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

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

# PRELIMINARY PROSPECTUS

**Initial Public Offering** **November 25, 2013**

## DATAMINERS CAPITAL CORP.
**(a capital pool company)**

**Minimum Offering: $200,000 (2,000,000 Common Shares)**
**Maximum Offering: $300,000 (3,000,000 Common Shares)**

**Price: $0.10 per Offered Share**

DataMiners Capital Corp. (the "**Corporation**") hereby offers on a commercially reasonable efforts basis through its agent, Wolverton Securities Ltd. (the "**Agent**"), a minimum of 2,000,000 common shares (the "**Minimum Offering**") and a maximum of 3,000,000 common shares (the "**Maximum Offering**"), in the capital of the Corporation (the "**Offered Shares**"), at a price of $0.10 per Offered Share (the Minimum Offering and the Maximum Offering together referred to as the "**Offering**"), for aggregate gross proceeds of a minimum of $200,000 and a maximum of $300,000. This Offering is offered only in the provinces of Alberta and British Columbia and in such other jurisdictions where the Offered Shares may be sold without requirement for registration or filing of a prospectus (the "**Offering Jurisdictions**"). The purpose of the Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non-Arm's Length Qualifying Transaction, as hereinafter defined, must also receive Majority of the Minority Approval, as hereinafter defined, in accordance with Policy 2.4 of the Exchange (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

| | Offered Shares | Price to Public | Agent's Commission[(2)] | Net Proceeds to the Corporation[(3)] |
|---|---|---|---|---|
| Per Offered Share[(1)] | 1 | $0.10 | $0.01 | $0.09 |
| Minimum Offering[(3)] | 2,000,000 | $200,000 | $20,000[(4)] | $180,000 |
| Maximum Offering[(3)] | 3,000,000 | $300,000 | $30,000[(4)] | $270,000 |

**Notes:**

(1) Pursuant to the Agency Agreement (as hereinafter defined), a Minimum Offering of 2,000,000 Offered Shares up to a Maximum Offering of 3,000,000 Offered Shares are offered hereunder, not including the common shares issuable on the exercise of the Agent's Option (as hereinafter defined) or the Stock Options (as hereinafter defined) to be granted concurrently with Closing, as hereinafter defined, to the directors and officers of the Corporation to purchase an aggregate of between 400,000 common shares, assuming completion of a Minimum Offering and 500,000 common shares, assuming completion of a Maximum Offering, at a price of $0.10 per common share, which Stock Options and Agent's Option are also qualified for distribution under this prospectus. See "*Option to Purchase Securities - Stock Options*".

(2) The Agent will receive a commission (the "**Agent's Commission**") equal to 10% of the gross proceeds from the sale of the Offered Shares pursuant to this Offering, with half of the Agent's Commission payable in cash and the remaining balance payable in cash, common shares (the "**Commission Shares**"), or any combination thereof on the Closing Date, at a deemed price per share of $0.10, at the election of the Agent. The Agent will also be paid a corporate finance fee equal to $10,000 (plus G.S.T.) (the "**Corporate Finance Fee**") on the Closing Date, of which $5,000, plus G.S.T., has been paid, with the remaining $5,000 to be paid in cash, common shares (the "**Corporate Finance Fee Shares**") or any combination thereof, at a deemed price per share of $0.10, at the election of the Agent. The G.S.T. on the balance of the Corporate Finance Fee will be paid in cash. The Agent will be reimbursed by the Corporation for its reasonable expenses and legal fees plus disbursements and will be granted the Agent's Option referred to herein, which are exercisable for a period of 24 months from the date of listing of the Corporation's common shares on the Exchange. Not more than 50% of any Commission Shares or Corporate Finance Fee Shares received by the Agent may be sold by the Agent prior to the Completion of the Qualifying Transaction, the remaining 50% may be sold after the Completion of the Qualifying Transaction. This Offering qualifies the distribution of the Commission Shares and the Corporate Finance Fee Shares to the maximum extent permitted by NI 41-101. See "*Plan of Distribution – Agency Agreement and Agent's Compensation*".

(3) Before deducting the costs of this issue estimated at $65,000, which includes, audit fees and other expenses of the Corporation, including amounts spent to the date of this Offering, the Corporate Finance Fee (assuming it will be paid in cash), legal fees, printing fees, filing fees, disbursements and the listing fees payable to the Exchange, of which $8,000 in respect of the Agent's expenses, including the Agent's legal fees and disbursements and $5,000 (plus G.S.T.) in respect of the non-refundable portion of the Corporate Finance Fee, have been paid for at the date hereof. See "*Use of Proceeds*".

(4) Assumes the Agent will receive the entire Agent's Commission in cash.

This Offering is made on a "commercially reasonable efforts" basis by the Agent and is subject to an aggregate minimum subscription of 2,000,000 Offered Shares and a maximum subscription of 3,000,000 Offered Shares for gross proceeds to the Corporation of $200,000 in the event of a Minimum Offering and $300,000 in the event of a Maximum Offering. The offering price of the Offered Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Offered Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the Minimum Offering is not completed within 90 days of the issuance of a Final Receipt (as hereinafter defined) or such other time as may be consented to by the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will receive an option (the "**Agent's Option**") to acquire up to 10% of the Offered Shares sold under the Offering at a price of $0.10 per common share, exercisable for a period of 24 months from the date of listing of the Corporation's common shares on the Exchange. In the event of a Minimum Offering, the Agent shall receive 200,000 Agent's Option or in the event of a Maximum Offering, the Agent shall receive 300,000 Agent's Option. The Agent's Option is qualified for distribution under this prospectus to the maximum extent permitted by NI 41-101. Any combination of common shares issuable upon exercise of the Agent's Option, Commission Shares and Corporate Finance Fee Shares which exceed 10% of the common shares issued under this prospectus will not be qualified for distribution under this prospectus and will be subject to a four month hold period in accordance with applicable securities laws. See *"Plan of Distribution –Agency Agreement and Agent's Compensation"*.

In addition, the Corporation intends to grant at the Closing, stock options to the directors and officers to purchase, in aggregate between 400,000 common shares assuming completion of a Minimum Offering or 500,000 common shares assuming completion of a Maximum Offering, at a price of $0.10 per common share, exercisable for a period of five (5) years from the date of grant (the "**Stock Options**"), which options are qualified under this prospectus. See "*Plan of Distribution*", "*Description of Share Capital*" and "*Options to Purchase Securities*".

Other than the initial distribution of the Offered Shares pursuant to this prospectus, the grant of the Agent's Option, the grant of the Stock Options to the directors and officers of the Corporation and including, if applicable, the issuance of the Commission Shares and Corporate Finance Fee Shares, 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 British Columbia Securities Commission 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 grants a discretionary order.

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.

**Investment in the Offered 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*".**

There is no market through which the Offered Shares offered by this prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per common share of approximately $0.025 or 25% in the event of a Minimum Offering and $0.02 or 20% in the event of a Maximum Offering. The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction which receives Exchange approval and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders. There can be no assurance that the Corporation will successfully complete a Qualifying Transaction. The Corporation has not commenced the process of identifying potential acquisitions. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such Person or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of common shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or de-list the common shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Executive Director of a securities commission may issue an interim cease trade order against the Corporation's securities if the common shares of the Corporation are suspended from trading on the Exchange and will issue an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting of the common shares will result in the cancellation of all or a portion of the common shares of the Corporation owned by Insiders, as hereinafter defined, issued prior to this Offering. Investors must rely solely on the expertise of the Corporation's Promoters, as hereinafter defined, directors and officers for any possible return on their investment. The Corporation's Promoters, directors, officers and Control Persons, as hereinafter defined, and their Associates, as hereafter defined, and Affiliates, as hereafter defined, as a group, beneficially own or control, directly or indirectly, 2,000,000 common shares, which represent 100% of the issued and outstanding common shares before giving effect to this Offering and will own approximately 50% of the issued and outstanding common shares in the event of a Minimum Offering and 40% in the event of a Maximum Offering and after giving effect to this Offering. The directors and officers of the Corporation will only devote part of their time 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. See "*Capitalization*", "*Business of the Corporation*", "*Directors, Officers and Promoter*", "*Use of Proceeds*", "*Directors, Officers and Promoters - Conflicts of Interest*" and "*Risk Factors*".

This Offering is subject to the CPC Policy and the securities laws of the Offering Jurisdictions.

