A COPY OF THIS PRELIMINARY PROSPECTUS HAS BEEN FILED WITH THE SECURITIES REGULATORY AUTHORITIES IN THE PROVINCES OF BRITISH COLUMBIA, ALBERTA AND ONTARIO AND WITH THE TSX VENTURE EXCHANGE INC. BUT HAS NOT YET BECOME FINAL FOR THE PURPOSE OF THE SALE OF SECURITIES. INFORMATION CONTAINED IN THIS PRELIMINARY PROSPECTUS MAY NOT BE COMPLETE AND MAY HAVE TO BE AMENDED. THE SECURITIES MAY NOT BE SOLD UNTIL A RECEIPT FOR THE PROSPECTUS IS OBTAINED FROM THE SECURITIES REGULATORY AUTHORITIES.

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

PRELIMINARY PROSPECTUS

Initial Public Offering **May 24, 2013**

INOVENT CAPITAL INC.
(a Capital Pool Company)

Minimum Offering: $200,000 or 2,000,000 Common Shares

Maximum Offering: $500,000 or 5,000,000 Common Shares

Price: $0.10 per Common Share

Inovent Capital Inc. (the "**Corporation**") hereby qualifies for distribution, through its agent, Euro Pacific Canada Inc. (the "**Agent**"), a minimum of 2,000,000 common shares in the share capital of the Corporation (the "**Common Shares**") for minimum gross proceeds of $200,000 and a maximum of 5,000,000 Common Shares for maximum gross proceeds of $500,000 (the "**Offering**"). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 - Capital Pool Companies (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, as hereafter 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".

	Common Shares	Price to Public	Agent's Commission(1)	Net Proceeds to the Corporation(2)
Per Common Share	1	$0.10	$0.01	$0.09
Minimum Offering	2,000,000	$200,000	$20,000	$180,000
Maximum Offering	5,000,000	$500,000	$50,000	$450,000

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent will also be paid a corporate finance fee of $10,000 (plus applicable taxes), of which $5,000 has been paid as a non-refundable deposit. The Corporation has also paid a $10,000 retainer, which will be applied towards the Agent's legal fees, expenses and other costs it incurs, which legal fees shall not exceed $15,000, excluding disbursements and taxes. In addition, the Agent will be granted the Agent's Option (as hereafter defined). The Agent's Option entitles the Agent to purchase a minimum of 200,000 Common Shares and a maximum of 500,000 Common Shares at a price of $0.10 per Common Share and is exercisable for a period of 12

months from the day the Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this Prospectus. See "Plan of Distribution - Agency Agreement and Agent's Compensation".

(2) Before deducting the costs of this issue estimated at $75,000 for both the minimum Offering and the maximum Offering, which includes legal and audit fees and other expenses of the Corporation, the corporate finance fee, fees and expenses payable to the Agent and the listing fee payable to the Exchange, excluding filing fees payable to the Commissions. See "Use of Proceeds".

This Offering is made on a "commercially reasonable efforts" agency basis by the Agent and is subject to the completion of a minimum subscription of 2,000,000 Common Shares for gross proceeds to the Corporation of $200,000. 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 an agency agreement between the Corporation and the Agent (the "**Agency Agreement**"). If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the regulatory authorities and the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and any sub-agents will be granted a non-transferable option (the "**Agent's Option**") to purchase a minimum of 200,000 Common Shares and a maximum of 500,000 Common Shares at a price of $0.10 per Common Share and which may be exercised for a period of 12 months from the day the Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. See "Plan of Distribution - Agency Agreement and Agent's Compensation".

This prospectus also qualifies for distribution options to be granted to directors and officers of the Corporation (the "**Directors' and Officers' Options**") at the closing (the "**Closing**") of the Offering. The Directors' and Officers' Options entitle the holders thereof to purchase an aggregate of 430,000 Common Shares, if the minimum Offering is subscribed for, and an aggregate of 730,000 Common Shares, if the maximum Offering is subscribed for, at $0.10 per Common Share. Such options may be exercised for a period of 5 years from the date of such grant.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Directors' and Officers' Options, as hereafter defined, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-202 ("MI 11-102") and National Policy 11-202 ("NP 11-202") and the time the Common Shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority(ies) grants a discretionary order. See "Plan of Distribution".

There is currently no market through which these securities may be sold. The Corporation has applied to list its Common Shares on the Exchange. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange.

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

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

The Agent conditionally offers these Common Shares on a "commercially reasonable efforts" basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Miller Thomson LLP, on behalf of the Corporation, and by Davis LLP, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 40,000 Common Shares ($4,000) if the minimum Offering is subscribed for and 100,000 Common Shares ($10,000) if the maximum Offering is subscribed for. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 80,000 Common Shares ($8,000) if the minimum Offering is subscribed for and 200,000 Common Shares ($20,000) if the maximum Offering is subscribed for. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the closing of the Offering unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Shares were purchased.

EURO PACIFIC CANADA INC.
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GLOSSARY

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

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

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

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

A Company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

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

"**Agency Agreement**" means the agency agreement dated ●, 2013, between the Corporation and the Agent.

"**Agent**" means Euro Pacific Canada Inc. at its office in the City of Vancouver, in the Province of British Columbia.

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent and any sub-agents entitling the Agent and any sub-agents to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share, if the minimum Offering is subscribed for, or up to 500,000 Common Shares at a price of $0.10 per Common Share, if the maximum Offering is subscribed for, and which may be exercised for a period of 12 months from the day the Common Shares of the Corporation are listed on the Exchange.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person;

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

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

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

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

but

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

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

"**Commission**s" means the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

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

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

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

"**Control Person**" means any Person 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 Inovent Capital Inc., a corporation incorporated under the *Business Corporations Act* (British Columbia) and having its registered office in the City of Vancouver, in the Province of British Columbia.

