, 240,000 Common Shares ($24,000) in the case of the Minimum Offering or 320,000 Common Shares ($32,000) in the case of the Maximum Offering.

Eligibility for Investment

In the opinion of Beard Winter LLP, counsel to the Corporation, the Common Shares, if, as and when listed on a designated stock exchange as defined under the *Income Tax Act* (Canada) (which includes the Exchange), will be qualified investments for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a registered disability savings plan, a deferred profit sharing plan or a tax-free savings account (the "**Plans**") as defined under the *Income Tax Act* (Canada) and the regulations made under the *Income Tax Act* (Canada). The Corporation has advised counsel to the Corporation that if the Common Shares are not listed on a designated stock exchange at the time of issue hereunder, the Corporation will file an election to be a public corporation with the Canada Revenue Agency in its tax return for its first taxation year such that the Common Shares will be qualified investments for such Plans notwithstanding that the Common Shares were not listed on a prescribed stock exchange at the time of issue hereunder.

If a purchaser of Common Shares, either alone or together with persons with whom the purchaser does not deal at arm's length, owns, directly or indirectly, 10% or more of the issued shares of any class in the capital of the Corporation, the Common Shares will be a prohibited investment for a tax-free savings account of which the purchaser is a holder.

Receipt of Subscriptions

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

Macquarie Private Wealth Inc.
550 Burrard Street
Suite 500
Vancouver, B.C.
V6B 2B5

Tel: (604) 640-0400
Fax: (604) 640-0300

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

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GLOSSARY

The following is a glossary of terms and abbreviations used frequently throughout this Prospectus.

"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 March 12, 2013 between the Corporation and the Agent.

"Agent" means Macquarie Private Wealth Inc.

"Agent's Option" means the non-transferable option granted by the Corporation to the Agent to purchase such number of Common Shares as is equal to 10% of the Common Shares sold pursuant to the Offering at a price of $0.10 per Common Share, exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange, which is qualified for distribution under this Prospectus.

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

(b) any partner of the Person or Company,

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

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

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

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

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

"Closing" means the completion of the Offering.

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

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

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

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

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

"Corporation" means Friday Capital Inc., a corporation incorporated under the laws of the Province of Ontario.

"CPC" means a corporation:

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

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

"CPC Policy" means Policy 2.4 of the Exchange.

"Escrow Agent" means Equity Financial Trust Company.

"Escrow Agreement" has the meaning given to such term below under the heading "Escrow Agreement - Escrowed Securities Prior to the Completion of the Qualifying Transaction".

"Exchange" means the TSX Venture Exchange Inc.

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

"HST" means Harmonized Sales Tax.

"Incentive Stock Options" means the stock options to be granted by the Corporation to its directors and officers on Closing of the Offering.

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

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

(a) a director or senior officer of 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, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Issuer; or

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

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

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

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

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

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

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

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

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

"Member" has the meaning specified in Exchange Policy 1.1 – *Interpretation.*

"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 an individual.

"Principal" means:

(a) a person or company who acted as a promoter of the issuer within two years or their respective Associates or Affiliates, before the initial public offering ("**IPO**") prospectus or Final Exchange Bulletin confirming final acceptance of a transaction;

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

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

(d) a 10% holder – a person or company that

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

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

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

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

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

"Pro Group" means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and,

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

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

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

(d) The Exchange 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 Exchange determines that:

(i) the Person is an affiliate or associate of the Member is 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.

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

"Related Party Transaction" has the meaning specified in Exchange Policy 1.1 – *Interpretation.*

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

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

"Seed Shares" means the 2,200,000 Common Shares issued by the Corporation on October 18, 2012 at a price of $0.05 per share for aggregate gross proceeds of $110,000 and 600,000 Common Shares issued by the Corporation on January 29, 2013 at a price of $0.05 per share for aggregate gross proceeds of $30,000.

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

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

"Stock Option Plan" means the amended and restated stock option plan of the Corporation adopted on March 12, 2013.

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

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

PROSPECTUS SUMMARY

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

The Corporation:	Friday Capital Inc. (an Ontario corporation).
Business of the Corporation:	The Corporation is a capital pool company as contemplated by 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. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. 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. 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. See "Business of the Corporation" and "Use of Proceeds".
Offering:	A total minimum of 6,000,000 Common Shares and a maximum of 8,000,000 Common Shares are being offered under this Prospectus at a price of $0.10 per Common Share for minimum gross proceeds of $600,000 and maximum gross proceeds of $800,000. This Offering is being made on a commercially reasonable efforts basis by the Agent. In addition, the Corporation will grant the Agent's Option to purchase such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering at a price of $0.10 per Common Share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which option is qualified for distribution under this Prospectus. The Corporation also intends to grant options to purchase the equivalent of 10% of the number of Common Shares sold pursuant to the Offering to the Corporation's directors and officers being, in aggregate, options to acquire 600,000 Common Shares in the case of the Minimum Offering and 800,000 Common Shares in the case of the Maximum Offering, which options are qualified for

distribution under this prospectus. All such options are qualified under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

Price: $0.10 per Common Share.

Directors and Officers: The directors and officers of the Corporation are:

Michael Davidson	C.E.O., C.F.O. & Director
Patrick Leung	Director
Harry Wylde	Director & Corporate Secretary
Anthony Viele	Director
Julia Lesnykh	Director
David Berg	Director
Tito Gandhi	Director

See "Directors, Officers and Promoters".

Use of Proceeds: The net proceeds to the Corporation from the Minimum Offering will be approximately $520,000 and from the Maximum Offering will be approximately $700,000 (after deduction of the Agent's commission, corporate finance fee plus HST and the issue expenses and costs). The net proceeds of this Offering 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 (i) 30% of the gross proceeds realized from the sale of securities issued by the Corporation and (ii) $210,000 may be used for purposes other than evaluating business or assets. See "Use of Proceeds", "Business of the Corporation" and "Risk Factors".

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 Securities: All of the currently issued and outstanding Common Shares of the Corporation, being 2,800,000 Common Shares, will be deposited in escrow pursuant to the terms of the Escrow Agreement, and will be released from escrow in tranches over a period of up to three (3) years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

Risk Factors:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation has not identified a potential Qualifying Transaction and has not entered into an Agreement in Principle. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of approximately 16% per Common Share or $0.016 per Common Share in the event of a Minimum Offering and 13% per Common Share or $0.013 per Common Share in the event of a Maximum Offering, before deducting selling commissions and expenses incurred by the Corporation. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transactions. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "Business of the Corporation" and "Risk Factors".