Wolverton Securities Ltd., as agent, conditionally offers these Offered 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 Heighington Law Firm, Calgary, Alberta, on behalf of the Corporation and by Getz Prince Wells LLP, Vancouver, British Columbia, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Offered Shares is permitted to directly or indirectly purchase more than 2% of the total Offered Shares or 40,000 Offered Shares ($4,000) in the event of a Minimum Offering and 60,000 Offered Shares ($6,000) in the event of a Maximum Offering under this prospectus. In addition, the maximum number of Offered 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 Offered Shares or 80,000 Offered Shares ($8,000) in the event of a Minimum Offering and 120,000 Offered Shares ($12,000) in the event of a Maximum Offering under this prospectus. 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 on the Closing Date (as hereinafter defined), the Offered Shares will be settled electronically through CDS Clearing and Depository Services Inc. and will be recorded in electronic book entry format.

**Wolverton Securities Ltd.**
**17th Floor, 777 Dunsmuir Street**
**Vancouver, British Columbia V7Y 1J5**
**Telephone: (604) 622-1000**

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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 between the Corporation and the Agent, dated ●.

"**Agent**" means Wolverton Securities Ltd.

"**Agent's Commission**" means the commission issued by the Corporation to the Agent equal to 10% of the gross proceeds from the sale of the Offered Shares, with half of the commission payable in cash and the remaining balance payable in cash, common shares or any combination thereof, at a deemed price of $0.10 per common share.

"**Agent's Option**" means the option issued by the Corporation to the Agent and its subagents, if any, entitling the Agent to acquire up to 10% of the Offered Shares sold under the Offering at a price of $0.10 per Common Share. The Agent may exercise all or part of the Agent's Option at any time for a period ending 24 months from the date of listing of the common shares on the Exchange.

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

(a) Subject to subparagraphs (b), (c) and (d) "**Aggregate 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 "**Aggregate 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 "**Aggregate Pro Group**" for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length to the Member;

(d) The Member may deem a Person who would otherwise be included in the "**Aggregate Pro Group**" pursuant to subparagraph (a) to be excluded from the "**Aggregate 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.

"**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;

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

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

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

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

(b) any partner of the Person or company;

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

(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 applicable Exchange rules with respect to that Member firm, Member corporation or holding company.

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

"**Closing Date**" means the date the Offering is completed.

"**Commission Shares**" means the common shares which, at the election of the Agent, may be issued to the Agent as part of the Agent's Commission, as described under the heading "Plan of Distribution".

"**common shares**" means the common shares without par value in the share capital of the Corporation.

"**company**" unless specifically indicated otherwise, means a corporation, unincorporated 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.

**"Corporate Finance Fee"** means the $10,000 (plus G.S.T.) payable to the Agent under the Agency Agreement, of which $5,000 (plus G.S.T.) has been paid and is non-refundable with the remaining $5,000 to be paid in cash, common shares or a combination thereof, at a deemed price per share of $0.10.

**"Corporate Finance Fee Shares"** means the common shares, which at the election of the Agent, may be issued to the Agent as a portion of its Corporate Finance Fee for the Offering at a deemed price of $0.10 per common share, as described under the heading "Plan of Distribution".

"**Corporation**" means DataMiners Capital Corp., a corporation incorporated under the *Business Corporations Act* (Alberta), having its registered office in the City of Calgary, in the Province of Alberta.

"**CPC**" means a corporation:

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

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

"**CPC Policy**" means Policy 2.4 of the Exchange.

"**CRA**" means Canada Revenue Agency, the Federal agency responsible for income tax and trade regulations.

"**Escrow Agent**" means Olympia Trust Company, a trust company having an office in Calgary, Alberta and the corporation’s registrar and transfer agent.

"**Exchange**" or "**TSXV**" means the TSX Venture Exchange Inc.

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

"**Final Receipt**" means the receipt issued for this final prospectus by the British Columbia Securities Commission pursuant to National Policy 11-102 – *Process for Prospectus Reviews in Multiple Jurisdictions*.

**"Incentive Stock Option Plan**" means the Corporation's stock option plan pursuant to which the Corporation may issue options to its directors, officers and technical consultants exercisable for up to 10% of the Corporation’s issued and outstanding common shares as at the Closing of the Corporation’s IPO.

"**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.

"**Listing Date**" means the date of listing of the common shares 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.

"**Maximum Offering**" means the Offering of a maximum of 3,000,000 common shares at a price of $0.10 per Common Share.

"**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.

"**Minimum Offering**" means the Offering of a minimum of 2,000,000 common shares at a price of $0.10 per Common Share.

"**NEX**" means a market on which former Exchange issuers that do not meet Exchange tier maintenance requirements for Tier 2 issuers may continue to trade.

"**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.

"**Offered Shares**" means a minimum of 2,000,000 common shares and a maximum of 3,000,000 common shares in the capital of the Corporation, to be offered by the Corporation through the Agent for aggregate gross proceeds of a minimum of $200,000 up to a maximum of $300,000.

"**Offering**" means the Minimum Offering and Maximum Offering of Offered Shares in accordance with the terms of this prospectus.

"**Offering Jurisdictions**" means the provinces of British Columbia and Alberta and such other jurisdictions where the Offered Shares may be sold without requirement for registration or filing of a prospectus.

"**Optionee**" or "**Optionees**" means the recipient of a stock option under the Incentive Stock Option Plan.

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

"**Principal**" means:

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

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

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

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

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

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

The foregoing 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 Principal under outstanding convertible securities in both the Principals' securities of the entity and the total securities of the entity outstanding.) Any securities of the Issuer that this entity holds will be subject to escrow requirements.

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

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

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

"**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 Exchange Policy 5.9, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

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

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

"**Seed Share Escrow Agreement**" means the escrow agreement dated October 15, 2013 among the Corporation, the Escrow Agent and certain shareholders of the Corporation.

"**Seed Shares**" means the 2,000,000 common shares issued by the Corporation prior to the Closing, at a price of $0.05 per common share.

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

"**Stock Options**" means between 400,000 options assuming completion of a Minimum Offering and 500,000 options assuming completion of a Maximum Offering, to purchase common shares of the Corporation, exercisable at a price of $0.10 per common share, to be granted concurrently with the Closing to its directors and officers, as described in "*Options to Purchase Securities*".

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

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

## PROSPECTUS SUMMARY

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

**Business of the Corporation:** The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. An acquisition financed by the issuance of treasury shares could result in a change of control of the Corporation and may cause the shareholders' interest in the Corporation to be reduced. See "*Business of the Corporation*" and "*Risk Factors*".

**Offering:** The Offering consists of a Minimum Offering of 2,000,000 Offered Shares for gross proceeds of $200,000 and a Maximum Offering of 3,000,000 Offered Shares for gross proceeds of $300,000 are being offered and qualified under this prospectus at a price of $0.10 per common share. In addition, the Corporation will issue to the Agent, the Agent's Option to purchase that number of common shares equal to 10% of the aggregate number of Offered Shares sold pursuant to this Offering, being 200,000 common shares in the event of a Minimum Offering and 300,000 common shares in the event of a Maximum Offering, at a price of $0.10 per common share and which may be exercised for a period of 24 months from the Listing Date. The Agent's Option is qualified for distribution under this prospectus. See "*Plan of Distribution*".

The Corporation also intends to grant Stock Options concurrently with the Closing, to purchase an aggregate of between 400,000 common shares assuming completion of a Minimum Offering or 500,000 common shares assuming completion of a Maximum Offering, to the current directors and officers of the Corporation, all of which Stock Options are qualified for distribution under this prospectus. Such options will be exercisable at $0.10 per common share for a period of five years from the Closing Date. See "*Options to Purchase Securities - Stock Options*" and "*Plan of Distribution*".

**Use of Proceeds:** The total estimated funds to the Corporation, including total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses and Agent's Commission, will be approximately $212,838 in the event of a Minimum Offering and $302,838 in the event of a Maximum Offering. The net funds available will 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 $210,000 or 30% of the gross proceeds realized may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*".

**Directors and Officers:** The directors and officers of the Corporation and the positions held by each of them are as follows:

| | |
|---|---|
| David Wood | President, Chief Executive Officer, Chief Financial Officer, Director and Promoter |
| Colleen Flynn | Corporate Secretary and Director |
| Art Castle | Director |
| Peter Myers | Director |

See "*Directors, Officers and Promoter*" and "*Promoters*".

**Escrow:** All of the 2,000,000 Seed Shares issued by the Corporation prior to the Closing will be deposited in escrow pursuant to the terms of the Seed Share Escrow Agreement, and will be released in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "*Escrowed Securities*".

