This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws and accordingly, these securities may not be offered, sold, exercised, pledged, or otherwise transferred within the United States or to, or for the account or benefit of, a "U.S. person" (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the 1933 Act and applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

PROSPECTUS

INITIAL PUBLIC OFFERING **April 28, 2011**

BRAVURA VENTURES CORP.

$825,000 Offering of Common Shares

(5,500,000 Common Shares at a price of $0.15 per Common Share)

This Prospectus qualifies the distribution (the "Offering") by Bravura Ventures Corp. (the "Issuer" or "Bravura") of 5,500,000 common shares (each a "Share") of the Issuer at a price of $0.15 per Share (the "Offering Price") for aggregate gross proceeds of $825,000. See "Description of the Securities Offered". The Offering Price was determined by negotiation between the Issuer and the Agent (as hereinafter defined).

	Price to the Public	**Agent's Commission**(1)	**Net Proceeds to the Issuer**(2)(3)
Per Share	$0.15	$0.01275	$0.13725
Total Offering	$825,000	$70,125	$754,875

(1) Pursuant to the terms and conditions of an agency agreement (the "Agency Agreement") dated for reference April 28, 2011 between Haywood Securities Inc. (the "Agent") and the Issuer, the Issuer has agreed to pay to the Agent, upon closing of the offering (the "Closing"), a cash commission (the "Agent's Commission") equal to 8.5% of the gross proceeds realized from the sale of the Shares under the Offering. In addition, the Issuer has agreed to grant to the Agent, as additional compensation, non-transferable common share purchase warrants (each an "Agent's Warrant") that will entitle the Agent to purchase such number of common shares (each an "Agent's Warrant Share") of the Issuer equal to 8.5% of the aggregate number of Shares sold under the Offering. Each Agent's Warrant will entitle the holder to purchase one Agent's Warrant Share at an exercise price of $0.20 per Agent's Warrant Share until the date which is 24 months after the Closing. The Issuer has further agreed to pay to the Agent a corporate finance fee (the "Corporate Finance Fee") of 100,000 common shares (each an "Agent's Share") of the Issuer. Each Agent's Share will be issued at a deemed price of $0.15 per Agent's Share. The Issuer will also pay the Agent a work fee of $12,500 plus HST, of which $6,500 plus HST has already been paid. This Prospectus also qualifies the distribution of 450,000 Agent's Warrants and all of the Agent's Shares. The remaining 17,500 Agent's Warrants will be issued pursuant to exemptions from the prospectus requirement and subject to a four month hold period. See "Plan of Distribution".

(2) Before deducting expenses of the Offering, estimated to be $80,000.

The Agent's position is as follows:

Agent's Position	**Maximum Size or Number of Securities Available**	**Exercise Period or Acquisition Date**	**Exercise Price or Average Acquisition Price**
Agent's Warrants(1)	467,500	until 24 months after	$0.20

Agent's Position	Maximum Size or Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
		Closing	
Agent's Shares[(1)]	100,000	at Closing	$0.15
Total securities under option issuable to the Agent	567,500		

(1) The Agent's Shares and 450,000 Agent's Warrants are qualified for distribution by this Prospectus. The remaining 17,500 Agent's Warrants will be issued pursuant to exemptions from the prospectus requirement and subject to a four month hold. See "Plan of Distribution".

There is no market through which the Shares may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus. The TSX Venture Exchange (the "Exchange") has conditionally approved the listing of the Shares, which listing is subject to the Issuer fulfilling all of the requirements of the Exchange, including distribution of the Shares to a minimum number of public shareholders.

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

The Issuer is not considered to be a "connected issuer" or a "related issuer" of the Agent under applicable Canadian securities legislation.

This Offering is not underwritten and is subject to receipt by the Issuer of subscriptions for 5,500,000 Shares. All funds received from subscriptions for Shares will be held by the Agent pursuant to the terms of the Agency Agreement between the Issuer and the Agent. In the event that subscriptions and subscription funds for 5,500,000 Shares are not raised within 90 days of the issuance of a receipt for the final Prospectus or, if an amendment to the final Prospectus has been filed and a receipt has been issued for such amendment, within 90 days of the issuance of a receipt for an amendment to the final Prospectus and, in any event, not later than 180 days after the issuance of a receipt for the final Prospectus, all subscription monies will be returned to subscribers without interest or deduction.

The Agent is conditionally offering the Shares on a "commercially reasonable efforts" basis and subject to prior sale, if, as and when issued by the Issuer and accepted by the Agent in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution".

Pursuant to policy statements of certain securities regulators, the Agent may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares. Such exceptions include a bid or purchase permitted under applicable by-laws and rules of the relevant self-regulatory authorities relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution".

Certain legal matters in relation to the Offering have been reviewed on the Issuer's behalf by Axium Law Corporation, of Vancouver, British Columbia, and on the Agent's behalf by Miller Thomson LLP, of Vancouver, British Columbia.

These securities are considered to be highly speculative due to the nature of the Issuer's business and its formative stage of development. The Issuer has issued Common Shares during the private stage at prices substantially lower than the issue price of the securities offered hereby. As a result, investors will experience a substantial dilution of their investment. There is no market through which these securities may be sold and subscribers may not be able to resell securities purchased under this Prospectus. See "Risk Factors". **An investment in the Shares involves a high degree of risk and should only be considered by those investors who can afford to lose their entire investment.**

The Offering will be discontinued in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for the final Prospectus, unless an amendment to the final Prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the final Prospectus and, in any event, not more than 180 days after the issuance of a receipt for the final Prospectus. One or more global certificates that represent the aggregate principal number of Shares subscribed for will be issued in registered form to The Canadian Depository for Securities Limited ("CDS"), unless the Agent elects for book entry delivery, and will be deposited with CDS on the date of Closing. All of the purchasers of Shares will receive only a customer confirmation from the Agent as to the Shares purchased, except that certificates representing the Shares in registered and definitive form may be issued in certain other limited circumstances.

AGENT:

Haywood Securities Inc.
200 Burrard Street, Suite 700
Vancouver, British Columbia V6C 3L6
Telephone: (604) 697-7100
Facsimile: (604) 697-7199

TABLE OF CONTENTS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains "forward-looking statements" which may include, but are not limited to, statements with respect to the future financial or operating performance of the Issuer and its mineral projects (including its current mineral property, the Greenhorn Property (as defined below), located in British Columbia), the future price of gold, silver, copper or other metal prices, the estimation of mineral resources, the realization of mineral resource estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ materially from those anticipated in such statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities and actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; changes in labour costs and other costs of equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, insurrection or ward; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and, the factors discussed in the section entitled "Risk Factors" in this Prospectus. Although the Issuer has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Prospectus and, unless otherwise required by applicable securities laws, the Issuer disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Metric Equivalents

For ease of reference, the following factors for converting Imperial measurements into metric equivalents are provided:

To convert from Imperial	To metric	Multiply by
Acres	Hectares	0.404686
Feet	Metres	0.30480
Miles	Kilometres	1.609344
Tons	Tonnes	0.907185
Ounces (troy)/ton	Grams/Tonne	34.2857

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Offering and certain information relating to the Issuer, and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Reference is made to the Glossary for certain terms with initial capital letters used in this Prospectus and in this summary.

The Issuer: The Issuer is a mineral resource company engaged in the acquisition and exploration of mineral resource properties. The principal mineral resource property interest of the Issuer at the present time is its option to acquire a 100% interest in the Greenhorn Property located in the Slocan Mining Division in southeastern British Columbia. See "Corporate Structure", "General Development of the Business" and "Narrative Description of the Business".

The Offering: The Offering consists of 5,500,000 common shares (each a "Share") of the Issuer.

See "Description of the Securities Offered" and "Plan of Distribution".

Issue Price: $0.15 per Share

Use of Proceeds: The gross proceeds to the Issuer from the sale of the Shares offered hereby will be $825,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of $80,000 and the Agent's Commission of $70,125 and including estimated working capital as at March 31, 2011, of $25,690, are estimated to be $700,565. The Issuer intends to expend its available funds for the following principal purposes:

Use of Proceeds	Offering
Phase 1 Exploration Program on the Greenhorn Property(1)	$245,000
Estimated administrative costs for the 12 month period subsequent to the completion of the Offering	$106,000
Greenhorn Property payment(2)	$20,000
Unallocated Working Capital	$329,565
Total	**$700,565**

(1) See "Narrative Description of the Business – Greenhorn Property – Technical Summary of the Greenhorn Property – Recommendations".

(2) See "Narrative Description of the Business – Greenhorn Property".

Any additional proceeds from the exercise of the Agent's Warrants and Options (as defined below) will be added to working capital.

See "Use of Proceeds".

Board and Management:

Name	Position Held
Brook Bellian	Director, President and Chief Executive Officer
Jerry A. Minni	Director and Chief Financial Officer
Quinn Field-Dyte	Director and Corporate Secretary
Vicente Herrera	Director
Marc LeBlanc	Director
David Lajack	Director

See "Directors, Officers and Promoters".

Risk Factors:	**These securities are considered to be highly speculative due to the nature of the Issuer's business and its formative stage of development.** An investment in the Shares is subject to a number of risks, all of which should be carefully considered by a prospective investor. Such risks include those risks summarized below. The Issuer has limited operating history and no history of earnings. Resource exploration and development is a speculative business, characterized by a number of significant risks. The Issuer may not be able to obtain mining equipment or other resources required for mineral exploration on a timely basis or at a reasonable cost. There is no assurance that the Issuer can obtain further financing when it is required. The Issuer may not be able to obtain insurance for all risks. The Issuer's operations are subject to extensive environmental regulations. Mineral exploration and mining operations are subject to hazards normally encountered in exploration, development and production. The Issuer may not have good title to its properties. Many lands in British Columbia (where the Issuer's principal mineral property is located) are or could become subject to aboriginal land claim to title. The mining business is intensely competitive. The success of the Issuer is highly dependent on the performance of its board and management. Metal prices are volatile. There may not be adequate infrastructure to enable the Issuer to conduct operations. Certain directors and officers of the Issuer may have conflicts of interest. The Issuer currently depends on a single property and may not be able to acquire other mineral properties of merit. The Issuer's growth will require new personnel. Investors will experience dilution of the value of their investment due to the issue of lower priced securities at the private stage, and may experience further dilution upon the exercise of other rights to purchase Common Shares of the Issuer. The continued operations of the Issuer are dependent on the Issuer's ability to generate revenues and to procure additional financing. Prices of publicly traded securities are volatile and there may be market liquidity problems. There is no market for the Common Shares and there is no assurance that a market will develop. The Issuer has never paid dividends and does not expect to pay any dividends in the near future. **An investment in the Shares is suitable for only those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment. Subscribers should consult their own professional advisors to assess the income tax, legal and other aspects of an investment in Shares.** See "Risk Factors".

Summary Financial Information

The following tables sets forth selected financial information with respect to the financial operations of the Issuer for the period from August 6, 2010 (the date of incorporation) to January 31, 2011, which information has been derived from the audited financial statements of the Issuer and should be read in conjunction with such financial statements and related notes and Management's Discussion and Analysis of Financial Condition and the Results of Operations for the period from August 6, 2010 (the date of incorporation) to January 31, 2011 that are included elsewhere in this Prospectus.

	Period Ended January 31, 2011 (audited)
Statement of Operations, Comprehensive Loss and Deficit	
Revenue	$Nil
Expenses	$188,485
Net loss	$188,485
Net Loss per Share	$0.08

	As At January 31, 2011 (audited)
Balance Sheet	
Cash	$118,767
Total Assets	$253,943
Liabilities	$28,927
Share Capital	$413,501
Deficit	$188,485

GLOSSARY

In this Prospectus, unless the context otherwise requires, the following words and phrases shall have the meanings set forth below:

ADAS	means Aeroquest Data Airborne System;
Agency Agreement	means the agency agreement dated for reference April 28, 2011 between the Issuer and the Agent with respect to the Offering, as more particularly described under the heading "Plan of Distribution";
Agent	means Haywood Securities Inc.;
Ag	means silver;
Agent's Warrants	means the non-transferable common share purchase warrants granted to the Agent, to purchase that number of Agent's Warrant Shares equal to 8.5% of the number of Shares sold under the Offering, with each Agent's Warrant entitling the holder to purchase one Agent's Warrant Share at any time on or before 24 months after the Closing at an exercise price of $0.20 per Agent's Warrant Share;
Agent's Warrant Share	means the Common Share issuable upon exercise of one Agent's Warrant at an exercise price of $0.20 per Common Share until the date which is 24 months after the Closing;
asl	means above sea level;
Au	means gold;
Board	means the board of directors of the Issuer;
Business Corporations Act	means the *Business Corporations Act* (British Columbia), S.B.C. 2002, c. 57, as amended, including the regulations promulgated thereunder;
CIM Standards	means the CIM Definition Standards on Mineral Resource and Mineral Reserves adopted by the CIM Council of the Canadian Institute of Mining, Metallurgy and Petroleum on December 11, 2005;
Closing	means the closing of the issue and sale of Shares pursuant to the Offering;
cm	means centimetre;
Common Share or **Common Shares**	means, respectively, one or more common shares without par value in the capital of the Issuer;
Cu	means copper;
Escrow Agreement	means the Form 46-201F1 escrow agreement dated April 28, 2011 among the Issuer, Trustco and certain shareholders of the Issuer;
Exchange	means the TSX Venture Exchange;
gpt	means grams per tonne;
Greenhorn Property or **Property**	means the 7 mineral claims totalling 2,536 hectares located in southeasetern British Columbia, approximately 12 km north of Nakusp on the east side of Upper Arrow Lake, over which the Issuer has an option to acquire a 100% interest;
Greenhorn Technical Report	means the technical report dated February 10, 2011 on the Greenhorn Property entitled "Technical Report on the Greenhorn Property, Slocan Mining Division, British Columbia", prepared in accordance with NI 43-101;
ha	means hectare;

IP	means induced polarization;
Issuer or Bravura	means Bravura Ventures Corp.;
km	means kilometre;
m	means metre;
Market Price	means the last closing price of the Common Shares on the Exchange;
mineralization	mineral-bearing rock; the minerals may have been either a part of the original rock unit or injected at a later time;
mineral reserve	means the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined and processed. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" used in this Prospectus are Canadian mining terms as defined in accordance with NI 43-101 under the guidelines set out in the CIM Standards;
mineral resource	a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge. The term "mineral resource" covers mineralization and natural material of intrinsic economic interest which has been identified and estimated through exploration and sampling and within which mineral reserves may subsequently be defined by the consideration and application of technical, economic, legal, environmental, socio-economic and governmental factors. The phrase "reasonable prospects for economic extraction" implies a judgment by the Qualified Person in respect of the technical and economic factors likely to influence the prospect of economic extraction. A mineral resource is an inventory of mineralization that under realistically assumed and justifiable technical and economic conditions might become economically extractable. The term "mineral resource" used in this Prospectus is a Canadian mining term as defined in accordance with NI 43-101 – under the guidelines set out in the CIM Standards;
Mo	means molybdenum;
MS-ICP	means Mass spectrometer (Analysis Instrument) - Inductively-coupled plasma (Chemical Analysis Instrument);
NI 43-101	means National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*;
Offering	means the public offering and sale of up to 5,500,000 Shares described herein or in any amendment hereto;
Offering Price	means the purchase price of $0.15 per Share;
Option	means a stock option of the Issuer granted pursuant to the Issuer's stock option plan;
Option Agreement	means the option agreement dated November 24, 2010 among the Issuer and Bruce Doyle and Grant Doyle pursuant to which the Issuer was granted an option to acquire a 100% interest in the Greenhorn Property;
Pb	means lead;
ppb	means part per billion;
ppm	means part per million;

Qualified Person	an individual who, in accordance with NI 43-101: (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; (b) has experience relevant to the subject matter of the mineral project and the technical report; and (c) is a member in good standing of a recognized professional association;
Selling Jurisdictions	means the Provinces of British Columbia, Alberta and Ontario, being the jurisdictions in which the Shares may be sold pursuant to the Offering;
Shares	means the Common Shares to be issued and sold under the Offering;
TEM	means time domain electromagnetic;
tonne or t	means a metric tonne;
Trustco	means Computershare Investor Services Inc., the registrar and transfer agent of the Issuer;
VLF-EM	means very low-frequency electromagnetic survey;
VMS	means volcanogenic massive sulphide; and
Zn	means zinc.

CORPORATE STRUCTURE

Name and Incorporation

Bravura Ventures Corp. was incorporated by Certificate of Incorporation and Articles pursuant to the provisions of the *Business Corporations Act* (British Columbia) on August 6, 2010.

The head office of the Issuer is located at Suite 200, 551 Howe Street, Vancouver, British Columbia V6C 2C2. The registered and records office of the Issuer is located at Suite 3350, 1055 Dunsmuir Street, Vancouver, British Columbia V7X 1L2.

The Issuer is not currently a reporting issuer in any jurisdiction and the Common Shares are not listed or posted for trading on any stock exchange.

GENERAL DEVELOPMENT OF THE BUSINESS

The Issuer was formed in August, 2010 to engage in the business of the acquisition and exploration of mineral resource properties. Its objective is to locate, define and ultimately develop economic mineral deposits.