THE CORPORATION

Friday Capital Inc. (the "**Corporation**") was incorporated by articles of incorporation pursuant to the *Business Corporations Act* (Ontario) on February 3, 2012. On December 6, 2012, the Corporation filed articles of amendment to remove share transfer restrictions and private company provisions in its articles. The head office and registered office of the Corporation is located at 130 Adelaide Street West, Suite 701, Toronto, Ontario, M5H 2K4. The Corporation does not have any subsidiaries.

The share capital of the Corporation consists of an unlimited number of Common Shares. As of the date hereof, 2,800,000 Common Shares are issued and outstanding.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at the date hereof the preliminary expenses of the Corporation are approximately $35,000 with respect to the incorporation and organization of the Corporation, listing fees, filing fees, legal and auditors fees and expenses and expects such expenses to total approximately $115,000 in the aggregate (not including the Agent's commission and expenses in connection with this Offering). Certain proceeds of this Offering may be used 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. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation 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.

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

Method of Financing Acquisitions

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

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. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors.

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

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

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

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

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

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

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

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

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy and the restrictions in the CPC Policy precluding the 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 the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable Policies of the Exchange.

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or declarations, as applicable, 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 of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the Corporation within 24 months of the date of listing. In the event that the Common Shares of the Corporation are delisted by the Exchange, 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 issuer or its remaining assets in some other manner. See "Business of the Corporation - Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction" above.

Refusal of Qualifying Transaction

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

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

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

(i) a member firm of the Exchange;

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

(iii) Associates of any such person,

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

(a) The gross proceeds received by the Corporation from the sale of 2,800,000 Common Shares prior to the date of this Prospectus amount to $140,000.

(b) The Corporation incurred expenses and costs totalling approximately $25,000 with respect to the issue of the Common Shares referred to in (a) above.

(c) The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this Prospectus will be $600,000 in the case of a Minimum Offering and $800,000 in the case of a Maximum Offering.

(d) The estimated expenses and costs of this Offering, including the Agent's commission, legal fees, audit fees and listing fees, incurred to date and expected to be incurred, are estimated to amount to approximately $190,000 in the case of a Minimum Offering and $210,000 in the case of a Maximum Offering.

(e) The Corporation estimates that funds in the amount of $520,000 in the case of a Minimum Offering and $700,000 in the case of a Maximum Offering will be available to it from (i) the sale of the Common Shares distributed under this Prospectus and (ii) prior sales of the Common Shares.

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

Proceeds to the Corporation	Minimum Offering	Maximum Offering
Cash proceeds raised from prior to this Offering (1)	[$140,000]	[$140,000]
Expenses and costs relating to raising the cash proceeds, general and administrative expenses prior to this Offering and directors and officers insurance (2)	($30,000)	($30,000)
Cash proceeds to be raised pursuant to this Offering (3)	$600,000	$800,000
Estimated expenses and costs relating to this Offering (including listing fees, Agent's commission, corporate finance fee plus HST, legal fees, audit fees and expenses)(4)	($190,000)	($210,000)
Estimated funds available (on completion of this Offering)	$520,000	$700,000
Funds available for identifying and evaluating assets or business prospects (5)	$400,000	$580,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction (6)	$120,000	$120,000
TOTAL NET PROCEEDS	**$520,000**	**$700,000**

Notes:

(1) See "Prior Sales".

(2) The Corporation obtained a directors and officers insurance policy with a coverage limit of $1,000,000 from The Guarantee Company of North America and has paid the initial annual premium of $4,500 plus taxes.

(3) In the event the Agent exercises the Agent's Option and the directors or officers exercise their Incentive Stock Options there will be available to the Corporation a maximum of an additional $120,000 in the event of a Minimum Offering and $160,000 in the event of a Maximum Offering which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(4) It is estimated that legal fees will be approximately $60,000 (plus disbursements and HST), accounting and audit fees of approximately $6,000 (plus disbursements and HST), filing fees payable to securities regulatory authorities and listing fees payable to the Exchange estimated to be $25,000 (plus applicable taxes) and office and administrative related cost will be approximately $10,000. The Agent will receive a cash commission of 10% of the gross proceeds of the Offering and will be reimbursed for legal expenses estimated to be $15,000 (plus disbursements and HST), payable at Closing. As at the date hereof, the Corporation had incurred expenses for legal fees of approximately $25,000 (plus disbursements and HST) in connection with the Offering and has also paid to the Agent the amount of $15,000 (plus HST) in payment of a corporate finance fee and a retainer of $11,500 on account of the legal expenses of the Agent. As of the date hereof, the Corporation has also paid $5,000 (plus HST) to the Exchange as part of the Corporation's listing fee.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $400,000 in the event of a Minimum Offering and $580,000 in the event of a Maximum Offering on identifying and evaluating assets or businesses, the remaining funds

may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

(6) Estimated general and administrative expenses are expected to be approximately $5,000 per month including legal and auditing costs. This amount does not include costs relating to a Qualifying Transaction, is only an estimate and assumes completion of a Qualifying Transaction within 24 months from the date hereof. Actual expenses incurred could be higher or lower especially if a Qualifying Transaction is not completed within 24 months from the date hereof in which case additional general and administrative expenses will be incurred.

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

The proceeds from this Offering and any prior sale of Common Shares, after deducting the expenses associated with this Offering, will be sufficient only 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 "Use of Proceeds - Restrictions on Use of Proceeds", "Use of Proceeds - Private Placements for Cash," and "Use of Proceeds - Prohibited Payments to Related 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 obtain shareholder approval for a proposed Qualifying Transaction.

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

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

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

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

Restrictions on Use of Proceeds

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

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

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

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

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

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

  (iii) equipment leases; and

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

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

Private Placements for Cash

After the closing of 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, any Common Shares issued pursuant to the private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

Except as described under "Options to Purchase Securities" and "Use of Proceeds - Restrictions on Use of Proceeds", the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm's Length Party to the

Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

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

(b) deposits and similar payments.

Further, no such 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 of the Corporation), and the Corporation may also reimburse a Non Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "Use of Proceeds - Permitted Use of Funds".

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public a minimum of 6,000,000 Common Shares and a maximum of 8,000,000 Common Shares as provided in this Prospectus, at a price of $0.10 per Common Share, for gross proceeds of $600,000 in the case of a Minimum Offering and $800,000 in the case of a Maximum Offering subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation has paid to the Agent a corporate finance fee of $15,000 plus HST and the Corporation will pay the Agent's legal fees, estimated to be $15,000 plus disbursements and applicable taxes and has paid a retainer of $11,500 on account of such legal fees, disbursements and applicable taxes.