“**CPC**” means a company:

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

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

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

“**Directors’ and Officers’ Options**” means options to be granted at the Closing of the Offering to directors and officers of the Corporation, which options entitle the holders to purchase an aggregate of 430,000 Common Shares at a price of $0.10 per Common Share, if the minimum Offering is subscribed for, and an aggregate of 730,000 Common Shares at a price of $0.10 per Common Share, if the maximum Offering is subscribed for. These options may be exercised for a period of 5 years from the date of such grant.

“**Escrow Agreement**” means the escrow agreement dated ●, 2013 among the Corporation, the Trustee and the founding shareholders of the Corporation.

“**Exchange**” means the TSX Venture Exchange Inc.

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

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

“**Initial public offering**” or “**IPO**” means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

“**Person**” means a Company or individual.

“**Principal**” means:

(a) a Person or Company who acted as a Promoter of the Issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or Final Exchange Bulletin;

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

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

(d) a "10% holder" – a Person that:

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

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

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

A Company, 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.

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

"**Pro Group**" means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

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

(i) the Person is an affiliate or associate of the Member acting at arm's length of the Member;

(ii) the associate or affiliate has a separate corporate and reporting structure;

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

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

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

"**Related Party Transaction**" has the meaning ascribed to that term under Appendices 5B and 5C of the Exchange Policy 5.9 incorporating by reference Ontario Securities Commission Rule 61-501, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

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

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

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

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

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

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

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

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

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

PROSPECTUS SUMMARY

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

The Corporation:	Inovent Capital Inc.
Business of the Corporation:	The Corporation is a CPC. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See "Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction".
Offering:	A minimum of 2,000,000 Common Shares and a maximum of 5,000,000 Common Shares are being offered and qualified under this prospectus at a price of $0.10 per Common Share. In addition, the Corporation will grant to the Agent the Agent's Option to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share if under the minimum Offering, or up to 500,000 Common Shares at a price of $0.10 per Common Share if under the maximum Offering. The Agent's Option may be exercised for a period of 12 months from the day the Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. This prospectus also qualifies for distribution the Directors' and Officers' Options to be granted at the Closing which entitle the holders thereof to purchase an aggregate of 430,000 Common Shares at a price of $0.10 per Common Share, if under the minimum Offering, or up to 730,000 Common Shares at a price of $0.10 per Common Share, if under the maximum Offering. The Directors' and Officers' options may be exercised for a period of 5 years from the date of such grant. See "Plan of Distribution" and "Options to Purchase Securities".
Use of Proceeds:	Under the minimum Offering, the net proceeds to the Corporation, after deducting the Agent's commission of $20,000, will be $180,000. Under the maximum Offering, the net proceeds to the Corporation, after deducting the Agent's commission of $50,000, will be $450,000. The net proceeds of this Offering, along with the proceeds from the prior sale of Common Shares, will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds," "Business of the Corporation" and "Risk Factors".

Directors and Management:	David H. Brett	-	Chief Executive Officer and Director
	George A. Pietrobon	-	Chief Financial Officer and Director
	Ari M. Shack	-	Corporate Secretary and Director
	Evilio J. Gomez-Garcia	-	Director
	Robert J. Baylis	-	Director

See “Directors, Officers and Promoter”.

Escrow Securities: 2,300,000 Common Shares of the Corporation issued at $0.05 per share will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See “Escrowed Securities”.

Risk Factors: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the minimum Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) per Common Share of $0.027 or 27%. Assuming completion of the maximum Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds from this and prior issuances without deductions of selling and related expenses) of $0.084 per Common Share or 16%. There can be no assurance that an active and liquid market for the Corporation’s Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

The Corporation was incorporated on August 23, 2012, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "INOVENT CAPITAL INC."

The registered and records office and the head office of the Corporation is located at Suite #1130, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at February 28, 2013, the Corporation had accrued liabilities and accounts payable for auditing and legal fees in the amount of $12,057. Since that date and to the date hereof, the Corporation has incurred additional expenses of approximately $••. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange, the Agent's commission, administration fee and expenses and the fees of the securities regulatory authorities. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

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

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

Filings and Shareholder Approval of the 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 is required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2, as the case may be, of the Exchange. Upon acceptance by the Exchange, the Corporation must then either:

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

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

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

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

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

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

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

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

(b) either:

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

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

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

Refusal of Qualifying Transaction

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

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

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

(i) a Member firm of the Exchange;

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

(iii) Associates of any such person,

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

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

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

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

USE OF PROCEEDS

Net Proceeds

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be $200,000, assuming the minimum Offering, and $500,000, assuming the maximum Offering. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus are equal to $115,000. From the aggregate gross proceeds of $315,000, assuming the minimum Offering, and $615,000, assuming the maximum Offering, will be deducted the expenses and costs of this issue, including legal, accounting, audit and printing costs, regulatory fees and the Agent’s commission, corporate finance fee and expenses and all applicable taxes, estimated in the aggregate to be approximately $95,000 assuming the minimum Offering, and $125,000, assuming the maximum Offering. The Corporation estimates that $220,000, assuming the minimum Offering, and $490,000, assuming the maximum Offering, will be available to the Corporation from the sale of Common Shares distributed by this prospectus and prior sales of Common Shares.

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

Item	**Minimum Offering**	**Maximum Offering**
Gross cash proceeds raised prior to this Offering (seed shares)[(1)]	$115,000	$115,000

Item	Minimum Offering	Maximum Offering
Expenses and costs relating to raising seed share proceeds	Nil[2]	Nil[2]
Gross cash proceeds to be raised pursuant to this Offering	$200,000	$500,000
Estimated expenses and costs relating to the Offering [3]	($95,000)	($125,000)
Estimated funds available on completion of the Offering [4]	**$220,000**	**$490,000**
Funds available for identifying and evaluating assets or business prospects [4][5]	$190,000	$460,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	30,000	$30,000
Total Net Proceeds	**$220,000**	**$490,000**

Notes:

(1) See "Prior Sales".

(2) No issue costs have been allocated towards the issuance of these shares. See the Corporation's balance sheet as at February 28, 2013.