History

Subsequent to incorporation, the Issuer has completed private seed capital equity financing raising an aggregate of $255,501. These funds have been and are being used for the acquisition, exploration and maintenance of the Greenhorn Property and general working capital.

Acquisitions

The Issuer entered into the Option Agreement dated November 24, 2010 with Bruce Doyle and Grant Doyle pursuant to which the Issuer was granted an option to earn and acquire a 100% interest in the seven mineral claims comprising the Greenhorn Property.

See "Narrative Description of the Business – Greenhorn Property" for further details.

Trends

As a junior mining issuer, the Issuer is highly subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Issuer's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Issuer. Apart from this risk, and the risk factors noted under the heading "Risk Factors", the Issuer is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Issuer's business, financial conditions or results of operations.

NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

The Issuer is engaged in the business of the acquisition and exploration of mineral resource properties. The Issuer's principal property is the Greenhorn Property, located in southeastern British Columbia.

Greenhorn Property

The Greenhorn Property consists of seven mineral claims totalling 2536.13 hectares. The Greenhorn Property is located approximately 12 km north of Nakusp on the east side of Upper Arrow Lake within the Slocan Mining Division in southeastern British Columbia.

The Issuer has entered into the Option Agreement with Bruce Doyle and Grant Doyle (collectively, the "Vendors") pursuant to which the Issuer may earn and acquire a 100% interest in the Greenhorn Property by:

(a) making a cash payment of $554.58 to the Vendors prior to execution of the Option Agreement (paid) and a further cash payment of $15,000 on execution of the Option Agreement to the Vendors (paid);

(b) making a further cash payment of $20,000 and issuing 100,000 Common Shares to the Vendors no later than 15 days after the date the Common Shares commence trading on the Exchange (the "Trading Date");

(c) making a further cash payment of $20,000 and issuing a further 100,000 Common Shares to the Vendors no later than one year after the Trading Date;

(d) making a further cash payment of $30,000 to the Vendors no later than two years after the Trading Date; and

(e) making a further cash payment of $35,000 to the Vendors no later than three years after the Trading Date.

Upon exercise of the option under the Option Agreement, the Issuer agrees to pay to the Vendors a 2% net smelter return royalty (the "Royalty") on all proceeds from commercial mineral production on the Greenhorn Property in accordance with the provisions of the Option Agreement. The Issuer has the option to purchase the Royalty at any time during the five year period commencing from the date upon which the Greenhorn Property is put into commercial production by making a cash payment of $2,000,000 to the Vendors.

Technical Summary of the Greenhorn Property

The following information regarding the Greenhorn Property is summarized or extracted from an independent technical report dated February 10, 2011 (the "Greenhorn Technical Report") prepared for the Issuer by John R. Kerr, P. Eng (the "Author"), pursuant to NI 43-101 and entitled "Technical Report on the Greenhorn Property, Slocan Mining Division, British Columbia".

Property Description

The Greenhorn Property consists of seven contiguous mineral claims located in the Slocan Mining Division in compliance with the regulations of the Ministry of Energy and Mines ("MEM") of the Province of British Columbia, comprising approximately 2536 hectares (See Figure 1 and Figure 2 below).

All of the claims are recorded in the name of Bruce Anthony Doyle ("Doyle"). Doyle and his brother, Grant Doyle, have entered into the Option Agreement dated November 24, 2010 with Bravura, whereby Bravura can earn a 100% interest in the Property by paying $120,555 and issuing 200,000 shares to the vendors over approximately a four year period. The claims are subject to a 2% net smelter return royalty interest, which can be purchased during the initial 5 years of commercial production by Bravura for $2,000,000. Assessment work as prescribed by MEM is required to maintain the Property in good standing. The following is a list of the seven claims, with pertinent information regarding title, ownership, current term and size:

Tenure Number	Claim Name	Owner	Record Date	Expiry Date	Hectares
551876	HORN	Doyle	Feb13, 2007	Aug 25, 2014	247.46
836154	COPPER HORN 1	Doyle	Oct 18, 2010	Oct 18, 2014	515.35
836155	GREEN 1	Doyle	Oct 18, 2010	Oct 18, 2014	391.89
838311	ARROW 1	Doyle	Nov 14, 2010	Nov 14, 2014	515.51
838312	ARROW 2	Doyle	Nov 14, 2010	Nov 14, 2014	226.97
838313	ARROW 3	Doyle	Nov 14, 2010	Nov 14, 2014	267.90
838315	ARROW 4	Doyle	Nov 14, 2010	Nov 14, 2014	371.05
				Total	**2536.13 hectares**

*Expiry dates are as documented at Mining Recorder's records on January 26, 2011.
*All claims located under current Cell Grid System (CGS - online paper staking).

A two-cell claim exists within the entire claim block in the south-central portion of the Property (See Figure 2 below). Historical work and the results of the recent airborne geophysical program indicate that the claim is of no economic value, therefore securing an agreement for this claim is not warranted at this time. Recommended programs do not conflict with this claim.

There are no surface rights affecting the Property.

REMAINDER OF PAGE LEFT BLANK INTENTIONALLY

Figure 1 Regional Location Map

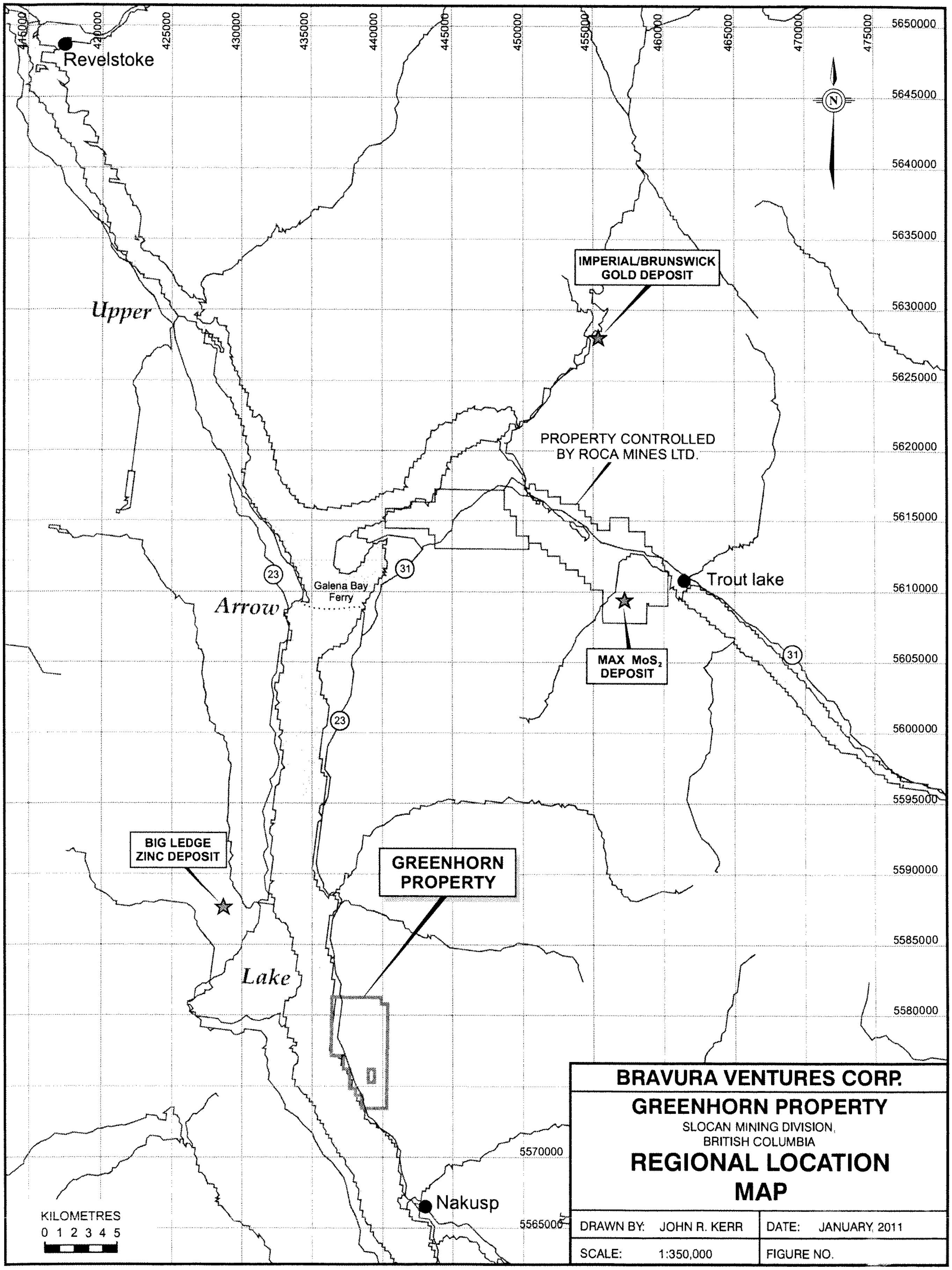
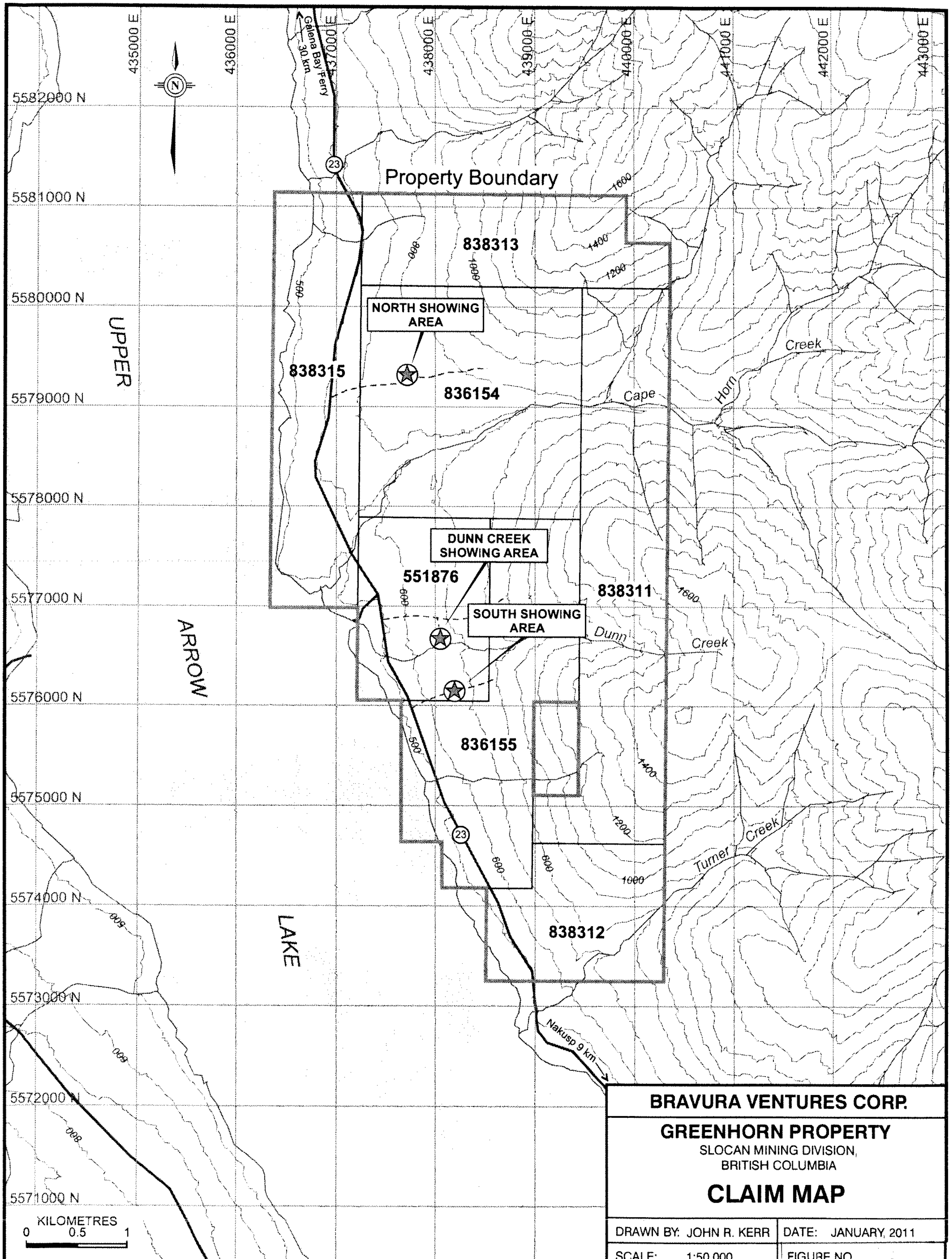


Figure 2 Claim Map



Location, Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Greenhorn Property is located in southeastern British Columbia approximately 12 kilometres north of Nakusp on the east side of Upper Arrow Lake. The Property is located on NTS map sheet 82K/5W in the Slocan Mining Division.

Access to the Property is via Highway 23, 10 kilometers north from Nakusp to the Dunn Creek logging road which provides access to the north-central and northeastern parts of the Property. The southern and central areas of the Property are accessed via the Turner Creek logging road.

Pope and Talbot Timber Co. is actively preparing new road access throughout the central part of the Property in preparation for logging which will hopefully unearth new mineralized outcrop areas on the Property. Clear-cut logging operations have been active on the claim area for the past 40 years.

The topography of the area is best characterized as low-lying rolling hills along the northeast arm of Upper Arrow Lake. To the east lies the rugged Kuskanax Range of the Selkirk Mountains elevations exceeding 2500 meters. On the Property, relief is approximately 1500 meters ranging 445 meters (asl) at Arrow Lakes to over 2100 meters (asl) in the eastern and northern portions of the Property. The Property is well forested with stands of fir, hemlock, spruce and cedar typical of the interior rain forests. Ferns, slide alder and devil's club are common undergrowth shrubs. Portions of the claims have been logged by clear cut methods recent to 40 years ago.

There are private residences (mainly summer) along the shores of Arrow Lakes and on the claims. Climate is characterized by cool, wet (snow) winters, temperatures ranging 0 – 20 below zero, and warm summers, temperatures ranging 10 – 30 degrees above zero. Annual precipitation is 130 cm, with snow accumulations of greater than 2 meters in the winter months. Development drilling and mining can be accomplished 12 months of the year, however efficient exploration should be completed during the period May – November.

Infra-structure, including power, water, and labour are all located within 150 kilometers of the Property in the small west Kootenay cities and in Revelstoke. The Property is well-facilitated for all aspects of a large mining operation, including adequate areas for plant, waste and tailing disposal, and other recovery designs. There are no apparent environmental concerns. The Max molybdenum deposit is currently permitted for production, and is located 40 km to the northeast.

There are no permits required to complete the proposed program.

History

Little exploration work has been documented in the immediate area of the Greenhorn Property. The Upper Arrow Lake region received attention by early prospectors searching for placer gold during the 1880's. Minister of Mines annual reports indicate that the Cornwall occurrence, located on the present Greenhorn claim at Dunn Creek, was explored during the early 1900's and samples assayed 8% copper and $2.00 gold per ton (over 3gpt). It is reported that geological mapping and soil geochemistry were conducted in 1967 to follow-up chalcopyrite mineralization found in Dunn Creek. Results of this work are unavailable. The following summarizes the work 1970 – present:

1979 – 1982: Cold Lake Resources (1979) were exploring for uranium in the area and located the RB 1 claim which overlapped the eastern portion of the present Greenhorn Property. Exploration consisted of geological mapping, prospecting, soil geochemistry, magnetometer and radiometric surveys. Their work outlined anomalous concentrations of copper in soil (up to 405ppm) in the western portion of their grid with the most intense anomalies open to the west.

1982 – 1989: No recorded work or claims.

1990 – 1996: Brenda Mines located the Cu claims and followed up the discovery of a high grade copper occurrence along the Dunn Creek access road with prospecting, rock sampling and soil sampling over a small grid. The Brenda Mines grid provides partial westerly continuation of the 1979 grid, extending the area of anomalous copper some 200 meters to the west. Rock samples collected during the 1990 program returned up to 3.14% Cu with weakly elevated gold and silver tenors from calc-silicate rocks and mineralized amphibolite. Further work was recommended but not completed.

1997: The Property was staked by Bruce Doyle in February, 1997. Phelps-Dodge Corp. ("Phelps-Dodge") optioned the Property and completed grid geophysics consisting of IP, magnetometer and VLF-EM surveys. The work was completed by SJ Geophysics of Vancouver, B.C. It is reported that Phelps-Dodge also completed a three-hole diamond drill program, however records of this drilling were never kept. Drill logs and analytical results are summarized in the 1998 report by Kulla for Phelps-Dodge. It is assumed the program was unsuccessful in identifying economic mineralization.

1999: Crest Geological Consultants Ltd. optioned the Property, and during the period July to October completed a limited exploration program. The program consisted of geological mapping and prospecting the central part of the grid area concentrating on the copper soil anomaly and the collection of 26 rock samples. Reinterpretation of the IP and VLF-EM data was completed by S J V Geophysics Ltd. It was during this program that the North Showing (as described below) was discovered and trenching initiated.

2005 – 2006: Zappa Resources Inc. completed some limited soil and rock geochemistry on the Property. As a result, a second phase of trenching was completed in October, 2005.