**Dividend Policy:** It is not contemplated that any dividends will be paid on the common shares in the immediate or foreseeable future. See "*Description of Share Capital - Dividend Record and Policy*".

**Risk Factors:** Investment in the Offered 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 devote only part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) per Offered Share of approximately \$0.025 or 25% in the event of a Minimum Offering and \$0.02 or 20% in the event of a Maximum Offering. There can be no assurance that an active and liquid market for the Corporation's common shares will develop and an investor may find it difficult to resell the Offered 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 Promoter*", "*Capitalization*", "*Dilution*", "*Risk Factors*" and "*Directors, Officers and Promoter - Conflicts of Interest*".

## THE CORPORATION

The Corporation was incorporated on October 1, 2013 pursuant to the provisions of the *Business Corporations Act* (Alberta) under the name "DataMiners Capital Corp.". The articles were amended on October 25, 2013 to remove the restrictions against share transfers and other restrictions applicable to private issuers.

The registered office of the Corporation is located at 730, 1015 – 4th Street SW, Calgary, Alberta T2R 1J4 and the head office of the Corporation is located at #310 - 16477 64 Avenue, Surrey, British Columbia V3S 6V7.

## BUSINESS OF THE CORPORATION

### Preliminary Expenses

To date, the Corporation has raised $100,000 through the sale of 2,000,000 common shares. (See "*Prior Sales*" and "*Capitalization*"). As at the date hereof, the Corporation has paid $13,250 to the Agent representing the $5,000 (plus G.S.T.) non-refundable portion of the Corporate Finance Fee and a retainer of $8,000 to be applied towards the expenses of the Agent. In addition, the Corporation has paid $5,000 (plus G.S.T.) to the Exchange, as part of the Corporation's initial listing fee. Part of the net proceeds of the Offering will be utilized to satisfy the obligations of the Corporation related to this Offering, including the fees and commissions of the Agent, the expenses of its auditors, legal counsel and the Agent's legal counsel and the filing fees of the Exchange and applicable 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.

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 Placement for Cash*" and "*Use of Proceeds - Restrictions on Use of Proceeds*", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

The Corporation has not commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction nor has the Corporation entered into an Agreement in Principle. The Corporation intends to pursue a Qualifying Transaction in the oil and gas, mining, or technology industries, but there is no assurance that this will in fact be the business sector of a proposed Qualifying Transaction or of the Corporation following the Completion of the Qualifying Transaction.

### 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 board of directors of the Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Corporation's officers and directors. Once a prospective acquisition target has been identified and evaluated, the Corporation will proceed to negotiate the terms upon which it may acquire an interest in the asset or business. The board of directors 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 a Non-Arm's Length Qualifying Transaction**

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Corporation's common shares until the filing requirements of the Exchange have been satisfied as set forth under "*Business of the Corporation - Trading Halts, Suspensions and Delisting*". Within 75 days after issuance of such news release, the Corporation 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 and file same on SEDAR 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 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 remaining assets in some other manner. See "*Business of the Corporation - Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction*".

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

(a) either: (i) cancel all escrowed common shares purchased by Non-Arm’s Length Parties to the Corporation at a discount to the Offering price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange or (ii) subject to majority shareholder approval, cancel the escrowed common shares purchased by Non-Arm’s Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the Offering price; and

(b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non-Arms Length Parties of the Corporation.

If the Corporation lists the common shares on NEX, it must continue to comply with all 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

### Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Offered Shares offered by this prospectus will be $200,000 in the event of a Minimum Offering and $300,000 in the event of a Maximum Offering. The gross proceeds received by the Corporation from the sale of common shares prior to the date of this Prospectus were $100,000. The expenses and costs associated with the Offering, including the Agent's Commission, are expected to be in the order of approximately $85,000 in the event of a Minimum Offering and $95,000 in the event of a Maximum Offering (assuming the Agent elects to receive the entire Agent's Commission and Corporate Finance Fee in cash), of which $13,250 has been paid to date. In addition, the Corporation has paid $5,000 (plus G.S.T.) to the Exchange, as part of the Corporation's initial listing fee. All such costs and expenses will be paid from the working capital of the Corporation, which will include the proceeds of the Offering. The total estimated funds to the Corporation, including total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses and Agent's Commission, will be approximately $212,838 in the event of a Minimum Offering and $302,838 in the event of a Maximum Offering.

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 the Offering (Seed Shares)(1) | $100,000 | $100,000 |
| Gross cash proceeds to be raised pursuant to the Offering | $200,000 | $300,000 |
| Expenses and costs relating to raising Seed Share proceeds | $2,162(2) | $2,162(2) |
| Estimated expenses and costs relating to the Offering(3) | $85,000 | $95,000 |
| **Estimated funds available on completion of the Offering(4)** | **$215,000** | **$305,000** |
| | | |
| Funds available for identifying and evaluating assets or business prospects(4)(5) | $168,000 | $258,000 |
| Estimated general and administrative expenses until completion of a Qualifying Transaction | $47,000 | $47,000 |
| **TOTAL NET PROCEEDS** | **$212,838** | **$302,838** |

**Notes:**

(1) See "*Prior Sales*".

(2) $2,162 in share issuance costs have been allocated towards the issuance of these common shares. See the Corporation's most recent balance sheet as at October 31, 2013.

(3) Includes listing fees, the Agent's Commission, the Corporate Finance Fee and expenses, including legal fees, the Corporation's legal fees, audit fees and other expenses and assuming the Agent elects to receive the entire Agent's Commission and Corporate Finance Fee in cash.

(4) In the event the Agent exercises the Agent's Option and the directors and officers exercise their Stock Options, there will be available to the Corporation an additional $60,000 in the event of the Minimum Offering and $80,000 in the event of 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 $168,000 in the event of a Minimum Offering and $258,000 in the event of a Maximum Offering on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

The proceeds from this Offering and any prior sale of common shares, after deducting the expenses associated with this Offering, will 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 by the Exchange. 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 in "*Use of Proceeds - Permitted Uses of Funds*", listed above, include:

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

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

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

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

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

 (iii) equipment leases; and

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

Until Completion of a Qualifying Transaction, no proceeds will be used to acquire or lease a vehicle.

**Private Placements for Cash**

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

**Prohibited Payments to Non-Arm’s Length Parties**

Except as described under "*Options to Purchase Securities*" and "*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 on a commercially reasonable efforts basis to the public a minimum of 2,000,000 Offered Shares and a maximum of 3,000,000 Offered Shares, at a price of $0.10 per Offered Share for aggregate gross proceeds of $200,000 in the event of a Minimum Offering and $300,000 in the event of a Maximum Offering, subject to the terms and conditions in the Agency Agreement. The Agent will offer the Offered Shares only in the Offering Jurisdictions. The Agent will receive an Agent's Commission equal to 10% of the aggregate gross proceeds from the sale of the Offered Shares, with half of the Agent's Commission payable in cash and the remaining balance payable in cash, Commission Shares, or any combination thereof, at a deemed price per share of $0.10, at the election of the Agent. In addition, the Corporation will pay the Agent a Corporate Finance Fee equal to $10,000 (plus G.S.T.) (of which $5,000 (plus G.S.T.) has been paid and is non-refundable) and the remaining $5,000 to be paid in cash, Corporate Finance Fee Shares or a combination thereof at a deemed price per share of $0.10, at the election of the Agent. The Corporation will pay the Agent’s expenses, legal and search fees, plus disbursements and taxes, of which a retainer of $8,000 has been paid to date.

The Corporation has also agreed to grant to the Agent a non-transferable Agent's Option which entitles the Agent to purchase up to 10% of the Offered Shares sold under the Offering at a price of $0.10 per common share and which may be exercised for a period of 24 months from the Listing Date. In the event of a Minimum Offering, an aggregate of 200,000 Agent's Option will be granted and in the case of a Maximum Offering, 300,000 Agent's Option will be granted.

Not more than 50% of the aggregate number of common shares which can be acquired by the Agent (a) on the exercise of the Agent's Option, (b) upon the election of the Agent to receive up to half of the Agent's Commission in Commission Shares, and (c) upon the election of the Agent to receive up to half of the Corporate Finance Fee in Corporate Finance Shares, may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

The issuance of the Agent's Commission Shares, the Corporate Finance Fee Shares and the Agent's Option shall be qualified by this prospectus to the maximum extent permitted by NI 41-101. Any combination of the Agent's Commission Shares, Corporate Finance Fee Shares and common shares issued upon exercise of the Agent's Option which exceed 10% of the Offered Shares sold under this prospectus will not be qualified for distribution under this prospectus and will be subject to a four month hold period in accordance with applicable securities laws.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Offered 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 sole 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.