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

(4) In the event the Agent exercises the Agent's Option, or any portion of the Directors' and Officers' Options are exercised, there will be available to the Corporation a maximum of an additional $63,000 (assuming the minimum Offering) and a maximum of $123,000 (assuming the 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.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $190,000 (assuming the minimum Offering) or $123,000 (assuming the 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.

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

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

Permitted Use of Funds

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

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

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

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

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

Restrictions on Use of Proceeds

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

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

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

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

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

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

  (iii) equipment leases; and

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

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of 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, 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 payment will be made on or after the Completion of a Qualifying Transaction if such payment relates to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction.

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale to the public on a "commercially reasonable efforts" agency basis a minimum of 2,000,000 Common Shares and a maximum of 5,000,000 Common Shares, at $0.10 per Common Share for aggregate gross proceeds of $200,000 (assuming the minimum Offering) or $500,000 (assuming the 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 will pay the Agent a corporate finance fee of $10,000 plus applicable taxes and the Agent's legal fees to a maximum of $15,000, plus disbursements and taxes, and any other reasonable expenses of the Agent.

The Corporation has also agreed to grant to the Agent, and any sub-agents, the non-transferable Agent's Option which entitles the Agent and any sub-agents to purchase a minimum of 200,000 Common Shares up to a maximum of 500,000 Common Shares at $0.10 per Common Share, which may be exercised for a period of 12 months from the day the Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution 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.

In addition, the Corporation has granted the Agent a right of first refusal ("**ROFR**") to provide additional financings to the Corporation. The ROFR will commence on Closing and expire on the date that is the earlier of (a) completion of the Corporation's Qualifying Transaction and (b) 24 months from the closing of the offering contemplated hereunder (the "**Expiration Date**").

The Agent has agreed to use its "commercially reasonable efforts" to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its 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

This Offering is made on a "commercially reasonable efforts" basis by the Agent and is subject to the completion of a minimum subscription of 2,000,000 Common Shares for gross proceeds to the Corporation of $200,000. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 40,000 Common Shares ($4,000) if the minimum Offering is subscribed for and 100,000 Common Shares ($10,000) if the maximum Offering is subscribed for. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 80,000 Common Shares ($8,000) if the minimum Offering is subscribed for and 200,000 Common Shares ($20,000) if the maximum Offering is subscribed for. 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. The funds received from the Offering will be deposited with the Agent, and will not be released until proceeds of $200,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by the Agent and Persons or Companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Directors' and Officers' Options at the Closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this prospectus. The Directors' and Officers' Options entitle the holders thereof to purchase an aggregate of 430,000 Common Shares at a price of $0.10 per Common Share assuming the minimum Offering, or an aggregate of 730,000 Common Shares at a price of $0.10 per Common Share assuming the maximum Offering. Such options may be exercised for a period of 5 years from the date of such grant. See "Plan of Distribution" and "Options to Purchase Securities".

Determination of Price

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

Listing Application

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

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

Subscriptions by and Restrictions on the Agent

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 “Filing Requirements and Continuous Disclosure”.

The Agent has advised the Corporation that members of the Aggregate Pro Group currently own an aggregate of ••0,000 Common Shares of the Corporation, representing ••% of the issued and outstanding Common Shares of the Corporation prior to the initial public offering and ••% of the issued and outstanding Common Shares of the Corporation upon completion of the initial public offering.

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, the grant of the Agent’s Option and the grant of the Directors’ and Officers’ Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to MI 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 SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 2,300,000 are issued and outstanding as fully paid and non-assessable. A minimum of 2,000,000 Common Shares and a maximum of 5,000,000 Common Shares are reserved for issuance under this prospectus. Under the minimum Offering, 200,000 Common Shares are reserved for issuance pursuant to the Agent’s Option and under the maximum Offering, 500,000 Common Shares are reserved for issuance pursuant to the Agent’s Option. Further, the Directors’ and Officers’ Options to be granted at the Closing entitle the holders thereof to purchase an aggregate of 430,000 Common Shares under the minimum Offering, or 730,000 Common Shares under the maximum Offering. The Directors’ and Officers’ options may be exercised for a period of 5 years from the date of such grant.

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

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of February 28, 2013 (1)	Amount Outstanding as of the Date Hereof (1)	Amount Outstanding After Giving Effect to the minimum Offering (2)(3)	Amount Outstanding After Giving Effect to the maximum Offering (2)(3)
Common Shares	Unlimited	$110,000 (2,200,000 Common Shares)	$115,000 (2,300,000 Common Shares)	$315,000 (4,300,000 Common Shares)	$615,000 (7,300,000 Common Shares)

Notes:

(1) As at February 28, 2013 and as of the date hereof, the Corporation had not commenced commercial operations.

(2) Assuming the minimum Offering, 200,000 Common Shares are reserved for issuance pursuant to the Agent's Option and, assuming the maximum Offering, 500,000 Common Shares are reserved for issuance pursuant to the Agent's Option, at $0.10 per Common Share. Assuming the minimum Offering, 430,000 Common Shares are reserved for issuance pursuant to the Directors' and Officers' Options and, assuming the maximum Offering, 730,000 Common Shares are reserved for issuance pursuant to the Directors' and Officers' Options, at $0.10 per Common Share. See "Plan of Distribution" and "Options to Purchase Securities".

(3) Based on gross proceeds of the Offering of $200,000 assuming the minimum Offering, and $500,000 assuming the maximum Offering, and before deducting the Agent's commission, filing fees, the corporate finance fee and expenses and the other costs of this Offering, estimated at $95,000 assuming the minimum Offering and $125,000 assuming the maximum Offering.

OPTIONS TO PURCHASE SECURITIES

The Directors' and Officers' Options to purchase 430,000 Common Shares under the minimum Offering, or 730,000 Common Shares under the maximum Offering, to be granted at the directors and officers at Closing, are qualified for distribution pursuant to this prospectus.

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 5 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrow Securities".