2010: Bravura entered a four year option agreement to earn a 100% interest in the Property. During December, 2010, a 610 km airborne magnetic and VLF-EM was completed on the Property by Aeroquest Ltd. ("Aeroquest") of Mississauga, Ontario.

This report integrates the results of the 2010 airborne geophysical program into historical data and provides the material to recommend ongoing work programs on the property.

Geological Setting

Regional Setting

The Upper Arrow Lake area lies within the Omineca structural belt of the Canadian Cordillera. Mapping by Read and Wheeler (1976) shows Paleozoic and Mesozoic metamorphosed sedimentary and volcanic rocks intruded by the Kuskanax Batholith and associated sills and dykes. The oldest rocks are exposed at the northern and southern ends of Upper Arrow Lake and consist of upper Mississippian (Milford Group) oceanic sediments and minor basalt. Paleozoic to Mesozoic aged rocks consisting of the Kaslo and Slocan Groups rims much of the Kuskanax Batholith. The Kaslo Group consists of metavolcanic rocks (amphibolite) with minor intercalated meta-tuffaceous and metasedimentary rocks which are overlain by Slocan Group interbedded pelitic and marble units and capped by a thick sequence of metavolcanic rocks. The Kaslo and Slocan Groups underlie the Property on the western side of the Kuskanax Batholith.

Stratified rocks west of the Kuskanax Batholith are complexly folded and faulted along a predominantly northwesterly trend. Intensity of deformation increases westward away from the batholith and toward a series of gneissic domes located west of the north end of Upper Arrow Lake. On the west side of the lake, stratified rocks are in fault contact with Monashee Complex rocks.

Property Geology

The Greenhorn Property lies on the east side of Upper Arrow Lake just west of the Kuskanax Batholith. The eastern portion of the claims is underlain by moderately east dipping metavolcanic rocks and amphibolite believed part of the Permian to Triassic aged Kaslo Group and the western part by Triassic aged metasedimentary rocks believed part of the Slocan Group. It is also possible that these rocks belong to similar aged rocks of the Lardeau Group.

Meta-andesite is the most common lithology throughout the area mapped. The rock is fine to medium grained with anhedral, ragged hornblende phenocrysts which are variably altered to chlorite. Twenty percent of the rock is composed of anhedral feldspar crystals in a mottled grey-green groundmass. Locally, white needles of actinolite are common. The medium to coarse grained nature of the minerals imparts an igneous texture (quartz diorite) to the rock. The unit grades from medium to coarse grained amphibolite rich horizons to fine grained feldspar andesite. The rock is locally vuggy and is variably foliated imparting a locally strong schistosity to the rock. Quartz/carbonate +/-feldspar veinlets are locally common as is disseminated pyrite and pyrrhotite. Meta-basalt is exposed along the eastern part of the Property and is a fine grained, grey-black massive rock. Pillowed basalt is exposed in the southeastern part of the grid area. These rocks are commonly moderately magnetic and locally calcareous.

The meta-tuffaceous grit unit is exposed in the west-central part of the grid area and marks the boundary between the metavolcanics (to the east) and metasediments (to the west). The rock is fine grained, siliceous, mottled grey-green-tan with ragged deformed fragments of fine grained quartz-feldspar material. Locally, interbedded with this rock is fine grained, layered, grey, feldspar phyric andesite tuff. Patchy epidote and chlorite alteration is common. Disseminated and layered lenses of pyrite and pyrrhotite are common throughout the unit which contributes to strong limonite on weathered surfaces.

Basaltic meta-tuff is exposed in the south-central part of the grid area. The rock is grey-black, well layered and very fine grained, locally with minor hornblende laths. Lapilli meta-tuff units are exposed throughout the north-central part of the grid area. The rock is mottled light grey to green with angular, light coloured, fine grained, volcanic fragments stretched in the plane of foliation. The fragments are set in a dark grey siliceous matrix.

Marble units up to 5m thick are exposed along the western side of the grid area. The rock is banded light grey/tan to grey and is medium to coarse grained. Commonly the marble is intercalated with meta-argillite/siltstone. This rock is banded white to dark grey with the finer grained argillite layers up to 3cm thick. The more silty layers are lighter in colour and are moderately calcareous. One outcrop of calc-silicate was found in Dunn Creek overlying interbedded argillite-marble. The rock is medium grained, mottled grey-green and siliceous. Outcrop of this material in the creek bed has a distinctive “ribbed” appearance with the more calcareous layers weathering out more quickly than the siliceous ones.

The eastern part of the Property is underlain by the Kuskanax Batholith. Where exposed, the rock is porphyritic quartz monzonite. A small satellitic stock of the batholith is exposed in the south-central part of the grid area. The rock is light grey, medium grained quartz monzonite disseminated hornblende laths and biotite. The rock is moderately to strongly magnetic. Angular xenoliths of dark grey, fine grained, siliceous basalt/andesite are found in the contact areas of the batholith and satellite stocks.

Structural Geology

The rocks in the area mapped strike to the north and dip moderately to steeply to the east.

Folding is evident on the property where it is represented by tight isoclinal folds. The disulfur foliation and layering are parallel to subparallel indicating isoclinal deformation and possibly repetition of units throughout the Property.

Northeast trending faulting is common with an apparent right lateral displacement. Bedding slip faults were noted in several locations by slickensides along bedding planes. An east-west trending lineament was interpreted from magnetic data coincidental with a portion of Cape Horn Creek. This is believed to be a fault as possible offsets of volcanic lithologies and earlier north-south structures are evident. Magnetic lineaments in a north-south trend reflect either structures or magnetic felsic/basic contact zones in the volcanic lithologies, which are believed good hosts for exhalative horizons and VMS deposits.

Deposit Types

The geological environment is suited to host a number of deposit types. The principal targets are 1) VMS deposits, similar in nature to the Goldstream Cu/Zn deposit located 150 kilometers to the north and in a similar geological environment and 2) the strata controlled Big Ledge Pb/Zn deposit located on the west side of Arrow Lakes, 15 kilometers to the northwest. The Big Ledge deposit is located in an earlier geological terrane, however a similar nature of mineralization was observed on the Greenhorn Property.

Other types of deposits that may exist on the Property are porphyry copper (molybdenum, gold) deposits associated with intrusive bodies, skarn copper deposits near the contact of these intrusives and structurally controlled or vein type lead, zinc, and silver deposits dotted throughout all areas and rock-types of the West Kootenays.

Mineralization

Three historic mineral prospects are reported on the Property, all having been located, examined and sampled. The following table summarizes the results of sampling, and analytical data is provided in Appendix B to the Greenhorn Technical Report:

Sample No.	Showing	GPS Coordinates	Sample Description	Analytical Results
GH-01	North Showing	5579682N 437907E	Chip sample from trench/2m Silicified schist/quartzite Lardeau (Chase) Group Strike 070 degrees; dip - vert	1.86% Cu 46 ppm Mo 19 ppb Au 9ppm Ag
GH-02	Dunn Ck Showing	5577126N 437852E	Selected grab sample sub outcrop, Rusty altered schist, with disseminated and blebular chalcopyrite and pyrite	4300ppm Cu 16ppm Au
GH-03	South Showing	5575225N 438195E	Chip sample from outcrop - 4m Silicified schist/gneiss, with massive/disseminated chalcopyrite and pyrite	1.07% Cu 34ppb Au 6ppm Ag

The following is a brief description of the three main prospects on the Property:

1) North Showing: Located in the north/central portion of the Property. The showing area is exposed in outcrop by an E-W trench 40 meters long and up to 2.5 meters deep. The trench cross-cuts the lithology, exposing at least three unidentified lithologic units. One of the units has a high content of calcareous rock and is believed sedimentary. The other units were tentatively identified as volcanic in origin. All rocks are metamorphosed to schist and the quartzite layers exposed in the area of sample GH-01 may in fact be chalcedonic exhalative bands. Noted styles of mineralization are massive beds of pyrite and chalcopyrite conformable with schistosity and presumably the original bedding. Considerable structural activity and displacement is evident within the entire trench, therefore the full extent of the width of the zone is not fully understood. It is believed that the sample collected (GH-01) represents the minimum true width of the zone.

2) Dunn Ck. Showing: Located on the central portion of the claims on Dunn Creek, approximately 2.5km south of the North Showing. There are three small areas of mineralization exposed in this area: 1) a small area of sub outcrop and float at the location of sample GH-02. Disseminated and blebular chalcopyrite and pyrite are found throughout most rock observed and sampled. 2) A small sub outcrop area ~200 meters south, with lesser contents of pyrite and chalcopyrite. This area was not sampled; and 3) Outcrop in the steep, swift flowing canyon of Dunn Ck. This area was not examined due to its dangerous access.

3) <u>South Showing:</u> Located in the south/central portion of the claims, 0.4 km south of the Dunn Ck. showings. The showing is a 10 meter area of outcrop and sub-outcrop. Very little of bedding/structural trends were recognized in outcrop and the general rock-type is described as a schist/gneiss with semi massive bands and layers of chalcopyrite and pyrite. The sample length of 4 meters cannot be defined as a true width of mineralization. The South Showing contained the highest content of gold (34ppm). This is not an economic content, however is recognized to be associated with mineralizing events.

All showing areas are considered as areas of potential economic interest, coinciding with areas of strong geochemistry and significant geophysical signatures. The location of the three reported Phelps-Dodge drill holes were not located at any of the showing areas, and were believed to be drilled in the area of the Dunn Creek showing. The North Showing had not been discovered at this time (1996) and was not part of the claim package. Several other areas of potential interest are exposed by geophysical and geochemical anomalies.

<u>Exploration</u>

Pre – 2010 Exploration Programs:

Exploration Programs were conducted on the Property during the period 1979 – 2000 by four various operators, and are detailed in the "History" section of the Greenhorn Technical Report. In summary, 3 diamond drill holes, trenching, soil sampling and ground geophysics were completed on the Property during this period. Results of the geochemical and geophysical programs are documented as assessment reports, however there no detailed records of drill logs or drill samples. Most historical work of any significance was completed on the Dunn Creek Showing.

All historical data collected on this Property existing as assessment reports at the MEM, have been reviewed in detail by the Author. The following summarizes the Author's opinion and conclusions of historical data:

1) Most work was very well done by competent exploration teams.

2) It is the Author's opinion that ongoing work programs should focus 50% on re-evaluating the known showing areas and 50% in other areas of the Property that have been delineated by airborne geophysical interpretation.

3) All drilling and most of the historical work were completed in the Dunn Creek Showing area.

4) Assay data, drill logs or other data pertaining to the drill program are not identified in any of the available data. The only reference to the drilling is referenced in the 1997 internal Phelps-Dodge report, including summary logs. Drill locations are only shown on a small-scale map and are believed not to be accurate. The results reported do not indicate the presence of an economic mineral resource.

5) Results of historical IP survey indicate results of little interest. For this reason, IP is not being recommended in ongoing programs. Electromagnetic methods are far more useful in detecting VMS or skarn type of deposits.

6) Results of historical geochemical surveys indicate positive exploration targets, however as the data can not be verified and are not well documented they are not being presented in the Greenhorn Technical Report. Ongoing work programs therefore, should not attempt to incorporate the historical geochemical data.

2010 Exploration:

In December, 2010, Max Investments Inc., on behalf of Bravura, commissioned and completed a 610 line kilometer airborne geophysical survey to Aeroquest of Mississauga, Ontario. The survey covered all of the Property area and was flown on lines spaced at 50 meter intervals. Collected data includes magnetic and VLF-EM.

The purpose of the survey was to determine the geophysical signatures over known mineralized showings, to detect other areas of potential mineralization, and to provide data that may be useful in the interpretation of geology, including lithologies, structures and alteration zones. The interpretation of magnetic data is useful for understanding lithologies and structures as well as identifying potential magnetic bodies. The interpretation of electromagnetic data is useful in understanding geological structures, very important for interpretation of strata controlled VMS deposits.

The magnetic airborne survey system employs the Geometrics G-823A cesium vapour magnetometer sensor installed in a two meter towed bird airfoil attached to the main tow line, 18.3 meters below the helicopter. The sensitivity of the magnetometer is 0.001 NanoTesla at a 0.1 second sampling rate. The average ground clearance of the magnetometer bird is 71 meters, with most deviation being within +/- 20 meters. This deviation will reflect only minor varying magnetic intensities. The magnetic data is recorded at 10 Hz by the ADAS.

The VLF-EM system employed was an RMS Instruments Herz TOTEM-2A, configured to simultaneously measure two transmitting stations. The stations selected were chosen such that their wave propagation direction was as close to orthogonal as possible. The transmitter with a wave propagation direction roughly parallel to the survey line direction was chosen such that the magnetic field component would intersect perpendicular to anticipated geological features. The TOTEM-2A has a sensitivity range from 130 µV m to 100 mV m at 20 kHz, 3 dB down at 14 kHz and 24 kHz.

Total field and quadrature components were recorded for each of the Line and Ortho stations as follows:

- Line – Cutler, Maine (24.0 kHz)
- Ortho – Jim Creek, Washington (24.8 kHz)

Lines were spaced at 50 meters intervals and oriented in an east/west direction. This direction crosses all of the major structures of the project area, and was considered the best optimum survey orientation for the Property.

The survey data were processed and compiled in the Aeroquest office. Map products were provided indicating total magnetic field data, vertical magnetic field data, and TEM anomalies and zones of conductivity, all with lineament and structural interpretation. The full comprehensive geophysical report by Aeroquest dated February 4, 2011 is the basis of this interpretation.

Three geophysical maps are included in the Greenhorn Technical Report, that detail the magnetic and VLF-EM results.

2010 Program Results:

The resolution and clarity of data from the airborne geophysical survey has given credence to a revised interpretation of potential mineralized targets within the Property boundary. There is a reasonable correlation of the geophysical properties to the known mineral occurrences, and a good correlation of geophysical properties to geological features. Therefore this data provides a reasonable ability to focus on areas with good exploration potential. The following summarizes these interpretations:

1) The magnetic plans offer a good geological interpretation of the Property. The total magnetic field defines the contact of the Kuskanax batholiths in a north-south direction. The vertical magnetic field plan indicates magnetic lows with extreme magnetic highs associated with this same contact. The magnetic features and lineaments associated with this contact may be the result of some skarn mineralization. The sediments of the Kaslo Group are defined by magnetic lows in the western portion of the Property.

2) The total and vertical magnetic field plans indicate significant magnetic highs associated with the North and South Showing areas, and the vertical magnetic field plan indicates small but significant magnetic highs associated with the Dunn Creek Showing. This may reflect skarn type of mineralization associated with the showings.

3) The North Showing is on a strong northwesterly trending magnetic lineament. This may be a significant structure or reflect a magnetic bearing horizon of the Kaslo Group of volcanic rocks. Magnetic horizons in volcanic rocks are commonly associated with exhalative horizons.

4) Several other magnetic highs are associated in areas of the volcanic sequence that provide reasonable targets for continued exploration. Some of these features are associated with copper soil anomalies.

5) Magnetic anomalies in the main intrusive body of the Kuskanax batholiths are present, however for the time being are discounted in having significant exploration potential.

6) The results of the VLF-EM survey are somewhat confusing as they indicate a dominant east-west fabric, perpendicular to the main lithological sequences.

7) The Dunn Creek Showing is at the south end of a northwesterly conductive zone which provides an interpretation for follow-up.

8) The South Showing is approximately 300 meters east of the most significant northwesterly conductive zone, and should be considered a prime target for exploration.

9) The strongest east-west trending conductive body is in the northwest portion of the Property. The significance of this feature is unknown, however is believed to be due to conductive overburden, and of no significance to economic geology. A second conductive body is interpreted in the northeast portion of the Property and is believed to be a topographic effect.

A site examination by the Author was not possible after completion of the airborne geophysical survey due to heavy snow pack, and will be conducted as soon as practically possible in April or May, 2011.

Drilling

There are no detailed records of historical drilling having been completed on the Greenhorn Property, however three short diamond drill holes totaling 480.7 meters were completed by Phelps-Dodge as part of their 1997 work program (source – 1998 vendor report for Phelps-Dodge, by Greg K. Kulla, P. Geo.). Drill logs and highest analytical results are summarized in the Phelps-Dodge report. From a small scale map of the Property, it is believed that the holes were drilled in the vicinity and to the north of Dunn Creek.

Sampling Method and Approach

As the records of previous sampling and drill programs are not available, the results are considered of no significance. Details of sampling methods and approach of historical programs are therefore not discussed. Only three samples of rock were collected by the Author and identified for use in the Greenhorn Technical Report.

Sample Preparation, Analyses and Security

Details of historic sample preparation, analysis and security are not addressed in the Greenhorn Technical Report. The samples collected by the Author were submitted to the laboratories of Acme Analytical Laboratories Ltd. in Vancouver, B.C. for a massive-spectrometer (MS-1DX) analysis of 36 elements and assayed for copper when exceeding the upper detection limit. A description of these samples is found in the “Mineralization” section of the Greenhorn Technical Report and analytical results are included as Appendix B to the Greenhorn Technical Report. The analytical results presented by the laboratory document the processes used.