The Corporation has granted the Agent the right of first refusal for a period of 24 months from the Closing Date to act as agent on future financings (public or private) and to act as exclusive financial advisor for general corporate advisory matters or for any material corporate transaction, such as an amalgamation, merger, takeover bid, joint venture, plan of arrangement or reorganization, or any other such transaction, subject to agreeing on mutually acceptable fee arrangements. The Corporation also agrees to grant to the Agent the right of first refusal to act as sponsor for its Qualifying Transaction for a period of 24 months from the date of Closing.

**Commercially Reasonable Efforts Offering and Minimum Distribution**

The total Offering is for a minimum of 2,000,000 Offered Shares and a maximum of 3,000,000 Offered Shares at a price of $0.10 per Offered Share for total gross proceeds of $200,000 in the event of a Minimum Offering and $300,000 in the event of a Maximum Offering. Under the CPC Policy, no purchaser of Offered Shares is permitted to directly or indirectly purchase more than 2% of the total Offered Shares in the Offering, or 40,000 Offered Shares ($4,000) in the event of a Minimum Offering, or 60,000 Offered Shares ($6,000) in the event of a Maximum Offering. In addition, the maximum number of Offered 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 Offered Shares in the Offering, or 80,000 Offered Shares ($8,000) in the event of a Minimum Offering and 120,000 Offered Shares ($12,000) in the event of a Maximum Offering. The funds received from the Offering will be held by the Agent, and will not be released until proceeds of a minimum of $200,000 have been deposited. The total subscription must be completed within 90 days of the date of the Final Receipt, or such other time as may be consented to by the Agent or 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.

**Determination of Price**

The Offering price of the Offered Shares hereunder was determined by negotiation between the Corporation and the Agent and after giving consideration to the CPC Policy.

**Listing Application**

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.

**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 Offered Shares offered under this Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Offered 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 certificates legended accordingly, as prescribed by Exchange Policy 3.2 "Filing Requirements and Continuous Disclosure".

The Agent has advised the Corporation that to the best of its knowledge and belief, none of the directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for Offered Shares of the Corporation prior to this Offering and any subscriptions for Offered Shares of the Corporation by such persons under this Offering will be in accordance with the CPC Policy and related policies of the Exchange.

**Restrictions on Trading**

Other than the initial distribution of the Offered Shares pursuant to this prospectus, the grant of the Agent's Option, the grant of the Stock Options to the directors and officers of the Corporation and including, if applicable, the issuance of the Commission Shares and Corporate Finance Fee Shares, 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 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.

**Other Securities to be Distributed**

The Corporation intends to grant Stock Options to purchase concurrently with the Closing, which entitle the holders to acquire 400,000 common shares assuming completion of a Minimum Offering or 500,000 common shares assuming completion of a Maximum Offering, to its current directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. See "*Options to Purchase Securities*".

## 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**,** 2,000,000 are issued and outstanding as fully paid and non-assessable common shares in the capital of the Corporation. See "*Plan of Distribution*".

In addition, a maximum of 300,000 common shares will be issued pursuant to the Agent's Option and a maximum of 500,000 common shares will be issued to directors and officers pursuant to the Stock Options. All common shares to be outstanding after completion of the Offering will be fully paid and non-assessable common shares in the capital of the Corporation. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

The holders of common shares are entitled to vote at all meetings of shareholders of the Corporation, to receive dividends if, as and when declared by the directors and to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Corporation.

As at the date of this prospectus, the Corporation has no outstanding loans or other debt obligations and there has been no material change in the common share and loan capital of the Corporation since the date of its most recent balance sheet contained in the prospectus. See "*Prior Sales*" and "*Options to Purchase Securities*".

**Preferred Shares**

The Corporation is authorized to issue an unlimited number of preferred shares without nominal or par value of which, as at the date hereof**,** there are currently none issued and outstanding.

The Preferred Shares may be issued from time to time in one or more series, each series consisting of the number of shares and having the designation, rights, privileges, restrictions and conditions which the board of directors of the Corporation determines prior to the issue thereof. The Preferred Shares rank prior to the common shares with respect to the payment of dividends and distribution in the event of liquidation, dissolution or winding-up of the Corporation.

**Dividend Record and Policy**

The Corporation has not paid any dividends on its outstanding common shares of the Corporation since the date of its incorporation. 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. All of the common shares of the Corporation are entitled to an equal share in any dividends declared and paid.

## CAPITALIZATION

The following table sets forth information respecting the capitalization of the Corporation as at the date of the balance sheet contained herein and as at the date hereof, both before and after giving effect to the Offering.

| Designation of Security | Amount Authorized | Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus(1) | Amount outstanding as of the date hereof(1) | Amount to be outstanding after giving effect to the Offering(2)(3)(4)(5) | |
|---|---|---|---|---|---|
| | | | | Minimum Offering | Maximum Offering |
| Common Shares | unlimited | $100,000.00 (2,000,000 Common Shares) | $100,000.00 (2,000,000 Common Shares) | $300,000.00 (4,000,000 Common Shares) | $400,000.00 (5,000,000 Common Shares) |
| Preferred Shares | Unlimited | Nil | Nil | Nil | Nil |

**Notes:**

(1) As at the date of the most recent balance sheet contained herein and as at the date hereof, the Corporation had not commenced commercial operations.

(2) Assuming completion of a Minimum Offering, a minimum of 400,000 common shares will be reserved for issuance pursuant to the Stock Options and assuming completion of a Maximum Offering, 500,000 common shares will be issued pursuant to the Stock Options, to be granted to directors and officers of the Corporation concurrently with the Closing and exercisable at a price per common share of $0.10 for a period of five years from the date of grant. In addition, pursuant to the Agency Agreement, the Corporation has agreed to grant to the Agent, the Agent's Option on completion of the Offering to purchase an aggregate of between 200,000 common shares assuming the completion of a Minimum Offering and 300,000 common shares assuming the completion of a Maximum Offering, at a price of $0.10 per common share, for a period of 24 months from the Listing Date. Assumes that the balance of the Agent's Commission and Corporate Finance Fee will be paid in cash. See *"Plan of Distribution"* and *"Options to Purchase Securities"*.

(3) See *"Use of Proceeds"*.

(4) Represents gross proceeds of this Offering and prior issues of the Corporation, before deducting the expenses of the Offering estimated at $65,000 and the Agent's Commission equal to 10% of the gross proceeds from the sale of the Offered Shares.

(5) As at the date thereof, the deficit of the Corporation was nil. The Corporation has no long-term debt.

## OPTIONS TO PURCHASE SECURITIES

### Agent's Option

Pursuant to the Agency Agreement, the Corporation has agreed to grant to the Agent the Agent's Option on completion of the Offering to purchase an aggregate of between 200,000 common shares assuming completion of a Minimum Offering and 300,000 common shares assuming completion of a Maximum Offering, of the Corporation, at a price of $0.10 per share, for a period of 24 months from the Listing Date. See "*Plan of Distribution*".

### Stock Options

The Corporation has adopted the Incentive Stock Option Plan and intends to enter into stock option agreements granting the Stock Options in accordance with the policies of the Exchange concurrently with the Closing, according to the following terms:

| Name | Number of common shares underlying Stock Options to be granted After Giving Effect to the Offering | | Exercise or Base Price ($/Security) | % of total Stock Options to be granted (Min/Max) (excludes Agent's Option) | Market Value of common shares underlying Stock Options on the date of grant ($/Security)(1) | Expiry Date |
|---|---|---|---|---|---|---|
| | Minimum Offering(2) | Maximum Offering(2) | | | | |
| David Wood | 180,000 | 225,000 | $0.10 | 45.00% / 45.00% | N/A | 5 years from date of grant |
| Colleen Flynn | 180,000 | 225,000 | $0.10 | 45.00% / 45.00% | N/A | 5 years from date of grant |
| Art Castle | 20,000 | 25,000 | $0.10 | 5.00% / 5.00% | N/A | 5 years from date of grant |
| Peter Myers | 20,000 | 25,000 | $0.10 | 5.00% / 5.00% | N/A | 5 years from date of grant |
| **TOTAL** | **400,000** | **500,000** | | **100.00% / 100.00%** | | |

**Notes:**
(1) As the common shares were not listed on the Exchange at the date of the grant, the market value of the securities underlying the options on the date of grant is not available.
(2) Stock Options to be granted concurrently with the Closing assuming completion of the Minimum Offering or Maximum Offering.