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

Optionee	Number of Common Shares Reserved Under Option under the Minimum Offering	Number of Common Shares Reserved Under Option under the Maximum Offering	Exercise Price	Expiry Date
Ari M. Shack	86,000	146,000	$0.10	Five Years from the Date of Grant
Robert J. Baylis	86,000	146,000	$0.10	Five Years from the Date of Grant
David H. Brett	86,000	146,000	$0.10	Five Years from the Date of Grant

Optionee	Number of Common Shares Reserved Under Option under the Minimum Offering	Number of Common Shares Reserved Under Option under the Maximum Offering	Exercise Price	Expiry Date
George A. Pietrobon	86,000	146,000	$0.10	Five Years from the Date of Grant
Evilio J. Gomez-Garcia	86,000	146,000	$0.10	Five Years from the Date of Grant
Total	**430,000**	**730,000**		

PRIOR SALES

Since the date of incorporation of the Corporation, 2,300,000 Common Shares have been issued as follows:

Date	Number of Common Shares (1)	Issue Price Per Share	Aggregate Issue Price	Consideration Received
August 23, 2012	1,700,000	$0.05	$85,000	Cash
November 16, 2012	100,000	$0.05	$5,000	Cash
November 29, 2012	100,000	$0.05	$5,000	Cash
February 28, 2013	300,000	$0.05	$15,000	Cash
March 5, 2013	100,000	$0.05	$5,000	Cash

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

ESCROWED SECURITIES

An aggregate of 2,300,000 Common Shares issued prior to this Offering (which were issued at a price of $0.05 per Common Share) and all Common Shares that may be acquired from treasury of the Corporation by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Trustee under the Escrow Agreement.

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

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

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

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

Name and Municipality of Residence of Shareholder	Number of Common Shares Held Prior to Offering	Number of Escrowed Common Shares	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Minimum Offering (1)(2)	Percentage of Common Shares of the Corporation After Giving Effect to the Maximum Offering(1)(2)
Robert Baylis, Vancouver BC	820,000	820,000	35.65%	19.07%	11.23%
Oro Grande Capital Inc. (3), Vancouver BC	460,000	460,000	20%	10.7%	6.30%
Biltmore Properties Ltd. (4), Vancouver BC	260,000	260,000	11.3%	6.05%	3.56%
AMS Law Corporation (5), Vancouver BC	260,000	260,000	11.3%	6.05%	3.56%
David H. Brett, New Westminster, BC	200,000	200,000	8.7%	4.65%	2.74%
Jagraj Sidhu, Vancouver BC	100,000	100,000	4.35%	2.35%	1.37%
Roger Milad, Vancouver BC	100,000	100,000	4.35%	2.35%	1.37%
Douglas Kip Greenlaw, Vancouver BC	100,000	100,000	4.35%	2.35%	1.37%
Total	**2,300,000**	**2,300,000**	**100%**	**53.57%**	**31.5%**

Notes:
(1) Assuming no Common Shares are purchased by these persons under the Offering.
(2) Assuming the Directors' and Officers' Option and the Agent's Option have not been exercised.
(3) This is a private company wholly owned by Evilio J. Gomez-Garcia.
(4) This is a private company wholly owned by George A. Pietrobon.
(5) This is a private company wholly owned by Ari M. Shack.

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

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

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

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

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

(a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; 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 IPO price, in accordance with section 11.2(a) of the CPC Policy, or

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

Escrowed Securities on Qualifying Transaction

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

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

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

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

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

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

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

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

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

Escrowed Securities on Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Minimum Offering (1)(2)	Percentage of Common Shares Owned After Giving Effect to the Maximum Offering (1)(2)
Oro Grande Capital Inc. (3), Vancouver, BC	Direct and Beneficial	460,000	20%	10.7%	6.30%
Robert Baylis, Vancouver, BC	Direct and Beneficial	820,000	36.65%	19.07%	11.23%
Biltmore Properties Ltd. (4), Vancouver BC	Direct and Beneficial	260,000	11.3%	6.05%	3.56%
AMS Law Corporation (5), Vancouver BC	Direct and Beneficial	260,000	11.3%	6.05%	3.56%

Notes:

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

(2) Assuming the Directors' and Officers' Option and the Agent's Option have not been exercised.

(3) This is a private company wholly owned by Evilio J. Gomez-Garcia.

(4) This is a private company wholly owned by George A. Pietrobon.

(5) This is a private company wholly owned by Ari M. Shack.

(6) Assuming no Common Shares are purchased by these entities under the Offering and assuming exercise of the Agent's Option and the Directors' and Officers' Options; on a fully diluted basis under the minimum Offering, Evilio J. Gomez-Garcia will hold 11.08% , Robert Baylis will hold 18.38%, George A. Pietrobon will hold 7.02% and Ari M. Shack will hold 7.02%, of the issued and outstanding common shares; on a fully diluted basis under the maximum Offering, Evilio J. Gomez-Garcia will hold 7.10% , Robert Baylis will hold 11.32%, George A. Pietrobon will hold 4.76% and Ari M. Shack will hold 4.76%, of the issued and outstanding common shares

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names and municipalities of residence of the directors, officers and Promoters of the Corporation, their positions and offices with the Corporation and their principal occupations during the last five years:

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held (Percentage and Number of Common Shares before the Closing of the Offering)	Percentage of Common Shares Upon Completion of the Minimum Offering (1)	Percentage of Common Shares Upon Completion of the Maximum Offering (1)
David H. Brett New Westminster, BC *Chief Executive Officer and Director*	President and Chief Executive Officer, Pacific Bay Minerals Ltd.	8.7% 200,000 Common Shares	4.65%	2.74%
George Alfio Pietrobon (2) Vancouver, BC *Chief Financial Officer and Director*	Chartered Accountant	11.3% 260,000 Common Shares	6.05%	3.56%
Ari M. Shack (2) Vancouver, BC *Corporate Secretary and Director*	Corporate/Commercial Lawyer	11.3% 260,000 Common Shares	6.05%	3.56%

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held (Percentage and Number of Common Shares before the Closing of the Offering)	Percentage of Common Shares Upon Completion of the Minimum Offering (1)	Percentage of Common Shares Upon Completion of the Maximum Offering (1)
Evilio J. Gomez-Garcia New Westminster, BC *Director*	Business Consultant	20% 460,000 Common Shares	10.7%	10.7%
Robert James Baylis (2) Vancouver, BC *Director*	Litigation Lawyer	36.65% 820,000 Common Shares	19.07%	11.23%

Notes:
(1) Assuming that no Common Shares are purchased by these persons under the Offering.
(2) Indicates Audit Committee member.