Data Verification

Assay data verification is not addressed in the Greenhorn Technical Report. Historical data for this Property is very poorly documented, the only known source is the 1999 Geochemical Assessment Report prepared by Craig Payne, P.Geo. dated January 28, 2000. The location of core samples from early drill programs are unknown and are believed to be destroyed.

A meeting was convened on January 20, 2011 with Mr. Jonathan Rudd, P. Geo. and Conrad Dix, P. Geo. of Aeroquest, and the Author to review the geophysical data, collection and interpretation. The discussion was very detailed in reviewing methodology of the airborne geophysical system as it pertains to the quality of data collected. From these discussions, the Author was satisfied that the data is verified and of high quality. Mr. Douglas Garrie, P. Geo compiled most of the data and authored the geophysical report, however could not attend the meeting.

Adjacent Properties

There are no significant claim-holdings adjacent to the Property. Two small claims exist, one in the northeast corner of the Property, and one in the south/central portion of the Property. Neither of these claims have significant mineral showings to warrant acquisition at this time.

Metallurgical Testing

There is no documented history of metallurgical testing on the Greenhorn Property.

Other Relevant Data and Information

There is no other relevant information pertaining to the Greenhorn Property that the Author is aware of.

Mineral Resource Estimates

There are no documented reports of mineral resource estimates ever being completed on the Greenhorn Property. A mineral resource has not been confirmed by sampling or drill testing.

Interpretation and Conclusions

A mineral resource has not been discovered on the Property. For this reason, the Property is considered an early stage exploration project, with excellent potential of discovering a resource.

Historical drill results indicate only low-grade contents of valuable metal in the Dunn Creek Showing area, well below the threshold of economic content. For this reason, a grass-roots approach to exploration is being recommended for ongoing work on the Property, based mainly on the magnetic results of the airborne geophysical survey. Since most grass-roots exploration completed on the Property was done in the 1990s, there is sufficient justification to incorporate updated and sophisticated methods into ongoing work programs to assist in locating new targets for potential resource. The historic data is not being incorporated into ongoing work, as some of this data cannot be verified.

One large grid area has been selected in the western portion of the Property covering the three showing areas, and elongated preferentially along the volcanic lithologies suited to host VMS deposits. Based on historical data and the airborne geophysical results, a TEM survey, soil geochemistry surveys and geological mapping are being recommended over the grid area. Although this area includes most of the historic exploration and drilling, the airborne magnetic results have delineated a large broad potential area to the north for potential discovery of resource. It is recommended that the grid have 48 kilometers of cross-lines for survey, and 6 kilometers of base line. Line intervals are to be spaced at 100 and 200 meters, with stations established at 50 meters along all lines.

The remainder of the Property is favourable for copper skarn and porphyry style mineral occurrences. Reconnaissance mapping, prospecting and regional silt sampling of the entire claim area, with specific attention to magnetic anomalies, are recommended for other areas of the claims.

Interpretation of results should focus on Cu (Au, Zn) VMS deposits, as this is the primary exploration target expected in this geological terrain. Secondary focus should be Cu (Au) skarn gold deposit, mesothermal precious metal styles of mineralization and low-grade Zn deposits similar to the Big Ledge deposit on the west side of Arrow Lakes.

Discussions and conclusions regarding the reliability and quality of all historical work programs have been discussed in previous sections and need not be discussed again.

Interpretations and conclusions derived from the airborne geophysical survey are discussed in detail in the “Exploration” section of the Greenhorn Technical Report. There are no uncertainties regarding the reliability of this data. The completed program met its original objectives.

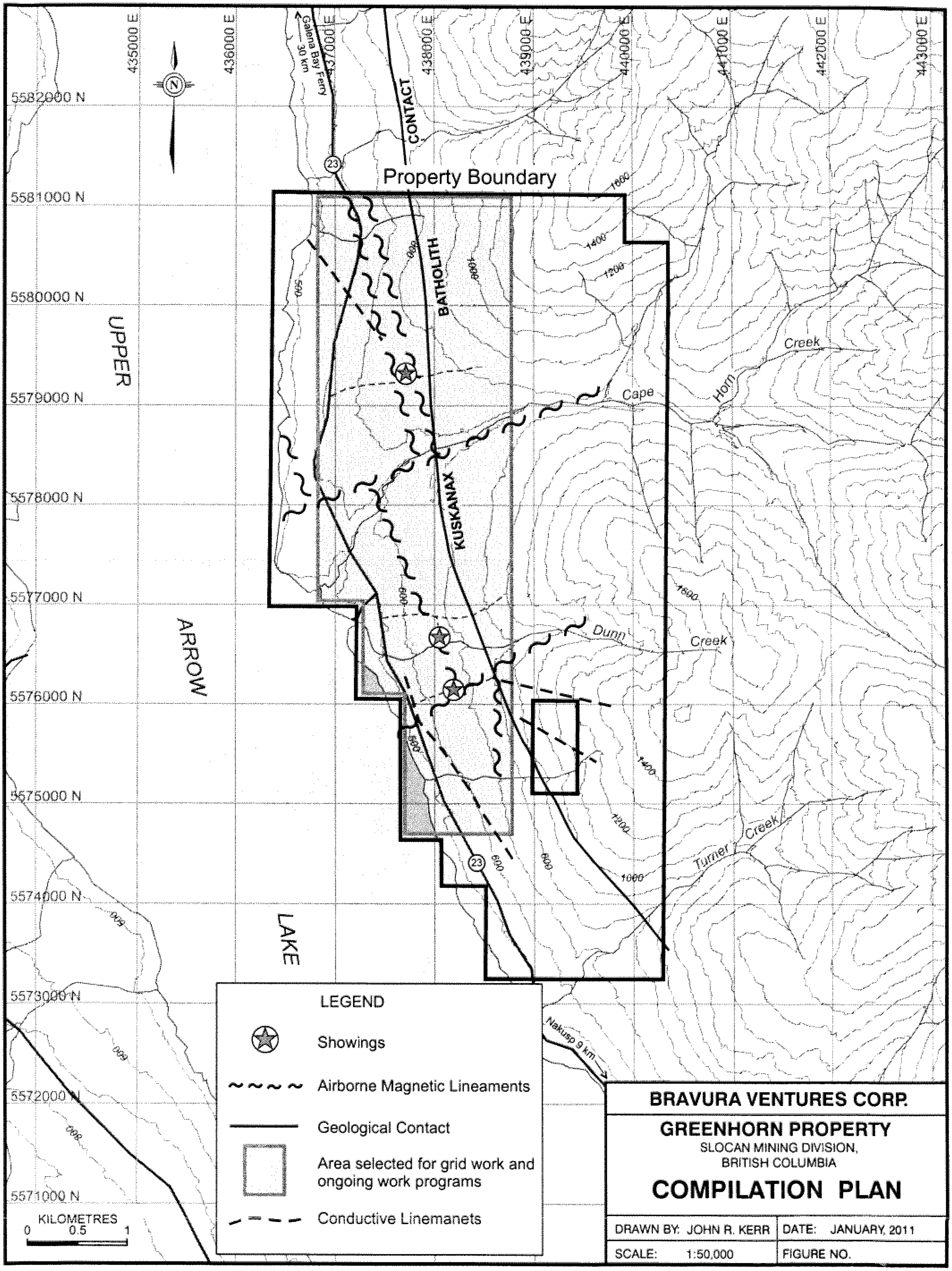
In summary, the Greenhorn Property is considered a property of merit, and is worthy of a significant initial phase of exploration.

Recommendations

It is recommended that initial exploration work be oriented at detailed grid work over a nine square kilometer area of the Property, as shown on the Compilation Plan (See Figure 3 below). The grid is estimated to consist of 48 km of cross lines and 6 kilometers of base line. Lines are spaced at 100 and 200 meter intervals, and stations established every 50 meters along all lines. The more detailed line spacing is required over the area of the known showings. Grid-lines will have to be limbed, however no major cutting of merchantable timber is expected.

REMAINDER OF PAGE LEFT BLANK INTENTIONALLY

Figure 3: Compilation Plan



A ground TEM program is recommended over the entire grid area, with depth penetration capabilities to 300 meters. Concurrent with TEM work, a ground magnetometer survey is recommended over the same grid area. Soil sampling at 50 meters along each line and geological mapping is also recommended over the grid, with showing areas and old trenches being mapped in detail. Soils are to be analyzed by MS-ICP methods, including gold.

Reconnaissance prospecting, silt sampling, and geological mapping, are recommended over the entire Property, using airborne geophysics (magnetic anomalies) and historic data as reference to target specific areas.

Sufficient access roads exist into all areas contemplated for grid-work, therefore building of roads is not necessary. All roads are accessible to at least ATV accessible standards.

Anticipated costs of the Phase I exploration program are as follows:

Grid Preparation: 54 km @ 800/km	43,200
TEM and Magnetic Survey: 48 km @ 2200/km	105,600
Geochemical Survey: Soil Collection	5,000
Analysis	15,000
Reconnaissance Sampling and Prospecting	7,000
Supervision and Geological Mapping	12,000
Room, Board, Truck and Miscellaneous Supplies	25,000
Helicopter: 6 hours @ $1250/hour	7,500
Contingency (~10%)	24,700
Total Phase I Costs	**$ 245,000**

The Phase II exploration program incorporates exploration diamond drilling, to test priority targets delineated from the Phase I program. Additional expanded IP surveys would also be recommended in other areas of the Greenhorn Property. As the amount and location of work is contingent on the results of Phase I, costs of the Phase II program are not estimated at this time.

USE OF PROCEEDS

Proceeds and Principal Purposes

The net proceeds to the Issuer from the sale of the Shares, after deducting the Agent's Commission of $70,125 and the estimated expenses of the Offering of approximately $80,000 will be approximately $674,875.

The total funds expected to be available to the Issuer upon closing of the Offering are as follows:

	Offering
Net Proceeds	$674,875(1)
Estimated Working Capital as at March 31, 2011	$25,690
Total Funds Available	**$700,565**

(1) This excludes the proceeds of the issuance of any Common Shares that may be issued upon exercise of the Agent's Warrants and Options.

The proposed principal uses of the total funds available to the Issuer upon completion of the Offering are as follows:

Use of Proceeds	Offering
Phase 1 Exploration Program on the Greenhorn Property (1)	$245,000
General and administrative expenses of the Issuer(2)	$106,000
Greenhorn Property payment(3)	$20,000
Unallocated Working Capital(4)	$329,565
Total	**$700,565**

(1) See "Narrative Description of the Business – Greenhorn Property – Technical Summary of the Greenhorn Property – Recommendations".

(2) Estimated general and administrative expenses of the Issuer for a period of 12 months from the completion of the Offering.

(3) See "Narrative Description of the Business – Greenhorn Property".

(4) Any proceeds from the exercise of the Agent's Warrants and Options will be added to working capital.

The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons, a reallocation of funds may be necessary in order for the Issuer to achieve its stated business objectives. The actual use of available funds will vary depending on the Issuer's operating and capital needs from time to time and will be subject to the discretion of the management of the Issuer. The Issuer will only redirect the funds to other properties on the basis of a recommendation from a professional engineer or geologist, including a professional engineer or geologist who is a director or officer of the Issuer. Pending such use, the Issuer intends to invest the available funds to the extent practicable in short-term, investment grade, interest-bearing deposit accounts and other marketable securities.

Stated Business Objectives and Milestones

The Issuer's business objectives are to:

1. complete the Offering by the end of July, 2011;

2. complete the recommended Phase 1 exploration program on the Greenhorn Property, using proceeds from the Offering, by December 31, 2011; and

3. if the results of the Phase 1 exploration programs are successful, undertake the recommended Phase 2 exploration program on the Greenhorn Property, using proceeds from the Offering and additional financing, as required, by June 30, 2012.

In the event that the results of the Phase 1 exploration program does not warrant further exploration activity, the Issuer will revise its business plan and objectives, which revisions may include the acquisition of additional mineral properties or joint ventures with other exploration or mining companies. Such activities will also likely require that the Issuer raise additional capital. There can be no assurance that the Issuer can raise such additional capital if and when required. See "Risk Factors."

The Board may, in its discretion, approve asset or corporate acquisitions or investments (including acquisitions outside the mining industry) that do not conform to these guidelines based upon the Board's consideration of the qualitative aspects of the subject properties including risk profile, technical upside, mineral resources and reserves and asset quality. Such acquisitions may require shareholder or regulatory approval.

SELECTED FINANCIAL INFORMATION
AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion & Analysis ("MD&A") of Financial Condition & the Results of Operations for the Period August 6, 2010 (date of incorporation) to January 31, 2011

Management Discussion and Analysis

This MD&A is for the period August 6, 2010 (date of incorporation) to January 31, 2011 and should be read in conjunction with the Issuer's audited financial statements and the related notes contained therein for the period August 6, 2010 (the date of incorporation) to January 31, 2011 (the "Financial Statements") which are attached to and form part of this Prospectus. The Financial Statements summarize the financial impact of the Issuer's financing, investments and operations. The Issuer's significant accounting policies are set out in Note 2 of the Financial Statements. The effective date of this MD&A is April 28, 2011.

Financial Period Ended January 31, 2011

During the period ended January 31, 2011, the Issuer incurred a loss of $188,485 or $(0.08) per share. Included in the determination of net loss is $4,480 for accounting, $885 for advertising and promotion, $6,000 for consulting, $15,025 for management, $1,445 for office and miscellaneous and $2,650 for professional fees. The Issuer also incurred a stock-based compensation expense of $158,000 for the fair value of shares issued to the founders of the Issuer.

Basis of Presentation

The accompanying Financial Statements of the Issuer have been prepared by management in accordance with Canadian generally accepted accounting principles ("GAAP").

Overview

The Issuer is engaged in the business of mineral exploration in British Columbia.

The Issuer was incorporated under the provisions of the *Business Corporations Act* (British Columbia) on August 6, 2010.

On November 24, 2010, the Issuer entered into the Option Agreement with the Vendors to acquire a 100% interest in seven mineral claims comprising the Greenhorn Property.

The Issuer raised a total of $255,501 in cash from the issue of shares pursuant to the incorporation of the Issuer and private placements in the period ended January 31, 2011.

Selected Annual Information

The following table represents selected annual financial information derived from the Issuer's Financial Statements and should be read in conjunction with the Financial Statements.

	For the Period Ended January 31, 2011
Gross Revenue	$ Nil
Net loss	$188,485
Basic & diluted loss per share	$0.08
Total assets	$253,943
Long-term debt	$ Nil
Cash dividends per share	$ Nil

Results of Operations for the period from August 6, 2010 to January 31, 2011

The Issuer incurred a net loss for the period ended January 31, 2011 of $188,485.

Total expenses for the period ended January 31, 2011 were $188,485.

During the period ended January 31, 2011, the Issuer recorded capitalized acquisition costs for the Greenhorn Property totalling $15,555 including cash payments to the Vendors of $15,000 and $555 pursuant to the Option Agreement.

This discussion of the results of operations for the period from August 6, 2010 to January 31, 2011 comprehensively describes the results of the Issuer during the entire period presented. Due to the limited scope of financial activity of the Issuer during the period presented in the Financial Statements, a separate discussion of the final quarter in the period would not provide any additional meaningful information.

Liquidity and Capital Resources

The Issuer's sole source of funding is the issuance of equity securities for cash, primarily through private placements. Since inception the Issuer has issued common share capital pursuant to private placement financings. There can be no assurance of continued access to any equity funding.

Cash inflows for the period ended January 31, 2011 included gross proceeds of $255,501 from the issue of 2,000,001 Common Shares in connection with the incorporation of the Issuer and 3,168,750 Common Shares pursuant to private placements. Cash expended on operating activities in the year, net of working capital changes, was $21,180.

There can be no assurance that financing will be available to the Issuer or, if it is, that it will be available on terms acceptable to the Issuer and will be sufficient to fund cash needs until the Issuer acquires an operating business or achieves positive cash flow. If the Issuer is unable to obtain the financing necessary to support its operations, it may be unable to continue as a going concern. The Issuer currently has no commitments for any credit facilities such as revolving credit agreements or lines of credit that could provide additional working capital. The Issuer has no long term debt, capital lease obligations, operating leases or any other long term obligations.

Financial Instruments

The Issuer's financial instruments consist of cash and accounts payable and amounts due to directors. Unless otherwise noted, it is management's opinion that the Issuer is not exposed to significant interest, currency, liquidity or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

The financial instruments that potentially subject the Issuer to concentrations of credit risk consist primarily of cash. The Issuer places its cash with a high quality financial institution, thereby minimizing exposure for deposits in excess of federally insured amounts. The Issuer believes that credit risk associated with its cash is remote.

In conducting business, the principal risks and uncertainties faced by the Issuer center on exploration and development, resource and commodity prices and market sentiment.

The prices of resource and commodity markets fluctuate widely and are affected by many factors outside of the Issuer's control. The relative prices of metals and minerals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and resource exploration companies. The Issuer relies on equity financing for its working capital requirements and to fund its exploration programs. There is no assurance that such financing will be available to the Issuer, or that it will be available on acceptable terms.

Outstanding Securities

The Issuer had 5,168,751 Common Shares issued and outstanding at January 31, 2011.