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

The Corporation intends to grant Stock Options concurrently with the Closing to purchase, in aggregate, a maximum of 500,000 common shares, assuming completion of the Maximum Offering, or 400,000 common shares, assuming completion of the Minimum Offering, at $0.10 per common share to the directors and officers of the Corporation. The Stock Options are qualified for distribution pursuant to this prospectus.

The Incentive Stock Option Plan provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with 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 Corporation's issued and outstanding common shares upon completion of the Corporation's IPO, exercisable for a period of up to a maximum of ten years from the date of grant; accordingly, the number of common shares reserved for issuance shall not exceed a maximum of 500,000 assuming completion of the Maximum Offering, or 400,000 assuming completion of the Minimum Offering. The number of common shares reserved for issuance to any individual director or officer in any 12 month period will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to any technical consultant in any 12 month period will not exceed 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 Resulting Issuer, 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 (including the options in the above table) will be subject to escrow restrictions until the issuance of the Final Exchange Bulletin. See "*Escrowed Securities*".

## PRIOR SALES

Since the date of incorporation of the Corporation, 2,000,000 common shares have been issued as follows:

| Date | Number of Common Shares | Issue Price Per Share | Aggregate Issue Price | Consideration Received |
|---|---|---|---|---|
| October 1, 2013 | 2,000,000(1) | $0.05 | $100,000.00 | Cash |
| **TOTAL** | **2,000,000** | | **$100,000.00** | |

**Notes:**
(1) These common shares will be held in escrow in accordance with the CPC Policy. See "Escrowed Securities".

All of the 2,000,000 seed common shares issued and outstanding are subject to escrow. See "*Escrowed Securities*".

## ESCROWED SECURITIES

All of the 2,000,000 common shares issued prior to this Offering, at a price below $0.05 per common share, 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 Escrow Agent under the Seed Share Escrow Agreement.

All common shares acquired on exercise of the 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 a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer will also be escrowed. Notwithstanding the foregoing, common shares acquired by Principals of the Corporation or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met. See "*Escrowed Securities on Private Placement*".

The following table sets out, as at the date hereof, the number of common shares which are held in escrow pursuant to the Seed Share Escrow Agreement.

| Name and Municipality of Residence of Shareholder | Number of Common Shares Escrowed | Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering | Percentage of Common Shares of the Corporation After Giving Effect to the Offering(1) | |
|---|---|---|---|---|
| | | | Minimum Offering | Maximum Offering |
| David Wood,(2) Surrey, British Columbia | 900,000 | 45.00% | 22.50% | 18.00% |
| Colleen Flynn,(2) Surrey, British Columbia | 900,000 | 45.00% | 22.50% | 18.00% |
| Art Castle,(2) Calgary, Alberta | 100,000 | 5.00% | 2.50% | 2.00% |
| Peter Myers, Calgary, Alberta | 100,000 | 5.00% | 2.50% | 2.00% |
| **TOTAL** | **2,000,000** | **100.00%** | **50.00%** | **40.00%** |

**Notes:**
(1) Assuming no Offered Shares are purchased by these Persons under the Offering and assuming no exercise of the Agent's Option or Stock Options and that no Commission Shares or Corporate Finance Fee Shares are issued.
(2) Mr. David Wood, who is the President, Chief Executive Officer, Chief Financial Officer and a director of the Corporation, is the spouse of Mrs. Colleen Flynn, Corporate Secretary and a director of the Corporation.

Under the Seed Share Escrow Agreement, 10% of the escrowed Seed 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, upon the Completion of a Qualifying Transaction, the Corporation or the Resulting Issuer meets the Exchange's Tier 1 Minimum Listing Requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Seed 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 Seed 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 Seed Shares will not be released. Under the Seed Share Escrow Agreement, each Non-Arm's Length Party to the Corporation who holds escrowed Seed Shares acquired at a price below the offering price under this prospectus has irrevocably authorized and directed the Escrow Agent to immediately:

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

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

   (i) cancel all Seed Shares purchased by Non-Arm's Length Parties to the CPC 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 the number of Seed Shares purchased by Non-Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

**Escrowed Securities on Qualifying Transaction**

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security escrow agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction for which the deemed value of the securities at least equals the value ascribed to the 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 fewer than 75% of the securities issued pursuant to the Qualifying Transaction are 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, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 Issuer, 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.

**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 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 Offering(1)(2) | |
|---|---|---|---|---|---|
| | | | | Minimum Offering | Maximum Offering |
| David Wood,(3) Surrey, British Columbia | Direct | 900,000 | 45.00% | 22.50% | 18.00% |
| Colleen Flynn,(3) Surrey, British Columbia | Direct | 900,000 | 45.00% | 22.50% | 18.00% |
| **TOTAL** | | **1,800,000** | **90.00%** | **45.00%** | **36.00%** |

**Notes:**

(1) Assuming that no Offered Shares are purchased by this Person under the Offering and assuming no exercise of the Stock Options or Agent's Option and that no Commission Shares or Corporate Finance Fee Shares are issued.

(2) On a fully diluted basis, assuming that no Offered Shares are purchased by this Person under the Offering, but assuming the exercise of the Agent’s Option and the exercise of the Stock Options to be granted to the directors and officers of the Corporation, Mr. David Wood and Mrs. Colleen Flynn would each own approximately 23.48% (1,080,000 common shares each) in the event of the Minimum Offering and approximately 19.40% (1,125,000 common shares each) in the event of the Maximum Offering. Collectively, Mr. Wood and Mrs. Flynn would own approximately 47% (2,160,000 common shares) in the event of the Minimum Offering and approximately 39% (2,250,000 common shares) in the event of a Maximum Offering, of the total issued and outstanding common shares.

(3) Mr. David Wood, who is the President, Chief Executive Officer, Chief Financial Officer and a director of the Corporation, is the spouse of Mrs. Colleen Flynn, who is the Corporate Secretary and a director of the Corporation.

## DIRECTORS, OFFICERS AND PROMOTER

The following is a list of the current directors, officers and the Promoter of the Corporation, their municipalities of residence, their current positions with the Corporation and their principal occupations during the past five years:

***David Wood, Surrey, British Columbia – President, Chief Executive Officer, Chief Financial Officer and Director*** (Age: 68)

Mr. David Wood is the President, Chief Executive Officer, Chief Financial Officer and a director of the Corporation. Mr. Wood is also the legal and beneficial owner of 900,000 common shares of the Corporation amounting to 45% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Wood is the spouse of Colleen Flynn, Corporate Secretary and a director of the Corporation. Mr. Wood has also been granted an option to purchase up to 180,000 common shares assuming completion of a Minimum Offering and up to 225,000 common shares assuming completion of a Maximum Offering. See "*Options to Purchase Securities*".

Mr. Wood is the founder and President of Zenith Appraisal and Land Consulting Ltd., a privately-owned consulting company where he has been employed since 1978. Since 1994, Mr. Wood has been the President of Double Check Consulting Inc., a private consulting entity. Since 2012, Mr. Wood has been the President, Chief Executive Officer, Chief Financial Officer and a director of Technical Ventures RX Corp., an Exchange listed CPC. From 1999 to 2013, Mr. Wood was a director of Iplayco Corporation Ltd., a playground equipment designing and manufacturing company listed on the Exchange and former Chairman from 2008 until 2011. Mr. Wood was the President of Prosper Gold Corp. *(formerly Lander Energy Corporation)*, an Exchange listed company, from 2007 until 2012 and a director from 2007 until 2013. Since 1997, Mr. Wood has been a director of Black Bull Resources Inc., formerly an Exchange listed mining company which was transferred to the NEX in November 2012. From 2008 to 2012, Mr. Wood served on the board of directors of Darford International Inc. ("Darford") *(formerly White Rock Energy Inc.)*, formerly an Exchange listed marketing and manufacturing company which, in October 2012, went into receivership and was suspended by the Exchange. Darford's listing was transferred to the NEX board of the Exchange in January 2013 for failing to meet the continued listing requirements. Darford is still an active business, however, remains suspended from trading on the NEX.

Mr. Wood is a professional appraiser and obtained his designation from the Appraisal Institute of Canada (AIC) (2001).