The Corporation has also agreed to grant to the Agent the Agent's Option to purchase such number of Common Shares as is equal to 10% of the Common Shares sold pursuant to this Offering at a price of $0.10 per share, which in the case of a Minimum Offering will be an option to purchase 600,000 Common Shares and in the case of a Minimum Offering will be an option to purchase 800,000 Common Share. The Agent's Option may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. The Agent's Option is qualified under this Prospectus. 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. The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering consists of a minimum of 6,000,000 Common Shares and a maximum of 8,000,000 Common Shares at a price of $0.10 per Common Share for total gross proceeds of $600,000 in the case of a Minimum Offering and $800,000 in the case of a Maximum Offering. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total Common Shares offered under this Prospectus or 120,000 Common Shares ($12,000) in the case of a Minimum Offering and 160,000 Common Shares ($16,000) in the case of a Maximum Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4% of the total number of Common Shares offered under this Prospectus or 240,000 Common Shares ($24,000) in the case of a Minimum Offering and 320,000 Common Shares ($32,000) in the case of a Maximum Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of $600,000 has been deposited and the Agent consents to the release thereof. Minimum Subscriptions for 6,000,000 Common Shares for total gross proceeds of $600,000 must be raised within 90 days of the date a final receipt for this prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will return the collected funds to the original subscribers without interest or deduction, unless such subscribers have otherwise instructed the Agent.

Other Securities To Be Distributed

The Corporation also proposes to grant further options to purchase up to approximately such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering to the directors and officers of the Corporation upon closing of the Offering at a price of $0.10 per Common Share in accordance with the policies of the Exchange which in the case of a Minimum Offering will be options to purchase 600,000 Common Shares and in the case of a Maximum Offering will be options to purchase 800,000 Common Shares. All such options are qualified for distribution under this prospectus. See "Options to Purchase Securities".

Determination of Price

The price of the Common Shares has been determined by the board of directors of the Corporation with reference to the CPC Policy and by negotiation between the Corporation and the Agent.

Listing Application

The Exchange has conditionally accepted the listing of these Common Shares. Listing is subject to the Corporation fulfilling all 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 or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation.

Until the Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the participants referred to above is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date. Such participants are permitted to subscribe for Common Shares pursuant to this Offering, subject to (i) the Exchange Policies; (ii) compliance with any applicable client priority rule, and (iii) the restrictions applicable to all purchasers to the Offering described under "Plan of Distribution - Offering and Minimum Distribution".

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 options to the directors and officers of the Corporation, 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 Commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 2,800,000 Common Shares are issued and outstanding as fully paid and non-assessable. In addition, up to 800,000 Common Shares are reserved for issuance pursuant to the exercise of options to be granted to the directors and officers of the Corporation on Closing of the Offering in the event of a Maximum Offering, as described below, and up to 800,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Option. All of which are qualified for distribution pursuant to this prospectus. See "Plan of Distribution".

The holders of Common shares are entitled to receive dividends, if, as and when declared by the Board of Directors, to receive notice of and attend all meetings of shareholders of the Corporation, to one vote per Common Share at such meetings of the shareholders of the Corporation and, upon liquidation, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares.

CAPITALIZATION

The following table sets forth the capitalization of the Corporation as at the date hereof, before and after giving effect to this Offering but prior to taking into account the costs of the Offering.

Designation of Security	Amount Authorized	Amount Outstanding as at October 31, 2012(1)	Amount Outstanding as at January 31, 2013	Amount Outstanding if Minimum Offering is completed (2)(3)	Amount Outstanding if Maximum Offering is completed (2)(3)
Common Shares	Unlimited	$110,000 (2,200,000 Common Shares)(4)	$140,000 (2,800,000 Common Shares)(4)	$740,000 (8,800,000 Common Shares)	$940,000 (10,800,000 Common Shares)

Notes:

(1) As at the date of this Prospectus, the Corporation had not commenced commercial operations.

(2) The Corporation plans to grant to officers and directors concurrently with the closing of this Offering the Incentive Stock Options to purchase an aggregate of 600,000 Common Shares at $0.10 per share in the case of the Minimum Offering and 800,000 Common Shares at $0.10 per share in the case of the Maximum Offering pursuant to the Corporation's Stock Option Plan. The Corporation has

also agreed to grant to the Agent a non-transferable Agent's Option to purchase that number of Common Shares that is equal to 10% of the total number of Common Shares sold pursuant to this Offering (600,000 Common Shares if the Minimum Offering is completed and 800,000 Common Shares if the Maximum Offering is completed), which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange at an exercise price of $0.10 per Common Share. See "Plan of Distribution".

(3) Based on gross proceeds of the Offering and before deducting the Agent's commission, fees and expenses and other expenses and costs of the Offering estimated at $115,000. See "Use of Proceeds – Proceeds and Principal Purposes".

(4) All of these Common Shares are subject to escrow restrictions. See "Escrowed Securities".

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Corporation has adopted the Stock Option Plan for its employees, directors, officers and consultants that governs all option grants made under the Stock Option Plan. The Stock Option Plan was established to provide additional incentives to attract, retain and motivate the directors, officers, employees and consultants of the Corporation.

Under the Stock Option Plan, a copy of which is available from the Corporation upon request, options to purchase Common Shares may be granted by the board of directors of the Corporation. The Stock Option Plan is a "rolling" option plan and options to purchase up to 10% of the issued and outstanding Common Shares have been authorized under the Stock Option Plan provided that, during such time the Corporation is a CPC, it can only issue options to purchase such number of Common Shares as is equal to 10% of its issued and outstanding Common Share at the time of Closing. Such options will be exercisable for a period of up to 5 years from the date of grant. In addition, the following restrictions apply to the Stock Option Plan: (i) no individual may be granted, in the aggregate, options to purchase Common Shares representing more than 5% of the Corporation's issued and outstanding Common Shares at the time of the grant of the options; (ii) no consultant may be granted, in the aggregate, options to purchase Common Shares representing more than 2% of the Corporation's issued and outstanding Common Shares at the time of the grant of the options; (iii) all persons conducting investor relations activities may not be granted, in the aggregate, options to purchase Common Shares representing more than 2% of the Corporation's issued and outstanding Common Shares; and (iv) options granted to consultants performing investor relations activities must vest in stages over 12 months with no more than one quarter of the options vesting in any 3 month period.