David H. Brett – 52 - Chief Executive Officer and Director
Mr. Brett has 25 years of public company management and financing experience, including Director of Pacific Bay Minerals Ltd. ("Pacific Bay") (PBM.V) from 1999 to 2007, President from 1995 to 1999 and Managing Director from 1985 to 1992. Mr. Brett was appointed CEO of Pacific Bay in December 2007. As former CEO and President of Cusac Gold Mines Ltd. (Cusac), a company formerly listed on the Toronto Stock Exchange that in 2008 amalgamated with Hawthorne Gold Corp. (Hawthorne), Mr. Brett financed and oversaw the recommencement of gold mining operations in 2006, the acquisition of a one million ounce gold resource and negotiated the amalgamation with Hawthorne. Mr. Brett is also CEO and founder of Knexa Solutions Ltd., an innovative information technology company focused on web-based collaboration and intellectual property trading. Mr. Brett obtained a BA from the University of British Columbia and an MBA from Simon Fraser University and is a part time instructor in the MBA Program (Venture Finance) at Trinity Western University.

See "Other Reporting Issuer Experience".

David H. Brett will devote the time necessary to perform the work required in connection with the management of the Corporation and the completion of the Qualifying Transaction.

Ari M. Shack– 42 - Corporate Secretary and Director
Mr. Shack has practiced throughout his career as a commercial solicitor advising both public and private companies. Mr. Shack has extensive experience advising clients in relation to day-to-day commercial transactions and operations. In addition, Mr. Shack has experience advising private and public companies on corporate finance matters, including securities issuances and secured lending. Mr. Shack also assists clients with corporate structuring and reorganizations, including transactions involving amalgamations, continuations, dissolutions and tax motivated transactions. Ari is qualified to practice law in British Columbia and Ontario and holds both a Bachelor of Commerce degree (1993) and a Bachelor of Laws degree (1997).

Ari Michael Shack will devote the time necessary to perform the work required in connection with the management of the Corporation and the completion of the Qualifying Transaction.

George Alfio Pietrobon – 64 – Chief Financial Officer and Director
Mr. Pietrobon holds a Bachelor of Commerce degree from the University of British Columbia (1975) and has been a member of the Institute of Chartered Accountants since 1978. Mr. Pietrobon brings to the

Company considerable business, accounting and audit experience, with both public and private companies, including experience performing audits for publicly listed companies.

George Alfio Pietrobon will devote the time necessary to perform the work required in connection with the management of the Corporation and the completion of the Qualifying Transaction.

Evilio J. Gomez-Garcia - 49 - Director

Mr. Gomez-Garcia has 20 years experience in the natural resources sector specializing in business development, investor relations and corporate finance. He has consulted for leading mineral exploration companies listed on the TSX Venture Exchange, as well as technology and consumer products corporations listed on the NASDAQ and Singapore Stock Exchange, respectively. Mr. Gomez-Garcia was founder and President of White Gold Corporation, a private company focused on mineral exploration in Colombia. Under his leadership, the company acquired strategic land positions in some of Colombia's major gold camps. In 2011, White Gold went public through an amalgamation with AuRo Resources Corporation (ARU.V). Mr. Gomez-Garcia also founded U3O8 Media Inc. (acquired by Dig Media Inc.) developer of www.u3o8.biz, a leading investor news portal on the uranium industry. Mr. Gomez-Garcia is corporate manager for Bayswater Uranium Corp. (BYU.V) and manages investor relations for Fjordland Exploration Inc. (FEX.V). He holds a Bachelor of Arts degree from the University of Victoria.

See "Other Reporting Issuer Experience".

Evilio J. Gomez-Garcia will devote the time necessary to perform the work required in connection with the management of the Corporation and the completion of the Qualifying Transaction.

Robert James Baylis – 64 - Director

Mr. Baylis holds a Bachelor of Laws degree from the University of British Columbia and has been qualified to practice law in British Columbia since 1979. Mr. Baylis practices mainly in the areas of civil litigation and arbitration related to corporate-commercial, real estate, building construction and insurance disputes. Mr. Baylis has extensive experience representing resource companies and has invaluable associations with legal firms and insurance and fund managers in offshore finance centers.

Robert James Baylis will devote the time necessary to perform the work required in connection with the management of the Corporation and the completion of the Qualifying Transaction.

Other Corporate Information

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of George Pietrobon, Robert Bayliss and Evilio Gomez-Gomez.

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

Prior to this Offering, the directors and officers beneficially own, directly or indirectly, or have control or direction over, an aggregate of 2,000,000 Common Shares, representing 87% of the issued and outstanding Common Shares as at the date hereof and 46.51% assuming completion of the minimum Offering or 31.79% assuming completion of the maximum Offering.

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term From - To
David H. Brett	Pacific Minerals Bay Ltd. (PBM.V)	TSX Venture Exchange	Chief Executive Officer	2007-present
Evilio J. Gomez-Garcia	Auro Resources Corp. (ARU.V)	TSX Venture Exchange	Director Chief Executive Officer	2011 – 2012 2012

Corporate Cease Trade Orders or Bankruptcies

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

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

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

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

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

(b) deposits and similar payments.