Mr. Wood will devote approximately 25% of his time to performing the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

***Colleen Flynn, Surrey, British Columbia – Corporate Secretary and Director*** (Age: 49)

Mrs. Colleen Flynn is the Corporate Secretary and a director of the Corporation and is also the legal and beneficial owner of 900,000 common shares of the Corporation, amounting to 45% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mrs. Flynn is the spouse of David Wood, the President, Chief Executive Officer, Chief Financial Officer, director and Promoter of the Corporation. Mrs. Flynn has also been granted an option to purchase up to 180,000 common shares assuming completion of a Minimum Offering and up to 225,000 common shares assuming completion of a Maximum Offering. See "*Options to Purchase Securities*".

Mrs. Flynn has been the office administrator for both Zenith Appraisal & Land Consulting Ltd. and Double Check Consulting Inc. since 1997. Since 2012, Mrs. Flynn has been the Corporate Secretary and a director of Technical Ventures RX Corp., an Exchange listed CPC. From 2008 until 2010, Mrs. Flynn was a director of Darford International Inc. ("Darford") *(formerly White Rock Energy Inc.)*, formerly an Exchange listed marketing and manufacturing company which, in October 2012, went into receivership and was suspended by the Exchange. Darford's listing was transferred to the NEX board of the Exchange in January 2013 for failing to meet the continued listing requirements. Darford is still an active business, however, remains suspended from trading on the NEX.

Mrs. Flynn will devote approximately 25% of her time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

***Art Castle, Calgary, Alberta – Director*** (Age: 69)

Mr. Art Castle is a director of the Corporation. Mr. Castle is also the legal and beneficial owner of 100,000 common shares of the Corporation, amounting to 5% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Castle has also been granted an option to purchase up to 20,000 common shares assuming completion of a Minimum Offering and up to 25,000 common shares assuming completion of a Maximum Offering. See "*Options to Purchase Securities*".

Mr. Castle was a Client Partner at SciQuest Canada Inc. ("SciQuest") from 2012 until 2013, a business automation software company. In 2012, Upside Software Inc. ("Upside") was acquired by SciQuest and prior thereto, Mr. Castle held various positions with Upside, a provider and developer of contract management software and related solutions and e-commerce products, including as a Client Partner and Manager from 2009 until 2012.

Mr. Castle holds a General Management Certificate (1983) and a Business Data Processing Certificate (1986) from the University of Calgary Continuing Education.

Mr. Castle will devote approximately 10% of his time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

***Peter Myers, Calgary, Alberta – Director*** (Age: 45)

Mr. Myers is a director of the Corporation and also is the legal and beneficial owner of 100,000 common shares of the Corporation, amounting to 5% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Myers has also been granted an option to purchase up to 20,000 common shares assuming completion of a Minimum Offering and up to 25,000 common shares assuming completion of a Maximum Offering. See "*Options to Purchase Securities*".

Mr. Myers is currently a self-employed consultant. He departed accounting in public practice in 2012 as a partner with Pricewaterhouse Coopers LLP (2010 to 2012). From 2005 until 2007, he was a tax and financial planner with Stuart Smalley & Co. LLC in the Isle of Man which serviced trusts and high net worth families and was engaged on a consultancy-based agreement during 2008. During 2008 until 2010, Mr. Myers was also self-employed as a consultant.

Mr. Myers obtained his Certified General Accountant designation in 1999. He subsequently obtained his Certified Public Accountant designation in the United States through the Washington State Board of Accountancy in 2000. He is also currently a member of Certified General Accountants' Association of Alberta. Mr. Myers holds a Honours B.Sc. from the University of Waterloo (1990) and an M.A. from the University of Western Ontario (1992).

Mr. Myers will devote approximately 10% of his time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Prior to the completion of the Offering, the directors and officers of the Corporation collectively hold 100% of the common shares of the Corporation. Following the completion of the Offering, the directors and officers of the Corporation will collectively hold approximately 50% of the common shares assuming completion of the Minimum Offering and approximately 40% of the common shares assuming completion of the Maximum Offering of the Corporation (assuming no exercise of the Agent’s Option, Stock Options, Agent's Commission or Commission Shares and assuming no common shares are purchased by the directors and officers pursuant to the Offering).

Mr. Wood is the Promoter of the Corporation and prior to the completion of the Offering, owns 45% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering.

**Other Reporting Issuer Experience of the Directors, Officers and Promoters of the Corporation**

Each of the directors currently has employment outside of the Corporation, but has agreed to devote as much of his time to the business and affairs of the Corporation as necessary to complete the Corporation’s Qualifying Transaction, and to continue to oversee the operations of the Corporation. In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

### Positions with Reporting Issuers

The following table sets out the directors, officers and promoters of the Corporation that are, or have been within the last five years, directors, officers 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 | Name of Exchange or Market | Position | Term |
|---|---|---|---|---|
| David Wood | Technical Ventures RX Corp. | TSXV | President, CEO, CFO, Director | Mar 2012 - Present |
| | Black Bull Resources Inc. | NEX | Director | June 1997 - Present |
| | Iplayco Corporation Ltd. | TSXV | Director<br>Chairman | June 1999 - Feb 2013<br>Mar 2008 - Feb 2011 |
| | Darford International Inc. *(formerly White Rock Energy Inc.)* | NEX | Director | Jan 2010 - Aug 2012 |
| | Prosper Gold Corp. *(formerly Lander Energy Corporation)* | TSXV | Director<br>President | Oct 2007 - April 2013<br>Oct 2007 - April 2012 |
| Colleen Flynn | Technical Ventures RX Corp. | TSXV | Corporate Secretary<br>Director | Aug 2012 - Present<br>Mar 2012 - Present |
| | Darford International Inc. *(formerly White Rock Energy Inc.)* | TSXV | Director | Sep 2008 - Jan 2010 |

### Committees

The Corporation currently has one committee, the Audit Committee, which consists of three directors: Colleen Flynn, Art Castle and Peter Myers. The members of the Audit Committee are financially literate, as defined by National Instrument 52-110. It is anticipated that two additional committees will be formed in future: Compensation Committee and the Corporate Governance Committee.

### Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider or Promoter or a shareholder of the Corporation holding a sufficient number of securities of the Corporation 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, (a) 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 (b) 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, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or 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 will 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 some or all of the directors, officers, Insiders and Promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (Alberta).

**Executive Compensation**

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

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

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

(b) deposits and similar payments.

However, the Corporation may reimburse Non-Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). 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 Stock Options as more particularly described in "*Options to Purchase Securities*".

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

## PROMOTERS

David Wood is considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. See "*Prior Sales*", "*Directors, Officers and Promoters*", "*Principal Shareholders*" and "*Options to Purchase Securities - Stock Options*".

## DILUTION

Purchasers of Offered Shares under this prospectus will suffer an immediate dilution of approximately 25% or $0.025 per Offered Share in the event of a Minimum Offering and 20% or $0.02 per Offered Share in the event of a Maximum Offering on the basis of there being 4,000,000 common shares of the Corporation issued and outstanding following completion of a Minimum Offering and 5,000,000 common shares of the Corporation issued and outstanding following completion of a Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred or to be incurred in connection with the Offering by the Corporation.

## RISK FACTORS

A purchase of Offered Shares of the Corporation and the purchaser's investment will be highly speculative due to the substantial risk of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation, which list is not exhaustive:

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

(b) the directors and officers of the Corporation will devote only 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, Officer and Promoter - Conflicts of Interests*";

(c) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately 25% or $0.025 per Offered Share in the event of a Minimum Offering and 20% or $0.02 per Offered Share in the event of a Maximum Offering, calculated as set forth under "*Dilution*" above;

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

(e) investment in the Offered Shares is highly speculative given the proposed nature of the Corporation's business and its present stage of development;

(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 Offered 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. See "*Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction*";

(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 a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval. See "*Business of the Corporation - Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction*";

(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. See *Business of the Corporation - Trading, Halts, Suspensions and Delisting*";

(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. See "*Business of the Corporation - Trading, Halts, Suspensions and Delisting*";

(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. See "*Business of the Corporation - Trading, Halts, Suspensions and Delisting*";

(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. See "*Business of the Corporation - Method of Financing*"; 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. See "*Use of Proceeds - Permitted Use of Funds*".

As a result of these factors, this Offering is suitable only for 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 Offered Shares.

## LEGAL PROCEEDINGS

The Corporation is not currently a party to any actual or pending legal proceedings, nor is the Corporation currently contemplating any legal proceedings, which are material to its business or of which any of its assets are likely to be subject. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

## RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

Neither the Corporation nor any of its directors or officers are a "related" or "connected issuer" as such terms are defined in National Instrument 33-105, "*Underwriting Conflicts*" of the Agent.

## RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

There is no beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an Associate or Affiliate of the Corporation, held by a professional person as referred to in the CPC Policy, a responsible solicitor or any partner of a responsible solicitor's firm nor is any such person currently or expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation.