The Corporation, as long as it is a CPC, will not grant options to any Person providing investor relations activities, promotional or market-making services. Where the optionee does not continue as a director, officer, employee or consultant of the Resulting Issuer following completion of the Qualifying Transaction, the option will expire on the later of twelve months after the Completion of the Qualifying Transaction and 90 days after the optionee ceases to be a director, officer, employee or consultant of the Resulting Issuer. Otherwise, the options may be exercised for up to 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, employment, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options sunder the Option Plan prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

The Stock Option Plan is administered by the board of directors of the Corporation, which has authority and discretion, subject to the express provisions of the plan, to interpret the Stock Option Plan, to amend the Stock Option Plan and to make all other determinations deemed necessary or advisable for the administration of the Stock Option Plan. The board shall have the right, in its sole discretion, to amend, suspend or terminate the Stock Option Plan or any portion thereof at any time, in accordance with applicable legislation, without obtaining the approval of shareholders; provided that any amendment to any provision of the Stock Option Plan will be subject to any required regulatory approval, stock exchange rules and the provisions of applicable law, if any, that require the approval of shareholders.

Options to be Granted

The following table sets out the options to purchase Common Shares that will be granted to directors and officers of the Corporation on closing of the Offering:

Name	No. of Common Shares Reserved under Option (Minimum Offering)	No. of Common Shares Reserved under Option (Maximum Offering)	Exercise Price	Expiration Date
Michael Davidson	85,715	114,286	$0.10	5 years from date of grant
Patrick Leung	85,715	114,286	$0.10	5 years from date of grant
Harry Wylde	85,714	114,286	$0.10	5 years from date of grant
Anthony Viele	85,714	114,286	$0.10	5 years from date of grant
Julia Lesnykh	85,714	114,286	$0.10	5 years from date of grant
David Berg	85,714	114,285	$0.10	5 years from date of grant
Tito Gandhi	85,714	114,285	$0.10	5 years from date of grant

PRIOR SALES

Since the date of incorporation of the Corporation, 2,800,000 Common Shares have been issued as follows:

Date of Issue	Number of Common Shares [1]	Issue Price per Common Share	Aggregate Issue Price before share issuance costs	Nature of Consideration Received
October 18, 2012	2,200,000	$0.05	$110,000	Cash
January 29, 2013	600,000	$0.05	$30,000	Cash
TOTAL	2,800,000	$0.05	$140,000	Cash

Note:

(1) All of the 2,800,000 Common Shares are subject to escrow. See "Escrowed Securities".

ESCROWED SECURITIES

Escrowed Securities Prior to the Completion of the Qualifying Transaction

All of the 2,800,000 Common Shares issued prior to this Offering at a price below $0.10 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Pro Group prior to this Offering will be deposited with the Escrow Agent under the Escrow Agreement at the closing of the Offering.

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

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

Name and Municipality of Residence of Shareholder	Number of Common Shares Held in Escrow	Percentage of Common Shares Before Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to the Offering(1)	
			Minimum Offering	Maximum Offering
Michael Davidson Markham, Ontario	500,000	17.86%	5.68%	4.63%
Patrick Leung Thornhill, Ontario	400,000	14.29%	4.55%	3.70%
Harry Wylde Toronto, Ontario	500,000	17.86%	5.68%	4.63%
Anthony Viele Vaughan, Ontario	500,000	17.86%	5.68%	4.63%
Julia Lesnykh Toronto, Ontario	300,000	10.71%	3.41%	2.78%
David Berg Okotoks, Alberta	500,000	17.86%	5.68%	4.63%
Tito Gandhi Caledon East, Ontario	100,000	3.57%	1.14%	0.93%

Note:

(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Options and options granted, or to be granted, to directors and officers. See "Plan of Distribution" and "Options to Purchase Securities".

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 of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

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

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

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

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

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

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

(i) cancel all Seed Shares purchased by Non-Arm's Length Parties to the Corporation 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 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.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "**Value Securities**", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the "**Value Security Escrow Agreement**"). "**Value Securities**" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the assets, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under 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 (3) year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities, being releasable every six (6) months thereafter until the date which is 36 months after the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three (3) year escrow release mechanism with:

(a) 5% of the escrowed securities releasable at the time of the Final Exchange bulletin and an additional 5% releasable on the date which is six (6) months after the Final Exchange Bulletin;

(b) 10% of the escrowed securities being releasable on each of the dates which are 12 and 18 months after the Final Exchange Bulletin;

(c) 15% of the escrowed securities being releasable on each of the dates which are 24 and 30 months after the Final Exchange Bulletin; and

(d) 40% of the escrowed securities being releasable on the date which is 36 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 25% of the escrowed securities being releasable every six (6) months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for an eighteen month escrow release mechanism with 100% of the escrowed securities being released upon the issuance of the Final Exchange Bulletin, 20% on the date which is six (6) months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

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

(a) the private placement is announced at least five (5) 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 (4) month hold period, and

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

PRINCIPAL SHAREHOLDERS

The following table lists those persons who beneficially own, directly or indirectly, or exercise control or direction of 10% or more of the issued and outstanding Common Shares of the Corporation as of the date of this Prospectus:

Name and Municipality of Residence of Shareholders	Type of Ownership	Number of Common Shares Held(1)	Percentage of Common Shares Before Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to this Offering(2)(3)	
				Minimum Offering	Maximum Offering
Michael Davidson Markham, Ontario	Direct	500,000	17.86%%	5.68%	4.63%
Patrick Leung Thornhill, Ontario	Direct	400,000	14.29%	4.55%	3.70%
Harry Wylde Toronto, Ontario	Direct	500,000	17.86%	5.68%	4.63%
Anthony Viele Vaughan, Ontario	Direct	500,000	17.86%	5.68%	4.63%
Julia Lesnykh Toronto, Ontario	Direct	300,000	10.71%	3.41%	2.78%
David Berg Okotoks, Alberta	Direct	500,000	17.86%	5.68%	4.63%
Tito Gandhi Caledon East, Ontario	Direct	100,000	3.57%	1.14%	0.93%
Total		2,800,000	100%	31.82%	25.93%

Notes:

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

(2) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Options and options to be granted to directors and officers. See "Plan of Distribution" and "Options to Purchase Securities".

(3) On a fully diluted basis, assuming the exercise of the Agent's Option and the options to be granted to directors on the Closing of the Offering, after giving effect to the Offering, each of Michael Davidson, Harry Wylde, Anthony Viele and David Berg would own approximately 5.86% of the outstanding Common Shares in the event of a Minimum Offering and approximately 4.95% of the outstanding Common Shares in the event of a Maximum Offering, Patrick Leung would own approximately 4.86% of the outstanding Common Shares in the event of a Minimum Offering and approximately 4.15% of the outstanding Common Shares in the event of a Maximum Offering, Julia Lesnykh would own approximately 3.86% of the outstanding Common Shares in the event of a Minimum Offering and approximately 3.34% of the outstanding Common Shares in the event of a Maximum Offering, and Tito Gandhi would own approximately 1.86% of the outstanding Common Shares in the event of a Minimum Offering and approximately 1.73% of the outstanding Common Shares in the event of a Maximum Offering.