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

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

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of $0.027 per Common Share or 27% on the basis of there being 2,000,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Purchasers of Common Shares under this prospectus will suffer an immediate dilution of $0.043 per Common Share or 43% on the basis of there being 5,000,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Item	**Total Offering under Minimum Offering($)**	**Total Offering under Maximum Offering ($)**
Gross proceeds of prior share issues	115,000	115,000
Gross proceeds of this Offering	200,000	500,000
Total gross proceeds after this Offering	315,000	615,000
Offering price per share	0.10	0.10

Proceeds per share after this Offering	0.073	0.084
Dilution per share to subscriber	0.027	0.016
Percentage of dilution in relation to offering price	27%	16%

RISK FACTORS

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

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

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

(c) the directors and officers of the Corporation will 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 Promoter - Conflicts of Interest";

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

(e) assuming completion of the minimum Offering, an investor will suffer an immediate dilution to its investment of $0.027 per Common Share or 27%. Assuming completion of the maximum Offering, an investor will suffer an immediate dilution to its investment of $0.016 per Common Share or 16%;

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

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

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

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

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

(k) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's

Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;

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

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

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

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

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

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

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

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, which are material to its business. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a "related issuer" or "connected issuer" of the Agent for the purposes of National Instrument 33-105 - Underwriting Conflicts. The Agent was not involved in the decision by the Corporation to distribute Common Shares pursuant to the Offering, nor was the Offering requested or suggested to the Corporation by the Agent. The Agent, through its corporate finance department was involved in the determination of the terms of the Offering in its capacity as agent for the sale of the Common Shares on a "commercially reasonable efforts" basis. The Agent does not, prior to completion of the Offering, own directly or indirectly, any securities of the Corporation and the only proceeds of the Offering to be received by it is the remuneration to be paid to it in connection with the sale of the Common Shares, which includes the Agent's commission, the corporate finance fee payable to it and the Agent's Option. See "*Plan of Distribution*".

Members of the Aggregate Pro Group currently own, on an aggregate basis, •• Common Shares of the Corporation, representing ••% of the issued and outstanding Common Shares of the Corporation prior to the initial public offering and ••% of the issued and outstanding Common Shares of the Corporation upon completion of the initial public offering.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Miller Thomson LLP, on behalf of the Corporation, and by Davis LLP, on behalf of the Agent.

The partners and associates of Miller Thomson LLP and Davis LLP collectively do not own any of the Common Shares as at the date hereof. Additionally, the partners and associates of Miller Thomson LLP and Davis LLP may subscribe for additional Common Shares pursuant to the Offering.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Wolrige Mahon LLP, at its office at 400 Burrard Street, Vancouver, British Columbia, V6C 3B7.

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

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

MATERIAL CONTRACTS

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

1. Agency Agreement dated as of ●, 2013 between the Corporation and the Agent. See "Plan of Distribution".

2. Escrow Agreement dated as of ●, 2013 among the Corporation, the Trustee and those shareholders that executed such agreement. See "Escrowed Securities".

3. Transfer Agency and Registrarship Agreement dated as of ●, 2013 between the Corporation and the Trustee.

4. Stock Option Plan adopted by the Board of Directors.

5. Stock Option Agreements to be entered into with each of the directors of the Company.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at Suite #1130, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

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

PURCHASERS' STATUTORY RIGHTS

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Miller Thomson LLP, counsel to the Corporation, subject to the provisions of any particular plan and provided that the Common Shares are listed at all relevant times on a "designated stock exchange" within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**") (which currently includes the TSXV), as of the date of issuance of the Common Shares, the Common Shares will be a "qualified investment" under the Tax Act for trusts governed by registered retirement savings plans ("**RRSPs**"), registered education savings plans, registered retirement income funds ("**RRIFs**"), deferred profit sharing plans, registered disability savings plans and tax-free savings accounts ("**TFSAs**") (each a "**Deferred Plan**").

Notwithstanding that the Common Shares may be a qualified investment for a RRSP, RRIF or TFSA, the annuitant under a RRSP or RRIF or the holder of a TFSA will be subject to a penalty tax if the Common Shares are a prohibited investment in respect of such RRSP, RRIF or TFSA. The Common Shares will generally be a "prohibited investment" if the annuitant or holder, as the case may be, (i) does not deal at arm's length with the Corporation for the purposes of the Tax Act, (ii) has a "significant interest" (within the meaning of the Tax Act) in the Corporation, or (iii) has a "significant interest" (within the meaning of the Tax Act) in a corporation, partnership or trust with which the Corporation does not deal at arm's length for the purposes of the Tax Act. Proposed amendments to the Tax Act released on December 21, 2012 propose to delete the condition in (iii) above. **Prospective subscribers who intend to hold Common Shares in their RRSPs, RRIFs or TFSAs should consult their own tax advisers with respect to their individual circumstances**.

INOVENT CAPITAL INC.

FEBRUARY 28, 2013

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WOLRIGE MAHON
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Inovent Capital Inc.

We have audited the accompanying financial statements of Inovent Capital Inc., which comprise the statement of financial position as at February 28, 2013, and the statement of loss and comprehensive loss, statement of changes in equity and statement of cash flows for the period from incorporation on August 23, 2012 to February 28, 2013, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Inovent Capital Inc. as at February 28, 2013, and its financial performance and its cash flows for the period from incorporation on August 23, 2012 to February 28, 2013 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 2 of the financial statements which describes the uncertainty as to whether or not Inovent Capital Inc. will complete a Qualifying Transaction within twenty-four months from the date its shares are listed on the TSX Venture Exchange. These conditions indicate the existence of a material uncertainty that may cast significant doubt about Inovent Capital Inc.'s ability to continue as a going concern.

"Wolrige Mahon LLP"

CHARTERED ACCOUNTANTS

May 15, 2013
Vancouver, B.C.