## AUDITOR, TRANSFER AGENT AND REGISTRAR

### Auditor

The auditor of the Corporation is Grant Thornton LLP, 1701 Scotia Place 2, 10060 Jasper Avenue NW, Edmonton, Alberta T5J 3R8.

### Transfer Agent and Registrar

The registrar and transfer agent of the common shares of the Corporation is Olympia Trust Company, Suite 2300, 125 – 9th Avenue SE, Calgary, Alberta T2G 0P6.

## INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of directors, officers and any shareholder who beneficially own, directly or indirectly, more than 10% of the outstanding common shares or any known Associates or Affiliates of such Persons, in any transaction since incorporation of the Corporation, or in any proposed transaction which has materially affected or would materially affect the Corporation.

## MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the common shares hereunder, other than the following:

(a) Registrar and Transfer Agent Agreement dated as of October 15, 2013 between the Corporation and the Agent. See "*Auditor, Transfer Agent and Registrar*".

(b) Agency Agreement dated as of ● between the Corporation and the Agent. See "*Plan of Distribution*".

(c) Seed Share Escrow Agreement dated as of October 15, 2013 between the Corporation, the Escrow Agent and those shareholders that executed such agreement. See "*Escrowed Securities*".

(d) Incentive Stock Option Plan dated as of October 15, 2013. See "*Options to Purchase Securities*".

Copies of these agreements will be available for inspection at the registered office of the Corporation, located at Suite 730, 1015 – 4th Street SW, Calgary, Alberta T2R 1J4 during ordinary business hours while the Offered Shares offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

## OTHER MATERIAL FACTS

To the Corporation’s knowledge, there are no other material facts about the Offered 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 Offered Shares being distributed.

## PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Offering Jurisdictions provides purchasers with the right to withdraw from an agreement to purchase securities. This 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 or any amendment thereto 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 advisor.

## ELIGIBILITY FOR INVESTMENT

In the opinion of Heighington Law Firm, counsel for the Corporation, on the Closing Date, provided that the Offered Shares are on that date listed for trading on a designated stock exchange (which includes Tiers 1 and 2 of the Exchange), the Offered Shares hereby will, at that time, be qualified investments under the Income Tax Act (Canada) (the "**Tax Act**") and the regulations thereto in effect on the date hereof for trusts governed by registered retirement savings plan **(**"**RRSP**"), registered retirement income fund ("**RRIF**"), registered disability savings plan, deferred profit sharing plan, registered education savings plan or tax-free savings accounts ("**TFSA**"), all as defined in the Tax Act (collectively, the "**Investment Plans**").

If the Offered Shares are a "prohibited investment" (as defined in the Tax Act) for a trust governed by a TFSA, RRSP or RRIF (a "**Registered Plan**"), the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, (such holder or annuitant being a "Controlling Individual" of the Registered Plan) will be subject to a penalty tax on the Offered Shares as set out in the Tax Act. An Offered Share will generally not be a prohibited investment for a trust governed by a Registered Plan held by a particular holder provided that the Controlling Individual deals at arm's length with the Corporation for the purposes of the Tax Act, and does not have a "significant interest" (as defined in the Tax Act) in either the Corporation, partnership or trust that does not deal at arm's length with the Issuer for purposes of the Tax Act. In general terms, a Controlling Individual of a Registered Plan will have a significant interest in the Corporation if the Registered Plan, the Controlling Individual, and other persons not at arm's length with the Controlling Individual together, directly or indirectly, own not less than 10% of the outstanding Offered Shares of the Corporation.

## FINANCIAL STATEMENTS

**Financial Statements of the Corporation, audited as of October 31, 2013 are attached.**

Financial Statements

DataMiners Capital Corp.

Period Ended October 31, 2013

# Contents

# Independent Auditors' Report

Grant Thornton LLP
1701 Scotia Place 2
10060 Jasper Avenue NW
Edmonton, AB
T5J 3R8

T (780) 422-7114
F (780) 426-3208
www.GrantThornton.ca

To the Directors of
DataMiners Capital Corp.

We have audited the accompanying financial statements of DataMiners Capital Corp. which comprise the statement of financial position as at October 31, 2013 and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from incorporation on October 1, 2013to October 31, 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.

**Auditors' Responsibility**

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

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

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

**Opinion**

In our opinion, the financial statements present fairly, in all material respects, the financial position of DataMiners Capital Corp. as at October 31, 2013, and its financial performance and its cash flows for the period from incorporation on October 1, 2013to October 31, 2013in accordance with International Financial Reporting Standards.

Edmonton, Canada

**November ●, 2013** **Chartered Accountants**

# DataMiners Capital Corp.
# Statement of Financial Position

| October 31, | | 2013 |
|---|---|---|
| **Assets** | | |
| Current assets | | |
| Cash (Note 4) | **$** | **81,500** |
| Deferred financing costs | | **18,500** |
| **Total assets** | **$** | **100,000** |
| **Liabilities** | | |
| Accounts payable and accrued liabilities | **$** | **2,162** |
| **Equity** | | |
| Share capital (Note 5) | | **97,838** |
| Deficit | | **-** |
| | | **97,838** |
| **Total equity and liabilities** | **$** | **100,000** |

Approved on behalf of the board

*"Colleen Flynn"*, Director

*"Art Castle"*, Director

See accompanying notes to the financial statements

# DataMiners Capital Corp.
# Statements of Loss and Comprehensive Loss

Period from incorporation on October 1, 2013 to October 31, 2013

| | | |
|---|---|---|
| Revenue | $ | - |
| Expenses | | |
| Professional fees | | - |
| Public company costs | | - |
| Net loss and comprehensive loss for the period | $ | - |

See accompanying notes to the financial statements

# DataMiners Capital Corp.
# Statement of Changes in Equity

Period from incorporation on October 1, 2013 to October 31, 2013

| | Share capital | Deficit | Total Equity |
|---|---|---|---|
| Balance, beginning of period | $ - | $ - | $ - |
| Net loss | - | - | - |
| Issuance of share capital (net of transaction costs) | 97,838 | - | 97,838 |
| Balance, end of period | $ 97,838 | $ - | $ 97,838 |

See accompanying notes to the financial statements

## DataMiners Capital Corp.
## Statement of Cash Flows

Period from incorporation on October 1, 2013 to October 31, 2013

| | | |
|---|---|---|
| **Operating activities** | | |
| Net loss | **$** | **-** |
| Change in non-cash operating working capital: | | |
| Accounts payable and accrued liabilities | | **2,162** |
| | | **2,162** |
| **Financing activities** | | |
| Proceeds from issuance of share capital | **$** | **100,000** |
| Transaction costs on share capital | | **(2,162)** |
| Payment of financing costs | | **(18,500)** |
| | | **79,338** |
| **Net increase in cash for the period** | | **81,500** |
| **Cash at beginning of period** | | **-** |
| **Cash at end of period** | **$** | **81,500** |

See accompanying notes to the financial statements

### 1. General business description

DataMiners Capital Corp. (the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on October 1, 2013. The Company is in the process of completing an initial public offering to be classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4 in order to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities (the “Qualifying Transaction”). Until the completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or business in connection with a potential Qualifying Transaction.

The Company’s head office address is #310, 16477-64 Avenue, Surrey, British Columbia, V3S 6V7.

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

The Company’s continuing operations are dependent upon its ability to identify, evaluate and negotiate an agreement to acquire an interest in a material asset or business with 24 months of listing on the TSX-V.

These financial statements were approved by the Board of Directors on November 25, 2013.

### 2. Basis of presentation and significant accounting policies

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

The significant accounting policies that have been applied in the preparation of these financial statements are summarized below. These accounting policies have been used throughout all periods presented in the financial statements.

**Cash and cash equivalents**

Cash and cash equivalents consist of balances with banks, net of outstanding cheques, and amounts on hand or held in trust on behalf of the Company.

**Deferred financing costs**

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

**Equity instruments**

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

## 2. Basis of presentation and significant accounting policies(cont'd)

### Income taxes

Tax expense comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity. Current tax assets or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is based on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rate or tax laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred taxes are calculated using the liability method of tax allocation. Under this method, deferred tax assets and liabilities are determined based on the differences between the accounting and income tax bases of an asset or liability. These are measured based on the tax jurisdictions enacted or substantively enacted income tax rates that will be in effect when the differences are expected to reverse. The effect of deferred tax assets and liabilities of a change in rates is included in the period during which the change is considered substantially enacted. Deferred tax assets are recorded in the financial statements if realization is considered probable.