DIRECTORS, OFFICERS AND PROMOTERS

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

The board of directors of the Corporation presently consists of 7 persons. Each director holds office until the next annual meeting of shareholders or until his or her successor is elected or appointed. The following table sets out the names and municipalities of residence of the current directors and officers of the Corporation, their positions and offices with the Corporation, their present principal occupations, 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, Position and Municipality of Residence	Director or Officer Since	Present Principal Occupation	Percentage of Common Shares Held Prior to the Offering	Percentage of Common Shares upon Completion of the Offering[2]	
				Minimum Offering	Maximum Offering
Michael Davidson,[1] Director, C.E.O & C.F.O. Markham, Ontario	October 18, 2012	Consultant	17.86%	5.68%	4.63%
Patrick Leung,[1] Director, Thornhill, Ontario	October 18, 2012	Executive	14.29%	4.55%	3.70%
Harry Wylde,[1] Director & Corporate Secretary Toronto, Ontario	October 18, 2012 (director) & November 23, 2012 (officer)	Lawyer	17.86%	5.68%	4.63%
Anthony Viele, Director Vaughan, Ontario	October 18, 2012	Consultant	17.86%	5.68%	4.63%
Julia Lesnykh, Director Toronto, Ontario	October 18, 2012	Consultant	10.71%	3.41%	2.78%
David Berg, Director, Okotoks, Alberta	January 29, 2013	Executive	17.86%	5.68%	4.63%
Tito Gandhi, Director, Caledon East, Ontario	January 29, 2013	Executive	3.57%	1.14%	0.93%

Notes:

(1) Member of the Corporation's Audit Committee.

(2) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Options and options granted, or to be granted, to directors and officers. See "Plan of Distribution" and "Options to Purchase Securities".

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

Michael Davidson, Director, Chief Executive Officer & Chief Financial Officer – Mr. Davidson is currently the President of Amamus Consulting Inc. which provides coaching and mentoring to C-Level suite executives to enable business opportunities to translate into operational activities and profit. From 1997 to 2011, Mr. Davidson was Chief Information and Privacy Officer at Apotex Inc., a pharmaceutical company. Mr. Davidson was formerly a Director of Valencia Ventures Inc. (TSX-V:VVI) from April, 2000 to December, 2002. Mr. Davidson obtained a Bachelor of Science degree from York University.

Mr. Davidson is 57 and is a Canadian citizen resident in Markham, Ontario. Mr. Davidson will not work full-time for the Corporation however, he will devote such time as required in connection with the management of the Corporation and the identification and Completion of the Qualifying Transaction.

Patrick Leung, Director – Mr. Leung is currently the Chief Financial Officer of Fresco Microchip Inc., a private venture capital backed company focused on developing semi-conductors for the consumer electronics market. From 2006 to 2010, Mr. Leung was the Chief Financial Officer for Tristan Capital Inc. which was a private holding company with business units in the cable and broadcast communications markets. Mr. Leung previously held a management position with Rockwater Capital Corporation. Mr. Leung obtained Bachelor of Arts and Master of Accounting degrees from the University of Waterloo and has professional designations as a Chartered Accountant and Chartered Financial Analyst.

Mr. Leung is 44 and is a Canadian citizen, resident in Thornhill, Ontario. Mr. Leung will not work full-time for the Corporation however, he will devote such time as required in connection with the management of the Corporation and the identification and Completion of the Qualifying Transaction.

Harry Wylde, Director & Corporate Secretary – Harry Wylde is currently a partner in the law firm of Anderson & Wylde where he has practised law since 1988. Mr. Wylde practises in the area of corporate and commercial law for a broad range of domestic and foreign clients. Mr. Wylde was formerly a Director of Home Capital Group Inc. (TSX:HCG) from June, 1986 to July, 1990. Mr. Wylde is currently the President and Director of Chajasa Ontario Limited, a company engaged in real estate development. Mr. Wylde obtained Bachelor of Science and Bachelor of Laws degrees from the University of Toronto and has a Master of Laws degree from Osgoode Hall Law School, York University. Mr. Wylde was called to the bar by The Law Society of Upper Canada in 1973.

Mr. Wylde is 66 and is a Canadian citizen resident in Toronto, Ontario. Mr. Wylde will not work full-time for the Corporation however, he will devote such time as required in connection with the management of the Corporation and the identification and Completion of the Qualifying Transaction.

Anthony Viele, Director – Mr. Viele is currently the President and Director of Premier Strategic Alliance Inc., and has held these positions since the company was founded in 1996. Premier Strategic Alliance Inc. provides consulting and strategic advice to various companies in the metal and composite industries targeting specialty items for military, industrial and commercial use. Mr. Viele was formerly a Director of Hedman Resources Limited (TSX-V:HDM) from April to August, 2007.

Mr. Viele is 54 and is a Canadian citizen resident in Vaughan, Ontario. Mr. Viele will not work full-time for the Corporation however, he will devote such time as required in connection with the management of the Corporation and the identification and Completion of the Qualifying Transaction.

Julia Lesnykh, Director – Julia Lesnykh is currently an accountant at Valente, Pacitti LLP where she has provided accounting, audit and financial analysis services since 2006. Ms. Lesnykh was formerly an accountant for the Centre for Anthropological Research. Ms. Lesnykh obtained a degree in economics from the Institute of Economics, Law and Natural Sciences, Kuban State University, Russia. Ms. Lesnykh obtained an IMBA degree from the Schulich School of Business, York University.

Ms. Lesnykh is 35 and is a Canadian citizen resident in Toronto, Ontario. Ms. Lesnykh will not work full-time for the Corporation however, she will devote such time as required in connection with the management of the Corporation and the identification and Completion of the Qualifying Transaction.

David Berg, Director – Mr. Berg currently provides management consulting services since July, 2007. For period of twenty-five years until June, 2007, Mr. Berg served in a variety of management positions at Loblaw Companies Limited. Mr. Berg was a director of Potash One Inc. (TSX:KCL) from November, 2007 to January, 2011 and acted in the capacity of Chairman of Potash One Inc. from May 2008 to May, 2009. Commencing in November 2007, Mr. Berg has served as CEO, CFO and a director of MKango Resources Ltd. (formerly Alloy Capital Corp.) (TSX-V:MKA) and is currently a non executive director of MKango Resources Ltd., a former CPC listed on the Exchange in September, 2008. Mr. Berg has also acted as a director of Harvest One Capital Inc. (TSX-V:WON.H) since February, 2010.