INOVENT CAPITAL INC.
STATEMENT OF FINANCIAL POSITION
AS AT FEBRUARY 28, 2013

ASSETS	
Current	
Cash	$ 96,130
Prepaid legal expense	7,143
	$ 103,273
Deferred financing charges (Note 3)	2,857
	$ 106,130
LIABILITIES	
Current	
Accounts payable and accrued liabilities	$ 8,500
SHAREHOLDERS' EQUITY	
Share capital (Note 6)	110,000
Deficit	(12,370)
	97,630
	$ 106,130

Basis of presentation (Note 2)
Proposed transactions (Note 9)

Approved and authorized by the Board on May 15, 2013;

On behalf of the Board:

____________________ Director ____________________ Director

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

INOVENT CAPITAL INC.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 23, 2012 TO FEBRUARY 28, 2013

EXPENSES	
Filing fees	$ 2,800
Incorporation costs	700
Interest and bank charges	370
Professional fees	8,500
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	(12,370)
DEFICIT AT BEGINNING OF PERIOD	-
DEFICIT AT END OF PERIOD	$ (12,370)
LOSS PER COMMON SHARE	
Basic and diluted	$ (0.006)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	
Basic and diluted	2,060,423

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

INOVENT CAPITAL INC.
STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD FROM INCORPORATION ON AUGUST 23, 2012 TO FEBRUARY 28, 2013

	Number Of Shares	Share Capital	Deficit	Total
Balance at August 23, 2012	-	$ -	$ -	$ -
Shares issued for cash	2,200,000	110,000	-	110,000
Deficit	-	-	(12,370)	(12,370)
Balance at February 28, 2013				$ 97,630

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

INOVENT CAPITAL INC.
STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 23, 2012 TO FEBRUARY 28, 2013

CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss for the period	$ (12,370)
Changes in non-cash working capital items:	
Increase in accounts payable and accrued liabilities	8,500
Net cash used in operating activities	(3,870)
CASH FLOWS FROM FINANCING ACTIVITIES	
Shares issued for cash	110,000
Prepaid expenses	(7,143)
Deferred financing charges	(2,857)
Net cash provided by financing activities	100,000
CHANGE IN CASH FOR THE PERIOD	96,130
CASH AT BEGINNING OF PERIOD	-
CASH AT END OF PERIOD	$ 96,130

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

INOVENT CAPITAL INC.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 23, 2012 TO FEBRUARY 28, 2013

1. INCORPORATION

Inovent Capital Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on August 23, 2012 and is classified as a Capital Pool Company as defined in the TSX Venture Exchange's ("TSX-V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

The Company's registered office is Suite 1130 - 400 Burrard Street, Vancouver, British Columbia, Canada.

2. BASIS OF PRESENTATION

Statement of Compliance

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Measurement

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

These financial statements are presented in Canadian dollars, which is also the Company's functional currency.

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

Going Concern of Operations

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

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

3. SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

Financial assets held-to-maturity, loans and receivables and financial liabilities other than those recorded at fair value through profit and loss, are measured at fair value upon initial recognition, as adjusted for transaction costs directly attributable to the acquisition or issue of the financial asset or financial liability, and are subsequently measured at amortized cost using the effective interest method. Available-for-sale instruments are measured at fair value, as adjusted for transaction costs directly attributable to the acquisition of the financial asset, with the unrealized gains and losses recognized in other comprehensive income ("OCI"), except for impairment losses and foreign exchange gains and losses on monetary available-for-sale instruments which are recognized in the consolidated statement of loss. When available-for-sale instruments are no longer recognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to consolidated statement of loss as a reclassification adjustment. Instruments classified as fair value through profit and loss are measured at fair value, with the unrealized gains and losses recognized in the statement of income.

The Company has classified its cash as loans and receivables. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

Cash

Cash includes cash on hand, and deposits held on call with a bank.

Deferred Financing Charges

Direct costs incurred to prepare the Company's prospectus filing and initial public offering ("IPO") have been deferred and recognized as deferred financing charges. Upon completion of the IPO, any deferred financing charges incurred up to that date or incurred in the process of completing the IPO will be applied as share issuance costs against the proceeds from the IPO.

Income taxes

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

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date and which are expected to be applicable in the period(s) in which realization or settlement of the carrying amount of assets and liabilities is expected to occur.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Loss per share

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

For the period from incorporation on August 23, 2012 to February 28, 2013, there were no potentially dilutive common shares as there were no stock options outstanding.

Related party transactions

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

Use of estimates and judgements

The preparation of these financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ significantly from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

4. RECENT ACCOUNTING PRONOUNCEMENTS

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements:

IFRS 9, *Financial Instruments* replaces the current standard IAS 39, Financial Instruments: Recognition and Measurement, replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value. This standard is effective for financial reporting periods beginning on or after January 1, 2015.

IFRS 10, *Consolidated Financial Statements,* IFRS 12, *Disclosures of Interests in Other Entities* and IAS 27, *Separate Financial Statements* amend current standards to define an investment entity and introduces an exception to consolidating particular subsidiaries for investment entities. These amendments allow an investment entity to measure those subsidiaries at fair value through profit or loss and introduce new disclosure requirements for investment entities. These amendments are effective for financial reporting periods beginning on or after January 1, 2014.

IFRS 11, *Joint Arrangements* provides for a more substance based reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. IFRS 11 supersedes IAS 31 Interests in Joint Ventures and SIC 13 Jointly Controlled Entities – Non-Monetary Contributions by Ventures. IAS 28 Investments in Associates and Joint Ventures (revised 2011) has been amended to conform to changes based on the issuance of IFRS 10 and IFRS 11. IFRS 11 is effective for periods beginning on or after January 1, 2013, although earlier adoption is permitted.

IFRS 12, *Disclosure of Interests in Other Entities* requires extensive disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. An entity is required to disclose information that helps users of its financial statements evaluate the nature of and risks associated with its interests in other entities and the effects of those interests on its financial statements. The effective date of IFRS 12 is January 1, 2013 but entities are permitted to incorporate any of the new disclosures in their financial statements before that date.

IFRS 13, *Fair Value Measurement* establishes a single framework for measuring fair values. This standard applies to all transactions and balances (whether financial or non-financial) for which IFRS requires or permits fair value measurements, with the exception of share-based payment transactions accounted for under IFRS 2 Share-based Payment and leasing transactions within the scope of IAS 17 Leases. IFRS 13 defines fair value, provides guidance on its determination and introduces consistent requirements for disclosures on fair value measurements. IFRS 11 is effective for periods beginning on or after January 1, 2013, although earlier adoption is permitted and is to be applied prospectively as of the beginning of the annual period in which it is initially applied.