### Estimation uncertainty

In preparing the Company's financial statements, management is required to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reporting amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The actual results may differ from the estimates and assumptions made by management. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. The most significant estimate in the financial statements is the fair value of financial instruments.

### Financial instruments

All financial instruments are initially measured at fair value. Financial assets and financial liabilities are measured subsequently based on their classification.

Financial assets are classified as either fair value through profit or loss, loans and receivables, held to maturity, or available for sale. Financial liabilities are classified as fair value through profit or loss, or other financial liabilities. Financial assets or liabilities at fair value through profit or loss include instruments classified as held-for-trading or designated upon initial recognition. Financial assets or liabilities as fair value through profit or loss are measured at fair value with all gains and losses included in net income in the period in which they arise. Available for sale financial assets are measured at fair value with gains and losses, net of tax, included in other comprehensive income until the instruments are derecognized or impaired, at which time the gains or losses are recorded in net income. Loans and receivables, held-to-maturity investments and other financial liabilities are measured at amortized cost using the effective interest method.

## 2. Basis of presentation and significant accounting policies(cont'd)

**Financial instruments** (cont'd)

The Company has the following financial assets and liabilities for which it has selected the following classifications:

| | Classification | Measurement |
|---|---|---|
| Financial assets: | | |
| Cash | Loans and receivables | Amortized cost |
| Financial liabilities: | | |
| Accounts payable | Other financial liabilities | Amortized cost |

Financial assets, other than those measured at fair value through profit or loss, are assessed for indicators of impairment at each reporting date. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the asset have been impacted. For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

**Provisions and contingent liabilities**

Provisions are recognized when there is a present legal or constructive obligation arising as a result of a past event for which it is probable that an outflow of economic benefits will be required to settle the obligation and where a reliable estimate can be made of the amount of the obligation. Timing or exact amount of the outflow may still be uncertain. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the possibility of outflow of resources is remote.

**2. Basis of presentation and significant accounting policies**(cont'd)

**New accounting standards and interpretations**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following are relevant to the Company.

*IFRS 9- Financial Instruments*
The amendments to IFRS 9 is the first of multi-phase project to replace IAS 39, Financial Instruments: Recognition and Measurement, in its entirety. It simplifies the measurement and classification for financial assets by reducing the number of measurement categories and removing complex rule— driven embedded derivative guidance in IAS 39, Financial Instruments: Recognition and Measurement. The new standard also provides for a fair value option in the designation of a non-derivative financial instrument and its related classification and measurement. IFRS 9 is effective from periods beginning on July 1, 2015 with early adoption permitted. Management does not expect to early adopt this standard.

*IAS 32 Financial Instruments: Presentation*
Effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2014, the IASB amended this standard in regards to offsetting financial assets and financial liabilities to clarify the meaning of the offsetting criterion "currently has a legally enforceable right to set off" and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. The Company does not anticipate a significant impact to the financial statements related to these amendments.

The Company will be required to adopt the amendments to IAS 1 *Financial Statement Presentation*("IAS 1") effective for fiscal years beginning on or after January 1, 2013. These amendments improve the presentation of components of other comprehensive income ("OCI"). The amendments to this standard do not change the nature of the items that are currently recognized in OCI, but requires presentational changes. The Company is currently assessing the impact that this standard will have on the financial statements.

The Company will be required to adopt IFRS 9, *Financial Instruments ("IFRS 9")* effective for fiscal years ending on or after January 1, 2015 with earlier application permitted. This is a result of the first phase of the IASB's project to replace IAS 39, *Financial Instruments: Recognition and Measurement ("IAS 39")*. The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. IFRS 9 has also been amended not to require the restatement of comparative period financial statements for the initial application of the classification and measuring requirements of IFRS 9, but instead requires modified disclosures on transition to IFRS 9. The Company has not early adopted this standard and is currently assessing the impact that this standard will have on the financial statements.

## 3. Financial risk management

The Company employs risk management strategies and policies to ensure that any exposure to risk is in compliance with the Company's business objectives and risk tolerance levels. While the directors have overall responsibility for the establishment and oversight of the Company's risk management framework, management has the responsibility to administer and monitor these risks.

**Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Cash consists of bank balances. The Company manages the credit exposure related to cash by selecting financial institutions with high credit ratings. Given these credit ratings, management does not expect any counterparty to fail to meet its obligations.

**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company's approach to managing liquidity is to ensure it will have sufficient liquidity to meet its liabilities when due. Management intends to continue to finance its activities by raising funds through equity investments.

**Market risk**

Market risk is the risk that changes in market prices, such as interest rates or foreign exchange rates, will affect the Company's net income or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

**Capital management**

The Company's capital management policy is to maintain a strong capital base that optimizes the Company's ability to grow, maintain creditor confidence and to provide a platform to create value for its shareholder. The Company intends to maintain a flexible capital structure to sustain future development of the business.

The Company will manage its capital structure and make changes to it in the light of changes in economic conditions and the risk characteristics of the nature of the business. The Company considers its capital structure to be equity. In order to maintain or adjust the capital structure, the Company may from time to time issue shares, seek debt financing and adjust its capital spending to manage its current and projected capital structure.

The Company currently has no debt outstanding and it monitors capital based on projected cash flow from operations and anticipated capital expenditures.

The Company is not subject to externally imposed capital requirements.

## 4. Cash

Included in cash is a balance of $24,750 held in trust on behalf of the Company. The balance is accessible by the Company on demand and has therefore been included in current assets.

## 5. Share capital

Authorized:
Unlimited number of common voting shares
Unlimited number of preferred non-voting shares

| | |
|---|---|
| Issued during the period for cash: | |
| 2,000,000 common shares (net of share issuance costs of $2,162) | **$ 97,838** |

## 6. Subsequent event

On October 7, 2013, the Company entered into an engagement letter with Wolverton Securities Ltd. ("the Agent") to act as its agent in connection with its initial public offering ("IPO") of common shares to be completed subsequent to period end. The IPO is for a minimum of 2,000,000 common shares, and a maximum of 3,000,000 common shares at a price of $0.10 per common share for aggregate gross proceeds of $200,000 to $300,000 ("the Offering"). The Company is planning to be listed on the TSX Venture Exchange Inc. (the "Exchange") as a Capital Pool Company in accordance with Policy 2.4 of the Exchange. The purpose of the Offering is to provide the Company with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction.

As compensation, the Agents will receive a commission equal to 10% of the gross proceeds from the sale of the common shares pursuant to the Offering, with half of the Agent's commission payable in cash and the remaining balance payable in cash, common shares or any combination thereof on the Closing Date, at a deemed price per share of $0.10 at the election of the Agent. The Agent will also be paid a corporate finance fee equal to $10,000 (plus applicable taxes) on the closing date with $5,000 (plus applicable taxes) paid in cash, and $5,000 to be paid in cash, common shares, or any combination thereof on the Closing Date, at a deemed price per share of $0.10 at the election of the Agent. The $5,000 to be paid in cash was paid in full subsequent to period end. The Agent will be reimbursed by the Company for its reasonable expenses and legal fees plus disbursements, towards which an $8,000 deposit has been made with the Agent. Pursuant to the Agency Agreement, the Agent will receive options to acquire up to 10% of the common shares sold under the Offering at a price of $0.10 per common share, exercisable for a period of 24 months from the date of listing of the Company's common shares on the Exchange.

The Company also intends to grant between 400,000 common shares assuming completion of a minimum Offering, or 500,000 common shares assuming completion of the maximum Offering at a price of $0.10 per common share, exercisable for a period of five years from the date of grant.

The preliminary prospectus was filed with the securities commissions in British Columbia and Alberta on November 26, 2013.

## CERTIFICATE OF THE CORPORATION

DATE: November 25, 2013

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

(Signed) ***"David Wood"***
**David Wood**
President, Chief Executive Officer,
Chief Financial Officer and Director

## ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) ***"Colleen Flynn"***
**Colleen Flynn**
Director

(Signed) ***"Art Castle"***
**Art Castle**
Director

**CERTIFICATE OF THE PROMOTER**

DATE: November 25, 2013

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

**DATAMINERS CAPITAL CORP.**

Per: (Signed) ***"David Wood"***
**David Wood**
Promoter

## CERTIFICATE OF THE AGENT

DATE: November 25, 2013

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

**WOLVERTON SECURITIES LTD.**

Per: (Signed) ***"Colman Wong"***
**Colman Wong**
Senior Vice President