Mr. Berg is 51 and is a Canadian citizen resident in Okotoks, Alberta. Mr. Berg will not work full-time for the Corporation however, he will devote such time as required in connection with the management of the Corporation and the identification and Completion of the Qualifying Transaction.

Tito Gandhi, Director – Tito Gandhi is currently the C.E.O. of Raj Gaming Inc., a position he has held since August, 2006. Mr. Gandhi is also currently the C.F.O. of Isis Lab Inc., a position that he has held since July, 2010. Mr. Gandhi served as General Manager of the Canadian Business Systems and Office Solutions Group which was acquired in 2004 by Imagistics International, Inc. Mr. Gandhi has been a director of Vast Exploration Inc. (TSX-V:VST) since May, 2004.

Mr. Gandhi is 57 and is a Canadian citizen resident in Caledon East, Ontario. Mr. Gandhi will not work full-time for the Corporation however, he will devote such time as required in connection with the management of the Corporation and the identification and Completion of the Qualifying Transaction

The directors and officers, as a group, beneficially own and control 2, 800,000 Common Shares, which represents 100% of the issued and outstanding Common Shares before giving effect to this Offering. Such Common Shares will represent 31.82% of the issued and outstanding Common Shares upon completion of a Minimum Offering and 25.93% of the issued and outstanding Common Shares upon completion of a 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".

Promoter

Michael Davidson may be considered to be the promoter of the Corporation in that he took the initiative in founding and organizing the Corporation.

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 (5) years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction.

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	From	To
David Berg	Mkango Resources Ltd. (formerly Alloy Capital Corp.)	TSXV	Director	November, 2007	Present
			C.E.O.	November, 2007	December, 2010
			C.F.O.	November, 2007	June, 2011
			Corporate Secretary	December, 2010	June, 2011
	Potash One Inc.	Toronto Stock Exchange	Director	November, 2007	January, 2011
	Harvest One Capital Inc.	TSXV	Director	February, 2010	Present
Tito Gandhi	Vast Exploration Inc.	TSXV	Director	May, 2007	Present

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, Control Person or promoter of the Corporation has, within the last ten (10) years, been a director, officer or promoter of any issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

No director, officer, Insider, Control Person or promoter 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 bode or self-regulating authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No director, officer, Insider, Control Person or promoter of the Corporation, or a personal holding company of any such persons has, within the ten (10) years before the date of the Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Conflict 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 and officers 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 and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under set out under the *Business Corporations Act* (Ontario), and applicable securities law, regulations and policies.

Audit Committee

Exchange Policy 3.1 requires that the Corporation have an audit committee of at least three directors, the majority of whom are not employees, Control Persons, or officers of the Corporation or any of its Associates or Affiliates. The audit committee will be responsible for overseeing the accounting and financial reporting processes of the Corporation and the audit of the financial statements of the Corporation.

The board of directors of the Corporation has appointed an audit committee consisting of the following three directors: Michael Davidson, Patrick Leung, and Harry Wylde. Patrick Leung will act as the Chairman of the audit committee.

EXECUTIVE COMPENSATION

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

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

(i) salaries;

(ii) consulting fees;

(iii) management contract fees or directors' fees;

(iv) finders fees;

(v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Corporation may also be granted stock options. See "Options to Purchase Securities".

Following the 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.

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.

PROMOTERS

Michael Davidson may be considered to be a promoter of the Corporation in that he took the initiative in funding and organizing the Corporation. Michael Davidson will be granted options pursuant to the Stock Option Plan to purchase the number of Common Shares that is equal to approximately 1.4% of the total number of Common Shares sold under the Offering, or 85,715 Incentive Stock Options in the case of the Minimum Offering and 114,286 Incentive Stock Options in the case of the Maximum Offering. In addition, Michael Davidson owns 500,000 Common Shares which were acquired at a price of $0.05 per share on October 18, 2012. See "Principal Shareholders", "Share Options", "Prior Sales", "Options to Purchase Shares" and "Directors, Officers and Promoters".

RELATED PARTY TRANSACTIONS

Other than as disclosed elsewhere in this Prospectus, there are no material transactions with the directors, officers, promoters or principal holders of the Corporation's securities that have occurred since the date of incorporation of the Corporation.

DILUTION

Purchasers of Common Shares will suffer an immediate dilution of 16% per Common Share or $0.016 per Common Share pursuant to the Minimum Offering and 13% per Common Share or $0.013 per Common Share pursuant to the Maximum Offering, on the basis of there being 8,800,000 Common

Shares issued and outstanding following completion of the Minimum Offering and 10,800,000 Common Shares issued and outstanding following completion of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Corporation, and is set forth below:

Item	**Minimum Offering**	**Maximum Offering**
Gross proceeds of prior share issues	$140,000	$140,000
Gross proceeds of this Offering	$600,000	$800,000
Total gross proceeds after this Offering	$740,000	$940,000
Offering price per share	$0.10	$0.10
Gross proceeds per share after this Offering	$0.084(1)	$0.087(1)
Dilution per share to subscriber	$0.016(1)	$0.013(1)
Percentage of dilution in relation to offering price	16%	13%

Note:
(1) Rounded to the nearest one hundredth of a cent.

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares, which 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 the 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";

(d) assuming completion of the Minimum Offering, an investor will suffer an immediate dilution to its investment of 16% per Common Share or $0.016 per Common Share and in the case of completion of the Maximum Offering, an investor will suffer an immediate dilution to its investment of 13% per Common Share or $0.013 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 fair value for the Common Shares;

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

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

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

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

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

(p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the 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; and

(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.

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

LEGAL PROCEEDINGS

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Beard Winter LLP, counsel to the Corporation, the Common Shares, if, as and when listed on a designated stock exchange as defined under the *Income Tax Act* (Canada) (which includes the Exchange), will be qualified investments for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a registered disability savings plan, a deferred profit sharing plan or a tax-free savings account (the "**Plans**") as defined under the *Income Tax Act* (Canada) and the regulations made under that Act. The Corporation has advised counsel to the Corporation that if the Common Shares are not listed on a designated stock exchange at the time of issue hereunder, the Corporation will file an election to be a public corporation with the Canada Revenue Agency in its tax return for its first taxation year such that the Common Shares will be qualified investments for such Plans notwithstanding that the Common Shares were not listed on a prescribed stock exchange at the time of issue hereunder.