Related Party Transactions

During the period, the Issuer incurred the following related party transactions which were measured at exchange amounts, which were the amounts agreed upon by the transacting parties and are on terms and conditions similar to those for arms length transactions:

(a) the Issuer paid consulting fees of $4,000 to Canmex Business Consultants Ltd., a private company controlled by Vicente Herrera, a director of the Issuer; and

(b) the Issuer incurred consulting and accounting fees of $6,000 and $2,605 respectively to J.A. Minni & Associates Inc., a private company controlled by Jerry Minni, a director and officer of the Issuer, of which $2,200 was unpaid and included in accounts payable at January 31, 2011.

Amounts due to directors are non-interest bearing, unsecured and with no stated payment terms.

Additional Disclosure for Venture Issuers without Significant Revenue

The components of expensed exploration costs are described in the schedule of exploration expenditures in the accompanying Financial Statements of the Issuer. The details of general and administrative expenses are included in the statement of operations, comprehensive loss and deficit in the Financial Statements of the Issuer.

Additional Disclosure for Junior Issuers

The Issuer expects that the proceeds raised pursuant to the Offering will fund operations for a minimum of 12 months after the completion of the Offering. The estimated total operating costs necessary for the Issuer to achieve its stated business objectives during the 12 months subsequent to the completion of the Offering is $371,000, including all material capital expenditures during that period.

Future Canadian accounting standards - International financial reporting standards ("IFRS")

The Canadian Accounting Standards Board announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to financial years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Issuer for the period ended January 31, 2011. Under IFRS, there is significantly more disclosure required. Further, while IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in accounting policies that must be addressed.

Due to the size of the Issuer, the convergence to IFRS is being led by the Issuer's Chief Financial Officer, who along with other members of the Issuer's management group will design and execute the conversion project and will report to the Audit Committee of the Issuer on the progress accomplished.

Item 1 - Accounting policies, including choices among policies permitted under IFRS, and implementation decisions such as whether certain changes will be applied on a retrospective or a prospective basis

An assessment of the significant differences between Canadian GAAP and IFRS that affect the Issuer and the impacts on the Issuer's financial statements has been completed on a high-level basis and are discussed below.

The Issuer will next complete an assessment of the IFRS estimates of the quantified effects of the anticipated changes to the Issuer's IFRS opening balance sheet if any, and identify business processes and resources that may require modification as a result of these changes.

Mineral properties

Canadian GAAP requires acquisition costs to be capitalized and allows exploration costs to be expensed as incurred or capitalized. IFRS allows the same treatment as Canada however the exploration costs must be classified as either tangible or intangible assets, according to their nature.

The Issuer's policy is to capitalize acquisition costs and exploration costs.

With respect to the Issuer's accounting of mineral properties, there is no difference between Canadian GAAP and IFRS.

Item 2 - Information technology and data systems

The accounting processes of the Issuer are simple as the Issuer currently has few mineral properties and no employees. No major challenges are expected at this point to operate the accounting system under IFRS.

The Issuer has generated its accounting under Canadian GAAP in 2010, and it has tentatively determined that there will be no significant differences for the accounting under IFRS and the comparative financial statements for 2011.

Item 3 - Internal control over financial reporting

Since the Issuer intends to list on Tier 2 of the TSX Venture Exchange, management will not be required to make representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting as defined in National Instrument 52-109.

Management is responsible for ensuring that processes are in place to provide them with sufficient knowledge to support their certification of the financial statements and MD&A, more specifically assessing that the filings are exempt from misrepresentations and are presenting fairly the results of the Issuer. Management will ensure that once the convergence is completed it will be in a position to continue to certify the Issuer's filings.

The Audit Committee of the Issuer reviews the financial reporting and control matters and recommends approval of the annual financial statements and MD&A to the Board who are then responsible for approving the filings.

Item 4 - Disclosure controls and procedures, including investor relations and external communications plans

The Issuer will update its disclosure controls and procedures to ensure they are appropriate for reporting under IFRS. At this time no changes have been determined as being necessary. The Issuer will continue to maintain a set of disclosure controls and procedures designed to ensure that information required to be disclosed in filings made pursuant to National Instrument 52-109 is recorded, processed, summarized and reported in the manner specified by the relevant securities laws applicable to the Issuer.

Item 5 - Financial reporting expertise, including training requirements

The Chief Financial Officer of the Issuer has participated in ongoing training sessions provided by external advisors. Training and research are ongoing and the development of standards issued by the International Accounting Standards Boards are monitored and evaluated for any impact on the Issuer.

Item 6 - Business activities, such as foreign currency and hedging activities, as well as matters that may be influenced by GAAP measures such as debt covenants, capital requirements and compensation arrangements

The Issuer does not expect that the convergence to IFRS will have a significant impact on its risk management or other business activities.

Currently there are no matters influenced by GAAP measures, such as debt covenants, capital requirements and compensation arrangements that would be impacted by the convergence to IFRS.

DESCRIPTION OF THE SECURITIES OFFERED

Common Shares

The Issuer is authorized to issue an unlimited number of Common Shares. There are 5,168,751 Common Shares issued and outstanding as of the date of this Prospectus. Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Issuer and to attend and cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro rata basis such dividends on the Common Shares, if any, as and when declared by the Issuer's Board at its discretion from funds legally available therefor, and upon the liquidation, dissolution or winding up of the Issuer, are entitled to receive on a pro rata basis the net assets of the Issuer after payments of debts and other liabilities. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement dated for reference April 28, 2011 between the Agent and the Issuer, the Issuer has appointed the Agent to act as its agent to offer for distribution in the Selling Jurisdictions, on a commercially reasonable efforts basis, 5,500,000 Shares at a purchase price of $0.15 per Share for aggregate gross proceeds to the Issuer of $825,000 under the Offering, subject to the terms and conditions of the Agency Agreement. The Offering is subject to receiving subscriptions for 5,500,000 Shares. The Agent may enter into selling arrangements with other investment dealers at no additional cost to the Issuer. The Issuer will pay a 8.5% cash commission (the "Agent's Commission") to the Agent from the gross proceeds realized from the sale of the Shares under the Offering. In addition, the Issuer has agreed to grant to the Agent, as additional compensation, non-transferable common share purchase warrants (each an "Agent's Warrant") that will entitle the Agent to purchase such number of common shares (each an "Agent's Warrant Share") of the Issuer that is equal to 8.5% of the aggregate number of Shares sold under the Offering. Each Agent's Warrant will entitle the holder to purchase one Agent's Warrant Share at an exercise price of $0.20 per Agent's Warrant Share until the date which is 24 months after the Closing. The Issuer has further agreed to pay to the Agent a corporate finance fee (the "Corporate Finance Fee") payable by the issuance of 100,000 Common Shares (each an "Agent's Share") of the Issuer or a combination thereof. Each Agent's Share will be issued at a deemed price of $0.15 per Agent's Share. The Issuer will also pay the Agent a work fee of $12,500 plus HST, of which $6,500 plus HST has already been paid. This Prospectus qualifies the distribution of 450,000 Agent's Warrants and all of the Agent's Shares. The remaining 17,500 Agent's Warrants will be issued pursuant to exemptions from the prospectus requirement and subject to a four month hold period.

In addition, the Issuer will reimburse the Agent for their legal fees and other expenses incurred pursuant to the Offering.

Pursuant to policy statements of certain securities regulators, the Agent may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions, on the conditions that the bid or purchase not be engaged for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares. Such exceptions include a bid or purchase permitted under applicable by-laws and rules of the relevant self-regulatory authorities relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Such transactions, if commenced, may be discontinued at any time.

Pursuant to the Agency Agreement, the Issuer has granted the Agent the right to lead any brokered equity financing of the Issuer, for a period of 18 months after the Common Shares commence trading on the Exchange.

The obligations of the Agent under the Agency Agreement may be terminated at their discretion on the basis of their assessment of the state of financial markets or upon the occurrence of certain stated events.

The Offering Price of the Shares was determined by negotiation between the Issuer and the Agent.

The Agent hereby conditionally offers, as agent on behalf of the Issuer 5,500,000 Shares on a commercially reasonable efforts basis, subject to prior sale if, as, and when issued by the Issuer and accepted by the Agent in accordance with the Agency Agreement. The Offering is subject to receiving subscriptions for 5,500,000 Shares. All funds received from subscribers for Shares will be held by the Agent pursuant to the terms of the Agency Agreement. In the event that subscriptions and subscription funds for 5,500,000 Shares are not received and accepted on or before 90 days from the issuance of a receipt for the final Prospectus, the Offering will be discontinued and all subscription monies will be returned to subscribers by the Agent without interest or deduction, unless an amendment to the final Prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued, and all subscription monies will be returned to subscribers by the Agent without interest or deduction, in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the final Prospectus and, in any event, not more than 180 days after the issuance of a receipt for the final 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 prior notice.

One or more global certificates that represent the aggregate principal number of Shares subscribed for will be issued in registered form to The Canadian Depository for Securities Limited ("CDS"), unless the Agent elects for book entry delivery, and will be deposited with CDS on the date of Closing. All of the purchasers of Shares will receive only a customer confirmation from the Agent as to the Shares purchased, except that certificates representing the Shares in registered and definitive form may be issued in certain other limited circumstances.

This prospectus qualifies the distribution of the Shares issuable in respect of the Offering.

There is no market through which the Shares may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus. The Exchange has conditionally approved the listing of the Shares, which listing is subject to the Issuer fulfilling all of the requirements of the Exchange, including distribution of the Shares to a minimum number of public shareholders.

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

PRIOR SALES

The Issuer has issued an aggregate of 5,168,751 Common Shares since the date of its incorporation on August 6, 2010 as follows:

Date	Number of Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
August 6, 2010	1	$1.00	$1.00	cash
September 27, 2010	2,000,000	$0.001	$2,000	cash[(1)]
September 27, 2010	75,000	$0.08	$6,000	cash
October 24, 2010	31,250	$0.08	$2,500	cash
October 29, 2010	43,750	$0.08	$3,500	cash
November 3, 2010	137,500	$0.08	$11,000	cash
November 4, 2010	187,500	$0.08	$15,000	cash
November 5, 2010	81,250	$0.08	$6,500	cash
November 6, 2010	200,000	$0.08	$16,000	cash
November 9, 2010	375,000	$0.08	$30,000	cash
November 30, 2010	62,500	$0.08	$5,000	cash
December 7, 2010	525,000	$0.08	$42,000	cash
December 13, 2010	100,000	$0.08	$8,000	cash
December 14, 2010	100,000	$0.08	$8,000	cash
December 15, 2010	50,000	$0.08	$4,000	cash
December 21, 2010	100,000	$0.08	$8,000	cash
December 23, 2010	62,500	$0.08	$5,000	cash
December 24, 2010	100,000	$0.08	$8,000	cash
January 31, 2011	937,500	$0.08	$75,000	cash
Total	**5,168,751**		**$255,501**	

(1) The Issuer issued 2,000,000 Common Shares to directors at a price of $0.001 per share for gross proceeds of $2,000. The fair value of the 2,000,000 Common Shares was $160,000. The Company recorded stock-based compensation of $158,000 and a corresponding increase in share capital.

Of the 5,168,751 Common Shares currently issued and outstanding, it is expected that 2,450,001 Common Shares which are held by principals of the Issuer will be held in escrow. See "Escrowed Securities".

CAPITALIZATION

The following table sets forth the capitalization of the Issuer. The table should be read in conjunction with the financial statements of the Issuer appearing elsewhere in this Prospectus:

	Amount Authorized	Outstanding as at January 31, 2011	Outstanding as at January 31, 2011 After Giving Effect to the Offering(1)(2)(3)
		(audited)	**(unaudited)**
Common Shares	Unlimited	$413,501	$1,088,376
		(5,168,751 Common Shares)	(10,768,751 Common Shares)

(1) Does not include any Common Shares issued upon exercise of the Agent's Warrants or Options.

(2) An aggregate of 2,450,001 Common Shares are expected to be subject to escrow requirements. See "Escrowed Securities".

(3) Includes Agent's Shares.

The following table sets out the anticipated fully diluted share capital structure of the Issuer after giving effect to the Offering:

	Number of Common Shares Outstanding Upon Completion of the Offering	% of Fully Diluted Share Capital Upon Completion of the Offering
Issued by the Issuer as of the date of this Prospectus	5,168,751	42.59%
Common Shares issued pursuant to the Offering	5,500,000	45.32%
Reserved for issuance upon the exercise of the Agent's Warrants	467,500	3.85%
Agent's Shares issued as payment of the Corporate Finance Fee	100,000	0.82%
Reserved for issuance upon the exercise of Options	900,000	7.42%
TOTAL:	**12,136,251**	**100%**

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES OF THE ISSUER

Stock Options

The following table sets forth certain information concerning stock options granted to the executive officers and directors of the Issuer as at the date of the Prospectus:

Held By	Total Number of Options Granted to Purchase Common Shares	Exercise Price	Market Value on Date of Grant	Expiry Date	Market Value of the Common Shares on February 28, 2011
All executive officers and past executive officers of the Issuer as a group and all directors and past directors of the Issuer who are not also executive officers of the Issuer as a group (6 persons)	900,000[(1)(2)]	$0.15	N/A	5 years from the date of the listing of the Common Shares on the Exchange	N/A
All other employees and past employees of the Issuer as a group	Nil	N/A	N/A	N/A	N/A
All consultants of the Issuer as a group	Nil	N/A	N/A	N/A	N/A
Any other holders of Options	Nil	N/A	N/A	N/A	N/A
TOTAL	**900,000**				

(1) In the event that the number of Options outstanding pursuant to the Stock Option Plan (as defined below) immediately after the Closing exceeds 10% of the number of issued and outstanding Common Shares, the number of Options will be reduced on a pro-rata basis such that the number of outstanding Options does not exceed 10% of the issued and outstanding Common Shares.

(2) These Options were granted to the directors and officers of the Issuer on March 18, 2011, as follows: 150,000 Options to each of Brook Bellian, Jerry Minni, Quinn Field-Dyte, Vicente Herrera, Marc LeBlanc and David Lajack.

Stock Option Plan

The Issuer has adopted a 10% rolling incentive stock option plan (the "Stock Option Plan"), in accordance with the policies of the Exchange, which provides that the Board of the Issuer may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Issuer non-transferable options ("Options"), which are exercisable for a period of up to ten years, to purchase up to 10% of the issued and outstanding Common Shares of the Issuer, except that prior to the Common Shares being listed for trading on the TSX Venture Exchange (or such other trading facility as the Common Shares may be listed on) the number of Common Shares which will be available for purchase pursuant to Options granted pursuant to the Stock Option Plan may exceed 10% of the number of Common Shares which are issued and outstanding on the particular date of grant of Options. In addition, the number of Common Shares reserved for issuance to any one person in a 12 month period shall not exceed 5% of the issued and outstanding Common Shares, the maximum number of Options which may be granted to any one consultant in a 12 month period will not exceed 2% of the issued and outstanding Common Shares and the maximum number of Options which may be granted to employees or consultants engaged in investor relations activities in a 12 month period will not exceed 2% of the issued and outstanding Common Shares and such Options granted to employees or consultants engaged in investor relations activities must vest in stages over 12 months with no more than 25% of the Options vesting in any three month period. The Board will determine the price per Common Share and the number of Common Shares which may be allotted to each director, officer, employee and consultant and all other terms and conditions of the Options, subject to the rules of the Exchange, when such Options are granted. Options must be exercised within 90 days of termination of employment or cessation of the option holder's position with the Issuer, subject to the expiry date of such Option and certain other provisions of the Stock Option Plan. The price per Common Share set by the Board, provided that the Common Shares are traded on an organized trading facility, shall not be less than the closing trading price of the Common Shares on the last day prior to the date on which such Option is granted, less the applicable discount permitted (if any) by such applicable exchange or market.

ESCROWED SECURITIES

The Issuer has issued a total of 2,450,001 Common Shares (the "Escrow Shares") to principals of the Issuer, as that term is defined in National Policy 46-201 – Escrow for Initial Public Offerings (the "Escrow Policy").

The following table sets out the Escrow Shares which are expected to be subject to escrow restrictions imposed by the Escrow Policy:

Designation of Class	Number of Securities in Escrow	Percentage of Class as at the date of this Prospectus	Percentage of Class After Completion of Offering[(1)]
Common Shares	2,450,001	47.40%	22.75%

(1) Does not include any Common Shares issued upon the exercise of Agent's Warrants and Options.

As required by applicable securities laws, concurrent with the closing of the Offering, the shareholders of the Issuer described below will enter into a Form 46-201F1 escrow agreement with Trustco and the Issuer (the "Escrow Agreement"), pursuant to which such shareholders will agree to deposit an aggregate of 2,450,001 Escrow Shares into escrow with Trustco as escrow agent. Under the terms of the Escrow Policy, the Corporation will, at the time of the Offering, be categorized as an "emerging" issuer. The Escrow Agreement provides that 10% of the number of Escrow Shares held thereunder will be released on the date that the Common Shares are listed and posted for trading on the Exchange (the "Listing Date"), and an additional 15% of the number of securities originally held thereunder shall be released on each of 6 months, 12 months, 18 months, 24 months, 30 months and 36 months from the date of the Listing Date.