4. RECENT ACCOUNTING PRONOUNCEMENTS (cont'd)

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

IAS 1, *Presentation of Financial Statements* was amended to change the grouping of items presented in other comprehensive income ("OCI"). Items that would be reclassified to profit or loss at a future point in time will be presented separately from items that will never be reclassified. The amendments do not change the nature of the items that are currently recognized in OCI, nor do they impact the determination of whether items in OCI are reclassified through profit or loss in future periods. The Company is currently assessing the full impact of this amendment to IAS 1 and will adopt the standard for the annual period beginning on January 1, 2013.

IAS 32, *Financial Instruments: Presentation* amends the current standard to clarify the application of offsetting requirements of financial assets and financial liabilities. This amendment is effective for financial reporting periods beginning on or after January 1, 2014.

5. FINANCIAL INSTRUMENTS AND RISKS

Classification of financial instruments
The Company's financial instruments consist of cash, accounts payable and accrued liabilities. The Company designated its cash as loans and receivables, which is measured at amortized cost. The accounts payable and accrued liabilities are designation as other financial liabilities, which are measured at amortized cost.

The carrying value of cash, and accounts payable and accrued liabilities as at February 28, 2013 approximate their fair value due to their short term nature.

Risk management
The Company has exposure to the following risks from its use of financial instruments: credit risk, market risk and liquidity risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.

Credit risk:
Credit risk is the risk of potential loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying value of its financial instruments shown on the statement of financial position and arises from the Company's cash, which is held with high credit quality financial institutions.

Market risk
Market risk consists of currency risk, interest rate risk and other price risk. Currency risk is the risk that exposes the Company to financial risk related to the fluctuation in exchange rates. The Company has minimal financial risk arising from fluctuations in foreign exchange rates as the Company does not own

5. FINANCIAL INSTRUMENTS AND RISKS (cont'd)

foreign currency denominated financial assets or liabilities. It also holds no financial instruments that expose it to other price risk.

Liquidity risk:
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or can only do at excessive cost. As of February 28, 2013, the Company has cash of $96,130 to settle liabilities of $8,500, which have contractual maturities of less than 30 days and are subject to normal trade terms.

Interest rate risk:
The Company has cash balances and no interest-bearing debt.

6. SHARE CAPITAL

(a) The authorized share capital of the Company consists of an unlimited number of common shares without par value.

(b) Issued and Outstanding
During the period ended February 28, 2013, the Company issued 2,200,000 common shares at a price of $0.05 per common share for total proceeds of $110,000. These common shares will be held in escrow and will be released pro-rata to the shareholders as to 10% of the escrowed shares upon issuance of notice of final acceptance of a qualifying transaction by the TSX-V, and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrowed shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities. If the Company does not receive final acceptance of a qualifying transaction and is delisted, the shares may be cancelled and the proceeds returned to the shareholders.

Subsequent to February 28, 2013, the Company issued an additional 100,000 escrowed shares at a price of $0.05 per common share for proceeds of $5,000.

7. CAPITAL MANAGEMENT

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

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

The Company is not subject to any externally-imposed capital requirements.

8. INCOME TAXES

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

Loss for the period	$ (12,370)
Statutory rate	25%
Income tax recovery at statutory rate	$ (3,093)
Deferred tax assets not recognized	3,093
	$ -

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

Non-capital loss carry forwards	$ 12,370
Unrecognized deferred tax assets	(3,093)

The Company has available for deduction against future taxable income non-capital losses of approximately $12,400. These losses, if not utilized, will expire in 2033. Deferred tax assets have not been recognized on non-capital loss carry forwards.

9. PROPOSED TRANSACTIONS

Initial public offering ("IPO")
The Company entered into an engagement agreement with Euro Pacific Canada Inc. (the "Agent") in relation to its IPO, whereby it proposes to issue a minimum of 2,000,000 common shares for minimum proceeds of $200,000 and a maximum 5,000,000 common shares for maximum gross proceeds of $500,000. The Agent will be paid a cash commission of 10% of the gross proceeds, a corporate finance fee of $10,000 (plus applicable taxes), of which $5,000 has been paid as a non-refundable deposit. The Company has also paid a $10,000 retainer, which will be applied towards the Agent's legal fees, expenses and other costs it incurs, which legal fees shall not exceed $15,000, excluding disbursements and taxes. In addition, the Agent will be granted the Agent's Option (as defined). The Agent's Option entitles the Agent to purchase a minimum of 200,000 common shares and a maximum of 500,000 common shares at a price of $0.10 per common share and is exercisable for a period of 12 months from the day the common shares are listed on the TSX-V.

Grant of stock options
Upon completion of the IPO, the Company will grant stock options to officers and directors at a price of 0.10 per share expiring five years from the date the Company is listed on the TSX-V based on 10% of the issued and outstanding shares following closing of the Company's IPO.

DATE: May 24, 2013

CERTIFICATE OF THE CORPORATION

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

"*David H. Brett*"
David H. Brett
Chief Executive Officer and Director

"*George A. Pietrobon*"
George A. Pietrobon
Chief Financial Officer and Director

ON BEHALF OF THE BOARD

"*Robert J. Baylis*"
Robert J. Baylis
Director

"*Evilio J. Gomez-Garcia*"
Evilio J. Gomez-Garcia
Director

DATE: May 24, 2013

CERTIFICATE OF THE AGENT

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

EURO PACIFIC CANADA INC.

Per: "*Blair Jordan*"
Blair Jordan

DATE: May 24, 2013

ACKNOWLEDGEMENT - PERSONAL INFORMATION

"Personal Information" means any information about an identifiable individual, and includes the information contained in any Items in the attached prospectus that are analogous to Items 4.2, 6.7, 11.1, 13.1, 14, 15 and 21 of this Form, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

(a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to the prospectus; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described on Appendix 6B or as otherwise identified by the Exchange, from time to time.

ON BEHALF OF THE BOARD

"*David H. Brett*"
David H. Brett
Chief Executive Officer and Director