If a purchaser of Common Shares, either alone or together with persons with whom the purchaser does not deal at arm's length, owns, directly or indirectly, 10% or more of the issued shares of any class in the capital of the Corporation, the Common Shares will be a prohibited investment for a tax-free savings account of which the purchaser is a holder.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a related or connected party (as such terms are defined in National Instrument 33-105 *Underwriting Conflicts)* to the Agent. Neither the Agent, nor any of its partners, officers or employees own any Common Shares.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Beard Winter LLP on behalf of the Corporation and by Getz Prince Wells LLP on behalf of the Agent. Other than as discussed in this Prospectus, as of the date hereof, no "professional person", responsible solicitor or any partner of a responsible solicitor's firm holds any beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an Associate or Affiliate of the Corporation (but may subscribe for Common Shares pursuant to the Offering), 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. For the purposes of this section, "professional person" means any person whose profession gives authority to a statement made by the person in the person's capacity and includes a barrister and solicitor (attorney), a public accountant, an appraiser, a valuator, an engineer or a geologist.

AUDITORS, TRANSFER AGENTS AND REGISTRAR

The Corporation's auditors are MSCM LLP at 701 Evans Avenue, 8th Floor, Toronto, Ontario, M9C 1A3. The partners and associates of MSCM LLP do not own any Common Shares.

Prior to the closing of the Offering, MSCM LLP is independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

The transfer agent and registrar for the Common Shares is Equity Financial Trust Company at its principal offices in Toronto, Ontario.

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 as of November 19, 2012 between the Corporation and the transfer agent and registrar of the Corporation;

(b) the Agency Agreement dated as of March 12, 2013 between the Corporation and the Agent referred to under the "Plan of Distribution";

(c) the Escrow Agreement dated as of March 12, 2013 between the Escrow Agent, the Corporation and the shareholders of the Corporation who acquired Seed Shares referred to under "Escrowed Securities"; and

(d) the Stock Option Plan dated as of March 12, 2013 referred to under "Options to Purchase Securities".

Copies of these agreements will be available for inspection at the offices of Beard Winter LLP, counsel to the Corporation, at 130 Adelaide Street West, Suite 701, Toronto, Ontario, M5H 2K4 during ordinary business hours while the securities offered by the 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. This right may be exercised within two (2) business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

We have read the prospectus of Friday Capital Inc. (the ***"Corporation"***) dated March 12, 2013 relating to the issue and sale of a minimum of 6,000,000 Common Shares and a maximum of 8,000,000 Common Shares of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the inclusion in the above-mentioned prospectus of our report to the directors of the Corporation on the statement of financial position of the Corporation as at October 31, 2012 and the statements of comprehensive loss, changes in shareholders' equity and cash flows for the period from the date of incorporation (February 3, 2012) to October 31, 2012. Our report is dated March 12, 2013.

Toronto, Canada, March 12, 2013 *"MSCM LLP"*

MSCM LLP, Chartered Accountants

FRIDAY CAPITAL INC.

FINANCIAL STATEMENTS

Friday Capital Inc.

(A Capital Pool Company)

Financial Statements

October 31, 2012

Independent Auditor's Report

To the Directors of
Friday Capital Inc.
(A Capital Pool Company)

Report on the Financial Statements

We have audited the accompanying financial statements of Friday Capital Inc., which comprise the statement of financial position as at October 31, 2012, and the statement of comprehensive loss, statement of changes in shareholders' equity and statement of cash flows for the period from February 3, 2012 (date of incorporation) to October 31, 2012 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

701 Evans Avenue, 8th Floor, Toronto On M9C 1A3, Canada T (416) 626-6000 F (416 626-8650) MSCM.CA

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 in the financial statements which describes uncertainty about whether the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares are listed on the TSX Venture Exchange.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Friday Capital Inc. as at October 31, 2012, and its financial performance and its cash flows for the period from February 3, 2012 (date of incorporation) to October 31, 2012 in accordance with International Financial Reporting Standards.

Signed: ***"MSCM LLP"***

Chartered Accountants
Licensed Public Accountants

Toronto, Ontario
March 12, 2013

Statement of Financial Position
October 31, 2012

Assets		
Current assets		
Cash held in trust *(note 3)*	$	110,000
Deferred financing fees *(note 4)*		10,460
	$	120,460
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	$	31,150
Shareholders' equity		
Share capital *(note 5)*		99,540
Deficit		(10,230)
		89,310
	$	120,460

Nature of operations *(note 1)*

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

Approved by the Board

Signed: ***"Patrick Leung"***

Director

Signed: ***"Michael Davidson"***

Director

Statement of Comprehensive Loss
for the period from February 3, 2012 (date of incorporation) to October 31, 2012

Expenses		
Professional fees	$	10,230
Comprehensive loss for the period	**$**	**(10,230)**
Loss per share - basic and diluted	**$**	**(0.09)**
Weighted average shares outstanding - basic and diluted		**113,235**

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

Statement of Changes in Shareholders' Equity
for the period from February 3, 2012 (date of incorporation) to October 31, 2012

	Share Capital Number of Shares	Share Capital Amount	Deficit	Shareholders' Equity
Issuance of common shares	**2,200,000**	**$ 110,000**	**$ -**	**$ 110,000**
Share issue costs	**-**	**(10,460)**	**-**	**(10,460)**
Comprehensive loss for the period	**-**	**-**	**(10,230)**	**(10,230)**
Balance, October 31, 2012	**2,200,000**	**$ 99,540**	**$ (10,230)**	**$ 89,310**

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

Statement of Cash Flows
for the period from February 3, 2012 (date of incorporation) to October 31, 2012

Cash flow from operating activities	
Net loss for the period	$ **(10,230)**
Net change in non-cash working capital	
Accounts payable and accrued liabilities	**10,230**
	-
Cash flow from financing activities	
Proceeds from issuance of shares	**110,000**
Proceeds from shares to be issued	**-**
Funds held in trust	**(110,000)**
	-
Net change in cash	**-**
Cash, beginning of period	**-**
Cash, end of period	$ **-**

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

1. Nature of Operations

Friday Capital Inc. (the "Company") was incorporated under the *Business Corporations Act of Ontario* on February 3, 2012. The Company intends to carry on business as a "Capital Pool Corporation" ("CPC"), as this term is defined in the policies of the TSX Venture Exchange (the "Exchange"). As of October 31, 2012, the Company has no business operations and did not enter in to any agreements to acquire an interest in businesses or assets. The Company's principal purpose is the identification, evaluation and acquisition of assets, properties or businesses or participation therein subject, in certain cases, to shareholder approval and acceptance by the Exchange.