The following is a list of the holders of the Escrow Shares:

Name and Municipality of Residence	Number of Escrowed Shares
Quinn Field-Dyte *Vancouver, BC*	400,001
Brook Bellian *Vancouver, BC*	400,000
Vicente Herrera *Coquitlam, BC*	1,275,000
Maria Ezeta[(1)] *Coquitlam, BC*	75,000
David Lajack *Tucson, Arizona*	50,000
Marc LeBlanc *North Vancouver, BC*	50,000
Jessica Easter[(2)] *North Vancouver, BC*	50,000
Vera Minni *West Vancouver, BC*	150,000
TOTAL	**2,450,001**

(1) Maria Ezeta is the spouse of a director, Vicente Herrera.

(2) Jessica Easter is the spouse of a director, Marc LeBlanc.

Seed Share Resale Restrictions

Common Shares of the Issuer that are issued to non-principals (as defined in the policies of the Exchange) of the Issuer prior to the completion of this Offering ("Seed Shares") may be subject to hold periods imposed by the Exchange. The purchase price of the Seed Shares, and the time of their purchase relative to the date of a receipt for the preliminary Prospectus of the Issuer by the securities regulatory authorities in the Provinces of British Columbia, Alberta and Ontario, determine which, if any, Exchange hold period applies. This Exchange hold period does not apply to persons who are subject to the Escrow Policy as discussed above.

A total of 937,500 Seed Shares are subject to resale restrictions and are eligible for release in the numbers and on the dates set out below:

Date	Aggregate Number of Seed Shares Eligible for Release	
Closing of this Offering	187,500 Shares	20%
Closing date + 1 months	187,500 Shares	20%
Closing date + 2 months	187,500 Shares	20%
Closing date + 3 months	187,500 Shares	20%
Closing date + 4 months	187,500 Shares	20%
TOTAL	**937,500 Shares**	100%

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Issuer, the only persons as at the date hereof who, beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the Common Shares, are as follows:

Name and Municipality of Residence	Type of Ownership	Number of Common Shares	Percentage of Class as at the date of this Prospectus	Percentage of Class After Giving Effect to the Completion of the Offering[1]
Vicente Herrera *Coquitlam, BC*	Direct	1,275,000	24.67%	11.84%

(1) This assumes a total of 10,768,751 Common Shares are outstanding and that the principal shareholder does not acquire any securities pursuant to the Offering. This also excludes any Common Shares which may be issued upon the exercise of the Agent's Warrants or Options.

(2) On a fully diluted basis, including Common Shares which may be issued upon the exercise of the Agent's Warrants or Options, the figure will be 11.74%.

DIRECTORS, OFFICERS AND PROMOTERS

The following table describes the names and the municipalities of residence of the directors, executive officers and the management of the Issuer, their positions and offices with the Issuer and their principal occupations during the past five years. The following information relating to the directors and officers is based on information received by the Issuer from said persons.

Name and Municipality of Residence	Position and Term with the Issuer	Principal Occupation and Occupation During the Past Five Years
Brook Bellian Vancouver, BC	President, Chief Executive Officer and Director	Corporate Communications for Lincoln Mining since February 2010; Corporate Communications for Alix Resources Ltd. from May 2005 to February 2010; Corporate Communications for Habanero Resources Inc. from April 2003 to May 2005.
Jerry A. Minni(1) West Vancouver, BC	Chief Financial Officer and Director	Chief Executive Officer of Mcorp Investment Group since 1992; self-employed Certified General Accountant since 1988.
Quinn Field-Dyte Vancouver, BC	Corporate Secretary and Director	Director and Corporate Secretary of the Issuer since August 2010; Investor Relations Consultant, Minegate Resources Capital Group, February 2010 to June 2010; Quality Assurance, Embassy Interactive Inc. from April 2009 to January 2010; Quality Assurance and Associate Production and Design, Embassy Visual Effects from February 2007 to March 2009; Assistant Foreman, LMS Reinforcing Steel Group from September 2006 to December 2006.
Vicente Herrera(1) Coquitlam, BC	Director	President and Chief Executive Officer of Canmex Business Consultants Ltd. since June 2007; Store Manager, Saan Stores Ltd. from November 2006 to June 2007; President and CEO, Multinational Broker Corporation, S.A. de C. V. from January 2000 to September 2006.
Marc LeBlanc(1) North Vancouver, BC	Director	Vice President Corporate Development and Corporate Secretary of Mercator Minerals Ltd. since January 2005.
David Lajack Tucson, Arizona	Director	Geologist.

(1) Member of Audit Committee.

Each of the Directors of the Issuer will hold office until the next annual general meeting of the shareholders of the Issuer pursuant to the Business Corporations Act, or unless his office is earlier vacated in accordance with the Articles of the Issuer, or with the provisions of the Business Corporations Act.

As at the date hereof, the directors and officers of the Issuer currently own, directly or indirectly, or exercise control or direction over, 2,450,001 Common Shares, or 47.40% of the issued and outstanding Common Shares. After the completion of the Offering and prior to the exercise of any other outstanding rights to acquire Common Shares (including the Agent's Warrants and Options), the directors and officers of the Issuer will own approximately 22.75% of the issued and outstanding Common Shares if the Offering is achieved.

Management and Key Personnel

Brook Bellian (Age 30) - President, Chief Executive Officer and Director

Mr. Brook Bellian has been a director and executive officer of the Issuer since its incorporation on August 6, 2010. Mr. Bellian provides corporation communications services to public companies, including Lincoln Mining Corporation (TSXV:LMG) since February 2010, Alix Resources Ltd. (TSXV:AIX) from May 2005 to February 2010 and Habenero Resources Inc. (TSXV:HAO) from April 2003 to May 2005.

Mr. Bellian has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mr. Bellian will devote approximately 40% of his time to the affairs of the Issuer.

Jerry A. Minni (Age 51) - Chief Financial Officer and Director

Mr. Jerry A. Minni is the Chief Financial Officer and director of the Issuer and provides his services to the Issuer on a part-time basis. He has served as Chief Financial Officer and a director of the Issuer since January 2011.

Mr. Minni, a Certified General Accountant, has 25 years expertise in the administration, management and financing of venture companies. Mr. Minni is currently a director of several reporting issuers including Dragonfly Capital Corp., Pacific Arc Resources Inc., Fairmont Resources Inc., Rio Grande Mining Corp., Harmony Gold Corp., and Revolver Resources Inc. He is also the Chief Financial Officer of Dragonfly Capital Corp., Pacific Arc Resources Inc., Fairmont Resources Inc. and Revolver Resources Inc. and is the Chief Executive Officer of Rio Grande Mining Corp.

Mr. Minni has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mr. Minni will devote approximately 15% of his time to the affairs of the Issuer.

Quinn Field-Dyte (Age 42) – Corporate Secretary and Director

Mr. Quinn Field-Dyte has been the Corporate Secretary and a Director of the Issuer since its incorporation in August 2010. Mr. Quinn Field-Dyte provided investor relations services to Minegate Resources Capital Group, a company involved in providing consulting services to venture capital companies, from February 2010 to June 2010. He has also provided his consultant services in quality assurance and associate production and design to Embassy Visual Effects, a company involved in the production of computer generated visual effects for television, film and other media.

Mr. Field-Dyte has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mr. Field-Dyte will devote approximately 40% of his time to the affairs of the Issuer.

Directors

Marc LeBlanc (Age 49), Director

Mr. Marc LeBlanc has been a director of the Issuer since December 2010. Mr. LeBlanc is currently the Vice President Corporate Development (since May 2007) and the Corporate Secretary (since April, 2004) of Mercator Minerals Ltd., a TSX listed issuer. From August 2003 to April 2005, Mr. LeBlanc was a consultant providing corporate secretary services to public companies.

Mr. LeBlanc has served as Corporate Secretary for a number of public companies, Leisure Canada Inc. from April 2004 to June 2005, X-Tal Minerals Corp. from April 2004 to March 2005 and La Mancha Resources Inc. from April 2004 to March 2005. Mr. LeBlanc also served as a director of First Smart Sensor Corp. from July 1999 to August 2009. Mr. LeBlanc currently serves as a director of Lincoln Mining Corporation (TSXV:LMG).

Mr. LeBlanc obtained a Legal Studies Diploma from Capilano University in April 1990, a Bachelor of Arts from Simon Fraser University in April 1987 and a Diploma Associate from Douglas College in April 1984.

Mr. LeBlanc has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mr. LeBlanc will devote approximately 15% of his time to the affairs of the Issuer.

Vicente Herrera (Age 40) – Director

Mr. Vicente Herrera has been a director of the Issuer since August 2010. Mr. Herrera is the President and Chief Executive Officer of Canmex Business Consultants Ltd., a private Canadian consulting firm specializing in providing administrative and management consulting services to Canadian mining and exploration companies conducting business in Mexico and Latin America. Mr. Herrera obtained a Bachelor in Business Administration from El Instituto Tecnológico y de Estudios Superiores de Monterrey, Mexico City in May 1995. Mr. Herrera was Manager of Saan Stores Ltd. located in Delta, British Columbia from November 2006 to June 2007. Mr. Herrera was President and Chief Executive Officer of Multinational Broker Corporation S.A. de C.V. from January 2000 to September 2006.

Mr. Herrera has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mr. Herrera will devote approximately 15% of his time to the affairs of the Issuer.

David Lajack (Age 57) – Director

Mr. David Lajack has been a director of the Issuer since December 2010. Mr. Lajack is an exploration geologist. Mr. Lajack obtained a Bachelor of Science from Central Michigan University in August 1976. Mr. Lajack is a exploration geologist providing consultant services to various public companies.

Mr. Lajack has served as a director of Geo Minerals Ltd. (TSXV:GM) since September 2005, Alix Resources Ltd. (TSXV:AIX) since June 2007, Andover Ventures Inc. (TSXV:AOX) since October 2006, Silver Phoenix Resources Inc. (CNSX:SP) since May 2007 and Caribou Copper Resources Ltd. (TSXV:CKR) since September 2009.

Mr. Lajack has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mr. Lajack will devote approximately 15% of his time to the affairs of the Issuer.

Reporting Issuer Experience of the Directors, Officers and Promoters of Issuer

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

Name	Name of Reporting Issuer	Exchange or Market	Position	From	To
Jerry A. Minni	Dragonfly Capital Corp.	TSXV	CFO & Director	03/2010	present
	Pacific Arc Resources Inc.	TSXV	CFO & Director	01/2010	present
	Fairmont Resources Inc.	TSXV	CFO Director	04/2009 05/2007	present present
	Rio Grande Mining Corp.	TSXV	CEO & Director	05/2007	present
	Revolver Resources Inc.	TSXV	Director CFO President & CEO	05/2007 07/2010 05/2007	present present 07/2010
	Tintina Gold Corp. (formerly Mantra Mining Inc.)	TSXV	CFO & Director	07/1998	06/2010
	Asiabasemetals Inc.	TSXV	CFO & Director	08/2009	05/2010
	Pan America Lithium Corp. (formerly Etna Resources Inc.)	TSXV	President & Director CEO & CFO	09/2006 05/2008	04/2010 04/2010
	Harmony Gold Corp. (formerly Avantec Technologies Inc.)	TSXV	Director	06/1999 09/2010	03/2010 present
	Bonterra Resources Inc.	TSXV	CFO & Director	05/2007	03/2010
	Panthera Exploration Inc. (formerly Amera Resources Corp.)	TSXV	Director	11/2002	02/2010
	IMA Exploration Inc.	TSXV	Director	12/2007	09/2009
	Weststar Resources Corp.	TSXV	Director	12/2004	09/2009
	Romulus Resources Ltd.	TSXV	Director	11/2005	02/2009
	Raytec Development Corp.	TSXV	CEO & Director	02/1992	07/2008
	Janina Resources Ltd.	TSXV	Director	11/2003	05/2006
Marc LeBlanc	Lincoln Mining Corporation	TSXV	Director	02/2008	present
	Mercator Minerals Ltd.	TSX	VP Corporate Development Corporate Secretary	05/2007 04/2004	present present
David Lajack	Geo Minerals Ltd.	TSXV	Director	09/2005	present
	Alix Resources Ltd.	TSXV	Director	06/2007	present
	Andover Ventures Inc.	TSXV	Director	10/2006	present
	Silver Phoenix Resources Inc.	CNSX	Director	05/2007	present
	Caribou Copper Resources Ltd.	TSXV	Director	09/2009	present

Corporate Cease Trade Orders Or Bankruptcies

No director or executive officer of the Issuer is, as at the date of this Prospectus, or was within 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Issuer), that:

(a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer

No director or executive officer of the Issuer, and no shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director or executive officer of any company (including the Issuer) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, 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; or

(b) has, within 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties Or Sanctions

No director or executive officer of the Issuer, and no shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, has been subject to:

(a) 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

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts Of Interest

There are potential conflicts of interest to which the directors and officers of the Issuer will be subject in connection with the operations of the Issuer. In particular, certain of the directors and officers of the Issuer are involved in managerial and/or director positions with other companies whose operations may, from time to time, be in direct competition with those of the Issuer. Conflicts, if any, will be subject to the procedures and remedies available under the Business Corporations Act. The Business Corporations Act provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the Business Corporations Act. See “Risk Factors – Conflicts of Interest” for further details.

EXECUTIVE COMPENSATION

Compensation Discussion & Analysis

The Issuer was not a reporting issuer at any time during the most recently completed financial period. It is expected that in the future the directors and officers of the Issuer, including the Named Executive Officers (as defined below), will be granted, from time to time, incentive stock options in accordance with the Issuer's Stock Option Plan. See "Options and Other Rights to Purchase Securities of the Issuer – Stock Option Plan" for a summary of the terms of the Issuer's Stock Option Plan. Given the Issuer's size and its stage of development, the Issuer has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. It is anticipated that once the Issuer becomes a reporting issuer, the Board will consider appointing such a committee and adopting such guidelines. The Issuer currently relies solely on Board discussion without any formal objectives, criteria and analysis to determine the amount of compensation payable to officers of the Issuer.

Philosophy

Compensation paid to the Named Executive Officers is based on comparison to compensation paid to officers of companies in a similar business, size and stage of development and reflects the need to provide incentive and compensation for the time and effort expended by the Named Executive Officers, while taking into account the financial and other resources of the Issuer, as well as increasing shareholder value.

The Issuer is a private junior mineral exploration company without revenue and therefore certain compensation factors were considered and not included within the compensation structure and philosophy. Some of the factors not considered were target share ownership guidelines, pension plans, specific target weightings, and percentage of compensation at risk.

The Issuer's executive compensation currently consists of long-term incentives in the form of participation in the Issuer's Stock Option Plan. Once the Issuer becomes a reporting issuer, it is expected that the Board will review the compensation of Named Executive Officers and make adjustments, if appropriate, to ensure that the compensation of the Named Executive Officers is commensurate with the services they provide.

Base Salary

It is expected that once the Issuer becomes a reporting issuer, base salary will be the principal component of executive compensation and the base salary for each executive officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance will also be taken into account in determining base salary levels for executives.

Option-based Awards

The Issuer believes that encouraging its officers and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Issuer's Stock Option Plan. Options will be granted to management and employees taking into account a number of factors, including, base salary and bonuses and competitive factors.

The stock option component of compensation provided by the Issuer is intended to advance the interests of the Issuer by encouraging the directors, officers, employees and consultants of the Issuer to acquire shares, thereby increasing their proprietary interest in the Issuer, encouraging them to remain associated with the Issuer and furnishing them with additional incentive in their efforts on behalf of the Issuer in the conduct of its affairs. Grants under the Issuer's Stock Option Plan are intended to provide long term awards linked directly to the market value performance of the Issuer's shares. The Board will review management's recommendations for the granting of stock options to management, directors, officers and other employees and consultants of the Issuer and its subsidiaries. Stock options are granted according to the specific level of responsibility of the particular executive. The number of outstanding Options is also considered by the Board when determining the number of Options to be granted in any particular year due to the limited number of Options which are available for grant under the Issuer's Stock Option Plan.

Named Executive Officers

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officers"):

(a) the Issuer's chief executive officer ("CEO");

(b) the Issuer's chief financial officer ("CFO");

(c) each of the Issuer's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and

(d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Issuer, nor acting in a similar capacity, at the end of that financial year.

During the period from August 6, 2010 (the date of incorporation) to January 31, 2011, the Issuer had two Named Executive Officers, being Brook Bellian, the President and Chief Executive Officer, and Jerry A. Minni, the Chief Financial Officer.

Summary Compensation Table

The following table is a summary of compensation paid to the Named Executive Officers for the period from August 6, 2010 (date of incorporation) to January 31, 2011:

					Non-equity incentive plan compensation ($)				
Name and Principal Position	**Year**	**Salary ($)**	**Share-based Awards ($)**	**Option-based Awards ($)**	**Annual incentive plans**	**Long-term incentive plans**	**Pension Value ($)**	**All Other Compe-nsation ($)**	**Total Compen-sation ($)**
BROOK BELLIAN PRESIDENT & CEO	2011(1)	Nil	Nil	Nil	Nil	Nil	Nil	$4,150(2)	$4,150
JERRY A. MINNI CFO	2011(1)	Nil	Nil	Nil	Nil	Nil	Nil	$8,605(3)	$8,605

(1) Period from August 6, 2010 (the date of incorporation) to January 31, 2011.

(2) These funds were paid for management services provided to the Issuer.

(3) These funds were paid to J.A. Minni & Associates Inc., a private company controlled by Jerry Minni, for consulting and accounting fees, of which $2,200 were unpaid and included in accounts payable at January 31, 2011.

The Issuer does not provide retirement or other benefits for any of its directors or officers and the Issuer does not have any plans, other than the Stock Option Plan, pursuant to which cash or non-cash compensation is paid or distributed to the Named Executive Officers.

There are no arrangements for compensation with respect to the termination of Named Executive Officers, including in the event of a change of control.

Incentive Plan Awards

The Issuer did not grant any share-based awards or option-based awards to the Named Executive Officers from the date of incorporation of the Issuer on August 6, 2010 to January 31, 2011. On March 18, 2011, the Issuer granted a total of 900,000 Options to the directors and officers of the Issuer as follows: 150,000 Options to each of Brook Bellian, Jerry Minni, Quinn Field-Dyte, Vicente Herrera, Marc LeBlanc and David Lajack.

Pension Plan Benefits

The Issuer does not provide retirement benefits for directors or executive officers.

Compensation of Directors

Since incorporation, no compensation has been paid by the Issuer to its directors for acting as directors.

Director compensation table

The following table sets out the compensation provided to all directors of the Corporation, who are not Named Executive Officers, during the Corporation's two financial years ended March 31, 2010 and 2009:

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Quinn Field-Dyte	Nil	Nil	Nil	N/A	N/A	$10,875(1)	$10,875
Vicente Herrera	Nil	Nil	Nil	N/A	N/A	$4,000(2)	$4,000
Marc LeBlanc	Nil	Nil	Nil	N/A	N/A	N/A	N/A
David Lajack	Nil	Nil	Nil	N/A	N/A	N/A	N/A

(1) These funds were paid for management services provided to the Issuer.

(2) These funds were paid to Canmex Business Consultants Ltd., a private company controlled by Vicente Herrera, for management services provided to the Issuer.

Except as otherwise disclosed herein, there were no standard arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the directors were compensated by the Issuer for services in their capacity as a director (including any additional amounts payable for committee participation or special assignments), during the period from incorporation to January 31, 2011. No directors' fees are expected to be paid by the Issuer.

All directors are also entitled to be reimbursed for reasonable expenses incurred on behalf of the Issuer.

There are no arrangements for compensation with respect to the termination of directors in the event of a change or control of the Issuer.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

There has been no indebtedness outstanding by directors or senior officers of the Issuer to the Issuer or under any applicable securities purchase programs at any time since the date of incorporation.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The Audit Committee's Charter

A. PURPOSE

The overall purpose of the Audit Committee (the "Committee") is to ensure that the Issuer's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "Board"), the majority of whom cannot be Officers, Employees or Control Persons of the Issuer.

2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

5. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

6. Meetings of the Committee shall be conducted as follows:

   (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

   (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

   (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:

   (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and interim consolidated financial statements and related financial disclosure;

   (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;

   (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and

   (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

   (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;

   (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

   (c) review the audit plan of the external auditors prior to the commencement of the audit;

   (d) to review with the external auditors, upon completion of their audit:

      (i) contents of their report;

      (ii) scope and quality of the audit work performed;

      (iii) adequacy of the Company's financial and auditing personnel;

      (iv) co-operation received from the Company's personnel during the audit;

      (v) internal resources used;

      (vi) significant transactions outside of the normal business of the Company;

      (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

      (viii) the non-audit services provided by the external auditors;

   (e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and

   (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3. The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:

   (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;

(b) review and approve the internal audit plan; and

(c) review significant internal audit findings and recommendations, and management's response thereto.

4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

(a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

(d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

5. The Committee is also charged with the responsibility to:

(b) Review and approve the Company's interim financial statements and related Management's Discussion & Analysis ("MD&A"), including the impact of unusual items and changes in accounting principles and estimates;

(c) review and approve the financial sections of:

(i) the annual report to shareholders;

(ii) the annual information form;

(iii) annual MD&A;

(iv) prospectuses;

(v) news releases discussing financial results of the Company; and

(vi) other public reports of a financial nature requiring approval by the Board,

and report to the Board with respect thereto;

(d) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;

(e) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(f) review and report on the integrity of the Company's consolidated financial statements;

(g) review the minutes of any audit committee meeting of subsidiary companies;

(h) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;

(i) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(j) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

Composition of the Audit Committee

The members of the Issuer's Audit Committee are Jerry Minni, Vicente Herrera and Marc LeBlanc. All of the members of the Audit Committee are independent. All members are considered to be financially literate.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Issuer. A material relationship means a relationship which could, in the view of the Issuer's Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer.

Relevant Education and Experience

Each member of the Issuer's present and proposed Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(a) an understanding of the accounting principles used by the Issuer to prepare its financial statements and the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and provisions;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Issuer's financial statements or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting.

<u>Jerry Minni</u>

Mr. Minni is a Certified General Accountant with over 25 years expertise in the administration, management and financing of venture companies. Mr. Minni is currently a director and the Chief Financial Officer of several public companies, including Dragonfly Capital Corp, Pacific Arc Resources Inc., Fairmont Resources Inc. and Revolver Resources Inc. Mr. Minni is also currently a director of Rio Grande Mining Corp. and Harmony Gold Corp.

Vicente Herrera

Mr. Herrera is currently the President and Chief Executive Officer of Canmex Business Consultants Ltd. and was previously the President and Chief Executive Officer of Multinational Broker Corporation S.A. de C.V. Mr. Herrera has a Bachelor of Business Administration from El Instituto Tecnológico y de Estudios Superiores de Monterrey, Mexico City.

Marc LeBlanc

Mr. LeBlanc is currently the Vice President, Corporate Development and Corporate Secretary of Mercator Minerals Ltd. and a director of Lincoln Mining Corporation. Mr. LeBlanc was previously a consultant providing corporate secretary services to public companies. He was formerly the Corporate Secretary of Leisure Canada Inc., X-Tal Minerals Corp. and La Mancha Resources Inc. and a director of First Smart Sensor Corp. Mr. LeBlanc holds a Bachelor of Arts degree from Simon Fraser University and a Legal Studies Diploma from Capilano University.

See "Directors, Officers and Promoters – Management and Key Personnel" for further details.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any external auditor that was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Issuer's most recently completed financial period ended January 31, 2011, the Issuer has not relied on the exemption in section 2.4 (De Minims Non-audit Services) of National Instrument 52-110 - Audit Committees ("NI 52-110") or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. The Issuer is relying upon the exemption in Section 6.1 (Venture Issuers) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

Fees incurred with Manning Elliott LLP for audit and non-audit services during the period from August 6, 2010 (the date of incorporation) to January 31, 2011 for audit fees are outlined in the following table:

Nature of Services	**Fees Paid to Auditor for Period Ended January 31, 2011**
Audit Fees(1)	$Nil
Audit-Related Fees(2)	$Nil
Tax Fees(3)	$Nil
All Other Fees(4)	$Nil
Total	$Nil

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) “All Other Fees” include all other non-audit services.

Corporate Governance

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Issuer. A material relationship is a relationship which could, in the view of the Issuer’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The independent members of the Board of the Issuer at present are Quinn Field-Dyte, Marc LeBlanc, Vicente Herrera and David Lajack.

The non-independent directors of the Issuer are Brook Bellian, the current President and Chief Executive Officer and a director of the Issuer, and Jerry Minni, the current Chief Financial Officer and a director of the Issuer.

Currently, the majority of the Board is considered independent.

The Board facilitates its independent supervision over management by having regular Board meetings and by establishing and implementing prudent corporate governance policies and procedures.

Directorships

Certain directors are presently a director of one or more other reporting issuers. See “Directors, Officers and Promoters - Reporting Issuer Experience of the Directors, Officers and Promoters of the Issuer” above for further details.

Orientation and Continuing Education

When new directors are appointed they receive orientation, commensurate with their previous experience, on the Issuer’s business, assets and industry and on the responsibilities of directors. Board meetings may also include presentations by the Issuer’s management and employees to give the directors additional insight into the Issuer’s business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Issuer’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Issuer.

Nomination of Directors

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Issuer, this policy will be reviewed.

Compensation

Management of the Issuer will conduct an annual review of the compensation of the Issuer's directors and executive officers and make recommendations to the Board. The Board determines compensation for the directors and executive officers.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Board does not consider that formal assessments would be useful at this stage of the Issuer's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and the Audit Committee. As part of the assessments, the Board may review its mandate and conduct reviews of applicable corporate policies.

DIVIDEND RECORD AND POLICY

There is no restriction that would prevent the Issuer from paying dividends on the Common Shares. However, the Issuer has not paid any dividends on its Common Shares and it is not contemplated that the Issuer will pay any dividends on its Common Shares in the immediate or foreseeable future.

RISK FACTORS

General

The Issuer is in the business of exploring and developing mineral properties, which is a highly speculative endeavour. **A purchase of any of the securities offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment.** Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Issuer's securities prior to purchasing any of the securities offered hereunder.

Limited Operating History The Issuer has no history of earnings. There are no known commercial quantities of mineral reserves on the Issuer's property. The Issuer is in the process of carrying out exploration and development with the objective of establishing economic quantities of mineral reserves. There can be no assurance that the Issuer will achieve profitability in the future.

Exploration and Development Risks Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Issuer may be affected by numerous factors that are beyond the control of the Issuer and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in the Issuer not receiving an adequate return of investment capital. All of the claims to which the Issuer has a right to acquire an interest are in the exploration stage only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favourable exploration results are obtained.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Issuer's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Issuer's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Lack of Availability of Resources Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Issuer on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Issuer's exploration programs.

Requirement for Additional Financing The further development and exploration of the Issuer's projects depends upon the Issuer's ability to obtain financing through equity financing, joint ventures, debt financing, or other means. There is no assurance that the Issuer will be successful in obtaining required financing as and when needed. Volatile markets for precious and base metals may make it difficult or impossible for the Issuer to obtain equity financing or debt financing on favourable terms or at all. Failure to obtain additional financing on a timely basis may cause the Issuer to postpone its exploration and development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations.

Uninsurable Risks The Issuer's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Issuer's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Issuer intends to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance may not cover all the potential risks associated with a mining company's operations. The Issuer may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Issuer or to other companies in the mining industry on acceptable terms. The Issuer might also become subject to liability for pollution or other hazards which may not be insured against or which the Issuer may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Issuer to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Environmental Regulations, Permits and Licenses The Issuer's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Issuer intends to comply fully with all environmental regulations. The current or future operations of the Issuer, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require the Issuer to obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Issuer may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Issuer might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Issuer and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

To the best of the Issuer's knowledge, it is operating in compliance with all applicable environmental rules and regulations.

Mineral Exploration and Mining Carry Inherent Risks Mineral exploration and mining operations are subject to hazards normally encountered in exploration, development and production. These include unexpected geological formations, rock falls, flooding dam wall failure and other incidents or conditions which could result in damage to plant or equipment or the environment and which could impact exploration and production throughput. Although the Issuer intends to take adequate precautions to minimize risk, there is a possibility of a material adverse impact on the Issuer's operations and its financial results.

Title Risks Although the Issuer has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Issuer's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Surveys have not been carried out on any of the Issuer's mineral properties in accordance with the laws of the jurisdiction in which such properties are situated; therefore, their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Issuer can give no assurance as to the validity of title of the Issuer to those lands or the size of such mineral lands.

Aboriginal Land Claims Many lands in British Columbia and elsewhere are or could become subject to aboriginal land claim to title, which could adversely affect the Issuer's title to its properties. While the Issuer intends to consult with all groups which may be adversely affected by the Issuer's activities, there can be no assurance that satisfactory agreements can be reached.

Competition The mining industry is intensely competitive in all its phases, and the Issuer competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Issuer's ability to acquire additional suitable properties or prospects in the future.

Management The success of the Issuer is currently largely dependent on the performance of its board of directors and its senior management. The loss of the services of these persons will have a materially adverse effect on the Issuer's business and prospects. There is no assurance the Issuer can maintain the services of its board of directors and management or other qualified personnel required to operate its business. Failure to do so could have a material adverse affect on the Issuer and its prospects.

Metal Prices are Volatile The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of the same. There can be no assurance that metal prices will be such that the Issuer's properties can be mined at a profit. Factors beyond the control of the Issuer may affect the marketability of any minerals discovered. Metal prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of, and demand for, the Issuer's principal products and exploration targets, gold, copper and silver, is affected by various factors, including political events, economic conditions and production costs.

Infrastructure Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Issuer's operations, financial condition and results of operations.

Conflict of Interests Certain of the directors and officers of the Issuer are directors or officers of, or have significant shareholdings in, other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Issuer may participate or may wish to participate, the directors of the Issuer may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such other companies may also compete with the Issuer for the acquisition of mineral property rights. In the event that any such conflict of interest arises, a director or officer who has such a conflict will disclose the conflict to a meeting of the directors of the Issuer and, if the conflict involves a director, the director will abstain from voting for or against the approval of such a participation or such terms. In appropriate cases, the Issuer will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the provisions of the Business Corporations Act the directors and officers of the Issuer are required to act honestly in good faith, with a view to the best interests of the Issuer. In determining whether or not the Issuer will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Issuer, the degree of risk to which the Issuer may be exposed and its financial position at that time.

The Issuer Currently Depends on a Single Property The Issuer's only material mineral property is the Greenhorn Property. Unless the Issuer acquires or develops additional material properties or projects, the Issuer will be solely dependent upon the operation of the Greenhorn Property for its revenue and profits, if any. If the Issuer loses or abandons its interest in the Greenhorn Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Issuer, whether by way of option or otherwise, should the Issuer wish to acquire any additional properties.

Growth will Require New Personnel Recruiting and retaining qualified personnel is critical to the Issuer's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Issuer's business activity grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff on the operations side. Although the Issuer believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Dilution Investors will experience dilution of the value of their investment due to the issue of lower priced securities at the private stage. There are also outstanding Options pursuant to which additional Common Shares may be issued in the future. Exercise of such Options may result in dilution to the Issuer's shareholders. In addition, if the Issuer raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.

Operations Dependent on Revenues and Financings The continued operation of the Issuer will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Issuer may be lost. In such event, the probability of resale of the shares purchased would be diminished.

Price Volatility of Publicly Traded Securities In recent years, the securities markets in Canada and the United States have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continued fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Issuer in creating revenues, cash flows or earnings.

Absence of Public Trading Market Currently, there is no public market for the Common Shares, and there can be no assurance that an active market for the Common Shares will develop or be sustained after this Offering.

Dividend Record and Policy The Issuer has not paid any dividends since incorporation and does not anticipate declaring any dividends on the Common Shares in the foreseeable future. The directors of the Issuer will determine if and when dividends should be declared and paid in the future based on the Issuer's financial position at the relevant time.

PROMOTERS

Brook Bellian, Quinn Field-Dyte and Vicente Herrera may be considered promoters of the Issuer in that they took the initiative in founding and organizing the business of the Issuer. See "Directors, Officers and Promoters" above and "Executive Compensation" above for further information.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this Prospectus, no director, executive officer, principal shareholder or any known associate or affiliate of such persons, has any material interest, direct or indirect, in any transaction within the last three years or in any proposed transaction, that has materially affected or is reasonably expected to materially affect the Issuer.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS CONCERNING THE ISSUER

To the knowledge of Issuer's management, there is no material litigation outstanding, threatened or pending, as of the date hereof, by or against the Issuer which would be material to a purchaser of securities of the Issuer. To the knowledge of Issuer's management, there have been no penalties or sanctions imposed by a court or regulatory body against the Issuer, nor has the Issuer entered into any settlement agreement with a court or securities regulatory authority, as of the date hereof, which would be material to a purchaser of securities of the Issuer.

RELATIONSHIP BETWEEN THE ISSUER AND THE AGENT

The Issuer is not a related party or connected party (as such terms are defined in National Instrument 33-105 Underwriting Conflicts) of the Agent.

INCOME TAXATION

Income tax consequences to investors are not viewed as a material aspect of the Offering of the Shares hereunder. Investors should consult their own tax advisors for advice with respect to the income tax consequences associated with their acquisition of Shares under this Prospectus.

EXPERTS

John R. Kerr, P. Eng., prepared the Greenhorn Technical Report. Manning Elliott LLP has prepared an auditor's report in connection with the Financial Statements included in this Prospectus.

INTEREST OF EXPERTS

Except as disclosed herein, none of Manning Elliott LLP, John R. Kerr or any partner, employee or consultant thereof received or will receive a direct or indirect interest in the property of the Issuer or of any associate or affiliate of the Issuer. In addition, except as disclosed herein, none of John R. Kerr or any director, officer or employee of any of the aforementioned companies and partnerships is currently expected to be elected, appointed or employed as a director, officer or employee of the Issuer or of any associates or affiliates of the Issuer.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Issuer is Manning Elliott LLP, Chartered Accountants, of 11th Floor, 1050 West Pender Street, Vancouver, British Columbia, V6E 3S7.

The transfer agent and registrar for the Common Shares of the Issuer is Computershare Investor Services Inc. of 2nd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts entered into by the Issuer since incorporation which can reasonably be regarded as material, are the following:

1. Option Agreement among the Issuer, Bruce Doyle and Grant Doyle dated November 24, 2010. See "Narrative Description of the Business – Greenhorn Property".