Where an acquisition or participation (the "Qualifying Transaction") is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. Under the policies of the Exchange, the Company must identify and complete a Qualifying Transaction within 24 months from the date the Company's shares are listed for trading on the Exchange. There is no assurance that the Company will be able to complete a Qualifying Transaction within 24 months of being listed or that it will be able to secure the necessary financing to complete a Qualifying Transaction. The Exchange may suspend or de list the Company's shares from trading should it not meet these requirements.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The Company's head office and registered records office address is 130 Adelaide Street West, Suite 701, Toronto, Ontario, Canada, M5H 2K4.

These financial statements were authorized for issue by the Board of Directors on March 12, 2012.

2. Summary of Significant Accounting Policies

Statement of Compliance

These financial statements have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB").

Basis of Measurement

The financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

2. Summary of Significant Accounting Policies - continued

Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Cash

Cash is cash held in a law firm's trust account, which are proceeds from the issuance of share capital.

Income Taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

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

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Basic and Diluted Loss per Share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

2. Summary of Significant Accounting Policies - continued

Share-Based Payments

Equity-settled share based payments for directors, officers, employees, and consultants are measured at fair value at the date of grant and recorded as compensation expense in the financial statements. Stock options are measured at the fair value of each tranche on the grant date and are recognized in their respective vesting period using the Company's forfeiture rate. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share based instruments.

Financial Instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - this category comprises derivatives, or assets acquired principally for the purpose of being resold in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Loans and receivables - these assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

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

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

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Company has classified its cash held in trust as a financial asset at fair value through profit and loss.

2. Summary of Significant Accounting Policies - continued

Financial Instruments - continued

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

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

Other financial liabilities - this category includes accounts payables and accrued liabilities, all of which are recognized at amortized cost.

The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

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

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

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of October 31, 2012, cash held in trust is measured at fair value and is classified within Level 1 of the fair value hierarchy on the statement of financial position.

Accounting standards issued but not yet applied

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning in later periods. These new standards, which have not been applied within these financial statements, are not expected to have a future impact on the financial statements.

3. Funds Held in Trust

Once the Company has been successful in being classified as a Capital Pool Company, the proceeds raised from the issuance of capital stock may only be used to identify and evaluate assets or businesses for future investments, with the exception that not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Company or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenditures of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the TSX Venture Exchange. The cash is currently held in trust by the lawyer of the Company.

4. Deferred Financing Costs

The Company incurred $10,460 in professional fees related to its public share offering to October 31, 2012. These amounts and other related amounts which may be incurred will be deducted against share capital when the public share offering is completed.

5. Share Capital

Authorized

Unlimited Common shares

Issued and Outstanding

2,200,000	Common shares	$ **99,540**

On October 18, 2012, the Company issued 2,200,000 common shares at a price of $0.05 per share for gross proceeds of $110,000. The Company incurred share issue costs of $10,460.

Escrow Shares

Subject to an Escrow Agreement pursuant to the requirements of the TSX Venture, the 2,200,000 shares issued on October 18, 2012 will be held in escrow. Under the terms of the Escrow Agreement, these shares will be released as to 10% thereof on the completion of the Company's Qualifying Transaction, as defined in the policies of the TSX Venture, and as to 15% thereof on each of the 6th, 12th, 18th, 24th, 30th and 36th months following the initial release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction must also be deposited in escrow until the Final Exchange Bulletin is issued.

All common shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the TSX Venture, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be escrowed.

5. Share Capital - continued

Stock Options

As of October 31, 2012 the Company had no issued or outstanding stock options.

6. Financial Instruments

Fair Values

At October 31, 2012, the Company's financial instruments consist of cash held in trust and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments. The Company classifies its cash held in trust as financial assets at fair value through profit and loss, and its account payable as other financial liabilities.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The financial instrument that potentially subjects the Company to a concentration of credit risk is cash held in trust. To minimize the credit risk the $110,000 is held within a law firm's trust account.

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

7. Capital Management

The Company's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets. The Company does not have any externally imposed capital requirements to which it is subject. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

8. Subsequent Events

(i) Initial Public Offering

Pursuant to an agency agreement between the Company and Macquarie Private Wealth Inc. (the "Agent") dated March 12, 2013; the Company agreed to file a Prospectus with the Alberta Securities Commission, British Columbia Securities Commission and Ontario Securities Commission for the issuance of a minimum of 6,000,000 and a maximum of 8,000,000 common shares at a price of $0.10 per share for gross proceeds of a minimum of $600,000 and a maximum of $800,000 (the "Offering").

The Company agreed to pay the Agent a commission of 10% of the gross proceeds of the Offering, a corporate finance fee of $15,000 and reimbursement to the Agent for its legal fees and disbursements plus applicable taxes. Currently, the Company has paid the corporate finance fee and a retainer of $11,500 towards legal fees. The Agent will also be granted compensation options to purchase up to 10% of the common shares sold under the Offering at a price of $0.10 per common share, which will expire 24 months from the date the common shares are listed for trading on the Exchange.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of the Qualifying Transaction.

(ii) Stock Options

The Company intends to grant incentive stock options to directors and officers of the Company to purchase a number of common shares equal to 10% of the number of common shares issued pursuant to the offering described in (i) above. The options will be granted at a price of $0.10 per common share, exercisable for five years from the date of grant, subject to regulatory approval, upon the listing of the Corporation's common shares on the Exchange.

(iii) Share Issuance

On January 29, 2013, the Company issued 600,000 common shares at a price of $0.05 per share for gross proceeds of $30,000.

CERTIFICATE OF THE CORPORATION

Dated: March 12, 2013

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

By: "*Michael Davidson*"
Michael Davidson, C.E.O. & C.F.O.

On behalf of the Board of Directors

By: "*Patrick Leung*"
Patrick Leung, Director

By: "*Harry Wylde*"
Harry Wylde, Director

CERTIFICATE OF THE PROMOTER

Dated: March 12, 2013

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

By: "*Michael Davidson*"
Michael Davidson
Promoter

CERTIFICATE OF THE AGENT

Dated: March 12, 2013

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

Macquarie Private Wealth Inc.

By: "*Brent Larkan*"
Brent Larkan, Head of Syndication and PVC

By: "*Nargis Sunderji*"
Nargis Sunderji, Vice-President,
PVC Corporate Finance