2. Stock Option Plan of the Issuer dated March 18, 2011. See "Options and Other Rights to Purchase Securities of the Issuer – Stock Option Plan".

3. Agency Agreement dated April 28, 2011 between the Issuer and the Agent. See "Plan of Distribution".

4. Escrow Agreement dated April 28, 2011 among the Issuer, Trustco and certain shareholders of the Issuer. See "Escrowed Securities".

Copies of these agreements will be available for inspection at the offices of the Issuer's counsel, Axium Law Corporation, at Suite 3350, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia at any time during ordinary business hours during the course of distribution of the Shares, and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

To management of the Issuer's knowledge, there are no further material facts or particulars in respect of the securities being distributed pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces and territories of Canada 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. In several of the provinces and territories, the securities legislation further provides a purchaser of the Shares with remedies for rescission or, in some jurisdictions, damages, if the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of such purchaser's province or territory. The purchaser of the Shares should refer to any applicable provisions of the securities legislation of such purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

MANNING ELLIOTT
CHARTERED ACCOUNTANTS

11th floor, 1050 West Pender Street, Vancouver BC, Canada V6E 3S7
Phone: 604.714.3600 Fax: 604.714.3669 Web: manningelliott.com

AUDITORS' CONSENT

We have read the Prospectus of Bravura Ventures Corp. (the "Company") dated April 28, 2011 relating to the sale and issue of 5,500,000 common shares in the capital of the Company at a price of $0.15 per share for aggregate gross proceeds of $825,000. We have complied with Canadian generally accepted standards for an auditors' involvement with such offering documents.

We consent to the use in the above-mentioned Prospectus of our report dated March 30, 2011, except as to Notes 11 (b) and (c) which are dated as of April 28, 2011, to the Company's directors on the following financial statements:

- Balance sheet as at January 31, 2011;
- Statements of operations, comprehensive loss and deficit and cash flows for the period from incorporation on August 6, 2010 to January 31, 2011.

Manning Elliott LLP

CHARTERED ACCOUNTANTS

Vancouver, British Columbia

April 28, 2011

BRAVURA VENTURES CORP.

FINANCIAL STATEMENTS

for the period from incorporation on August 6, 2010 to January 31, 2011

MANNING ELLIOTT
CHARTERED ACCOUNTANTS

11th floor, 1050 West Pender Street, Vancouver BC, Canada V6E 3S7
Phone: 604.714.3600 Fax: 604.714.3669 Web: manningelliott.com

INDEPENDENT AUDITORS' REPORT

To the Directors of
Bravura Ventures Corp.

We have audited the accompanying financial statements of Bravura Ventures Corp. which comprise the balance sheet as at January 31, 2011, and the statements of operations, comprehensive loss and deficit and cash flows for the period from incorporation on August 6, 2010 to January 31, 2011, and the notes comprising a summaryo f significanta ccounting 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 Canadian generally accepted accounting principles, 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 our 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, we consideri nternal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures thata re appropriate in the circumstances,bu t 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 statementsp resent fairly, in all material respects, the financial position of Bravura Ventures Corp. as at January 31, 2011, and its financial performance and its cash flows for the period from incorporation on August 6, 2010 to January 31, 2011 in accordance with Canadian generally accepted accounting principles.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of Bravura Ventures Corp. to continue as a going concern.

Manning Elliott LLP

Chartered Accountants

Vancouver, British Columbia

March 30,20 11,e xcept as to Notes 11 (b) and (c) which are as of April 28, 2011

BRAVURA VENTURES CORP.

BALANCE SHEET

AS AT JANUARY 31, 2011

ASSETS		
CURRENT		
Cash	$	118,767
Amount receivable		13,850
		132,617
MINERAL PROPERTY (Note 4)		121,326
	$	253,943
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities (Note 5)	$	18,464
Due to directors (Note 5)		10,463
		28,927
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 6)		413,501
DEFICIT		(188,485)
		225,015
	$	253,943

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)
COMMITMENTS (Note 8)
SUBSEQUENT EVENTS (Note 11)

Approved on behalfo f the Board:

"Quinn Field-Dyte"	*"Jerry Minni"*
Director	Director

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

BRAVURA VENTURES CORP.

STATEMENT OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT

FOR THE PERIOD FROM INCORPORATION ON AUGUST 6, 2010 TO JANUARY 31, 2011

EXPENSES		
Accounting	$	4,480
Advertising and promotion		885
Consulting fees		6,000
Management fees		15,025
Office and miscellaneous		1,445
Professional fees		2,650
Stock-based compensation (Note 6)		158,000
		188,485
NET LOSS AND COMPREHENSIVE LOSS		(188,485)
DEFICIT, BEGINNING OF PERIOD		–
DEFICIT, END OF PERIOD	$	(188,485)
LOSS PER SHARE, basic and diluted	$	(0.08)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		2,408,077

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

BRAVURA VENTURES CORP.

STATEMENT OF CASH FLOWS

FOR THE PERIOD FROM INCORPORATION ON AUGUST 6, 2010 TO JANUARY 31, 2011

OPERATING ACTIVITIES	
Net loss	$ (188,485)
Item not affecting cash	
Stock-based compensation	158,000
	(30,485)
Changes in non-cash working capital items:	
Amounts receivable	(13,850)
Accounts payable and accrued liabilities	12,692
Due to directors	10,463
	(21,180)
FINANCING ACTIVITIES	
Issuance of shares	255,501
INVESTING ACTIVITY	
Mineral property acquisition and exploration costs	(115,554)
INCREASE IN CASH	118,767
CASH, BEGINNING OF PERIOD	–
CASH, END OF PERIOD	$ 118,767
SUPPLEMENTAL INFORMATION	
Interest paid	$ –
Income taxes paid	$ –

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

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Bravura Ventures Corp. (the "Company") was incorporated on August 6, 2010 under the British Columbia Business Corporations Act and is in the process of filing a prospectus. The Company is primarily engaged in the acquisition, exploration and development of mineral properties. At January 31, 2011, the Company had not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production from the mineral properties or proceeds from the disposition of the mineral property.

At January 31, 2011, the Company had a net loss and an accumulated deficit of $188,485 which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Use of Estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of impairment of mineral property and deferred exploration costs, and future income tax valuation allowance. Actual results could differ from those reported.

b) Mineral Properties

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units of production method over estimated recoverable reserves. Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. If management determines that the carrying values cannot be recovered or the carrying values arer elated top roperties that are allowed tol apse, the unrecoverable amounts are expensed in the period that this determination is made.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Mineral Properties (continued)

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Companyh as not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and developmentc osts do not necessarily reflect present or future values.

When options are granted on mineral properties orp roperties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

c) Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on temporary differences which arise between the accounting basis and the tax basis of various assets and liabilities, and are measured using substantivelye nacted tax rates and laws expected to apply when these differences reverse. A valuation allowance is provided for any future income tax assets if it is more likely than not thatt he asset will not be realized.

d) Asset Retirement Obligations

The Company follows Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3110, "Asset Retirement Obligations", which establishes standards for asset retirement obligations and associated retirement costs related to site reclamation and abandonment. The fair value of the liability for an asset retirement obligation is recorded when it is incurred and the corresponding increase to the asset is depreciated over the life of the asset. The liabilityi s increased over time to reflect an accretion element considered in the initial measurement at fair value. As at January 31, 2011, the Company has not incurred any asset retirement obligation related to the exploration and developmento f its mineral property.

e) Stock-based Compensation

The Company applies the fair value method to stock-based payments and all awards that are direct awards of stock, that call for settlement in cash or other assets or are stock appreciation rights that call for settlement by the issuance of equity instruments. Compensation expense is recognized over the applicable vesting period with ac orresponding increasei nc ontributed surplus. When the options are exercised, the exercise price proceeds together with the amount initially recorded in contributed surplus are credited to share capital.

f) Comprehensive Loss

Comprehensive loss reflects net loss and other comprehensive income (loss) for the period. Other comprehensive income (loss) includes changes in unrealized foreign currency translation amounts arising from self-sustaining foreign operations, unrealized gains and losses on available-for-sale assets and changes in the fair value of derivatives designated as cash flow hedges to the extent they are effective.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Loss Per Share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period. The Company applies the treasury stock method in calculating diluted loss per share. Diluted loss per share excludes all dilutive potential common shares if their effect is anti-dilutive.

h) Flow-through Shares

The Company applies EIC-146, which is effective for all flow-through share transactions. Canadian tax legislation permits a company to issue securities referred to as flow-through shares whereby the Company assigns the tax deductions arising from the related resource expenditures to the shareholders. When resource expenditures are renounced to the investors and the Company has reasonable assurance that the expenditures will be completed, a future income tax liability is recognized for the net tax effect of the deductions renounced, and share capital is reduced.

If the Companyh as sufficient unrecognized tax losses carried forward or other unrecognized future income tax assets to offset all or part of this future income tax liability, a portion of such unrecognized future income tax assets is recorded as a future income tax recovery up to the amount of the future income tax liability that would otherwise be recognized.

i) Share Issue Costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to operations.

j) Financial Instruments

The Company classifies financial assets and liabilities as held-for-trading, available-for-sale, held-to maturity, loans and receivables or other financial liabilities depending on their nature. Financial assets and financial liabilities are initially recognized at fair value on their initial recognition, except for those arising from certain related party transactions which are accounted for at the transferor's carrying amount or exchange amount in accordance with the CICA Handbook Section 3840, "Related Party Transactions". Subsequently, financial assets and liabilities classified as held-for-trading are measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are measured at amortized cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income. The Company has elected to account for transaction costs related to the issuance of financial instruments as a reduction of the carrying value of the related financial instruments.

The Company classified its cash as held-for-trading, its accounts payable and due to directors as other financial liabilities.

3. RECENT ACCOUNTING PRONOUNCEMENTS

In February 2008, the AcSB adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies will converge with International Financial Reporting Standards ("IFRS"). AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canadian GAAP. This date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date will require the restatement for comparative purposes of amounts reported by the Company for the year ended January 31, 2011. In July 2008 AcSB announced that early adoption will be allowed in 2009 subject to seeking exemptive relief. The Company continues to monitor and assess the impact of convergence of Canadian GAAP and IFRS.

4. MINERAL PROPERTY

Acquisition costs		
Cash paid	$	15,555
Balance, end of period		15,555
Exploration costs		
Surveying		80,050
Consulting		18,593
Other		7,128
Balance, end of period		105,771
	$	121,326

Greenhorn Property,B ritish Columbia

Pursuant to an option agreement dated November2 4, 2010, the Company was granted an option to acquire a 100% undivided interest in the Greenhorn Property comprised of 7 mineral claims located in the Slocan Mining Division, British Columbia. To earn the 100% interest, the Company agreed to pay $120,555 and issue 200,000 common shares of the Company to the optionors as follows:

		Cash Payments	Number of Common Shares
(i) By November 24,2 010 (paid)	$	15,555	–
(ii) 15 days after the day the Company's shares are listed and callf or trading on the TSX Venture Exchange ("the Listing Date")		20,000	100,000
(iii) 1st anniversary of the Listing Date		20,000	100,000
(iv) 2nd anniversary of the Listing Date		30,000	–
(v) 3rd anniversary of the Listing Date		35,000	–
	$	120,555	200,000

The property is subject to a 2% net smelter return royalty ("NSR") which can be purchased by the Company at $1,000,000 per percentage point during the five yearp eriod commencing from the date upon which the property is put into commercial production.

The option will be terminated if the Company's shares are not listed and called for trading on the TSX Venture Exchange ("TSXV") by December 1, 2011.

5. RELATED PARTY TRANSACTIONS AND BALANCES

During the period, the Company incurred the following related party transactions which were measured at exchange amounts, which were the amounts agreed upon by the transacting parties and are on terms and conditions similar to those for arms length transactions:

a) The Company paid consulting fees of $4,000 to a company controlled by a director of the Company.

b) The Company incurred consulting and accounting fees of $6,000 and $2,605 respectively from a company controlled by a director and officer of the Company, of which $2,200 was unpaid and included in accounts payable at January 31, 2011.

Amounts due to directors are non-interest bearing, unsecured and with no stated payment terms.

6. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued and fully paid

	Number of Shares	Amount
Issued for cash pursuant to subscription agreements		
At $1.00 per share	1	$ 1
At $0.001 per share	2,000,000	2,000
Fair value adjustment on 2,000,000 shares issued	–	158,000
At $0.08 per non-flow through share	2,643,750	211,500
At $0.08 per flow through share	525,000	42,000
Balance, January 31, 2011	5,168,751	$ 413,501

The Company issued 2,000,000 common shares to directors at $0.001 per share for gross proceeds of $2,000. The fair value of the 2,000,000 common shares was $160,000. The Company recorded stock-based compensation of $158,000 and a corresponding increase in share capital.

As of January 31, 2011, the Company has not renounced the exploration expenditures related to the flow through shares.

7. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

Combined statutory tax rate		28.33%
Income tax recovery at combined statutory rate	$	(53,398)
Non-deductible expenses		44,761
Reduction in tax rates		1,015
Valuation allowance		7,622
Future income tax recovery	$	–

7. INCOME TAXES (continued)

Significant components of the Company's future income tax assets are shown below:

Non-capital loss carry forwards	$	7,622
Valuation allowance		(7,622)
Net future income tax assets	$	–

As at January 31, 2011, the Company had approximately $30,000 in non-capital loss carry forwards available to reduce taxable income for future years. The non-capital loss expires in 2031.

8. COMMITMENTS

The Company is obligated to make certain payments and issue shares as described in Note 4 in connection with the acquisition of its mineral property.

9. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of mineral properties. The Company does not have any externally imposed capital requirements to which it is subject.

As at January 31, 2011, the Company had capital resources consisting mainly of cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets or adjust the amounto f cash.

10. FINANCIAL INSTRUMENTS

Fair Values

The Company's financial instruments consist of cash, accounts payable and due to directors. The fair values of these financial instruments approximate their carrying values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

		January 31, 2011
Held for trading (i)	$	118,767
Other financial liabilities (ii)		28,927

(i) Cash
(ii) Accounts payable and amounts due to directors

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market date

10. FINANCIAL INSTRUMENTS (continued)

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total 2011
Cash	$ 118,767	$ -	$ -	$ 118,767

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high creditq uality financial institution.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due (Note 1). The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined above.

The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuance when required. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed deposits.

Foreign Exchange Risk

The Company does not have significant foreign exchange risk as all of its transactions are in Canadian dollars.

Interest Rate Risk

The Company is not exposed to significant interest rate risk.

11. SUBSEQUENT EVENTS

a) On March 18, 2011, the Company granted incentive stock options to directors and officers to purchase 900,000 common shares of the Companya t an exercise price of $0.15 per share expiring 5 years from the date the common shares of the Company are listed and posted for trading on the TSXV.

b) On April 28, 2011, 2,450,001 of the issued and outstanding common shares of the Company were held in escrow pursuant to an escrow agreement. 10% of these escrowed shares will be released on the date the common shares of the Company are listed and posted for trading on the TSXV and 15% each for every six months thereafter.

11. SUBSEQUENT EVENTS (continued)

c) On April 28, 2011, the Company filed a prospectus (the "Prospectus") with the British Columbia, Alberta and Ontario Securities Commissions in respect of an Initial Public Offering (the "Offering"). The Company has agreed to offer 5,500,000 common shares of the Company at a price of $0.15 per share for gross proceeds of $825,000. Pursuant to an Agency Agreement with Haywood Securities Inc. (the "Agent"), the Company will pay the Agent a commission of 8.5% of the gross proceeds of the Offering and an administration fee of $12,500. In addition, the Company has also agreed to issue 100,000 common shares to the Agent as a corporate finance fee, to grant an agent's warrant to purchase 8.5% of the number of common shares sold at an exercise price of $0.20 per common share exercisable fora period of two years from the closing date of the Offering, and to grantt he Agent a right of first refusal for any brokered equity financing for a period of 18 months from the date the common shares of the Company commence trading on the TSXV. The Offering is conditional upon the Company having the Prospectus accepted for filing by the Securities Commissions of British Columbia, Alberta and Ontario and having the shares of the Company conditionally accepted for listing by the TSXV.

CERTIFICATE OF ISSUER

Dated: April 28, 2011

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, Alberta and Ontario.

"Brook Bellian" (signed)

Brook Bellian
Chief Executive Officer

"Jerry Minni" (signed)

Jerry Minni
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Marc LeBlanc" (signed)

Marc LeBlanc
Director

"Quinn Field-Dyte" (signed)

Quinn Field-Dyte
Director

CERTIFICATE OF PROMOTERS

Dated: April 28, 2011

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, Alberta and Ontario.

"Brook Bellian" (signed)

Brook Bellian

"Vicente Herrera" (signed)

Vicente Herrera

"Quinn Field-Dyte" (signed)

Quinn Field-Dyte

CERTIFICATE OF AGENT

Dated: April 28, 2011

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, Alberta and Ontario.

HAYWOOD SECURITIES INC.

"Martin Burian" (signed)

By: Martin Burian
Title: Managing Director, Investment Banking