

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

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. 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 permitted to sell such securities. The securities offered hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws. Accordingly, except pursuant to exemptions from the registration requirements of the U.S. Securities Act and U.S. state securities laws, these securities may not be offered or sold within the United States. This prospectus does not constitute an offer to sell or solicitation of an offer to be any of these securities within the United States. See the section of this Prospectus entitled "Plan of Distribution".

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING

November 21, 2011

INFINITY MINERALS CORP.

\$600,000 Offering of Units (4,000,000 Units at a price of \$0.15 per Unit)

This prospectus ("**Prospectus**") is being filed to qualify the initial public offering (the "**Offering**") by Infinity Minerals Corp. ("**Infinity Minerals**" or the "**Company**") of 4,000,000 units (the "**Units**") in the capital of Infinity Minerals to be issued and sold at a price of \$0.15 per Unit (the "**Offering Price**"). Each Unit consists of one common share of the Company (a "**Share**") and one-half of one transferable common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one additional common share of the Company (a "**Warrant Share**") at any time on or before 24 months following the closing (the "**Closing**") of the Offering at an exercise price of \$0.20 per Warrant Share for a period of 12 months following the Closing and at an exercise price of \$0.30 per Warrant Share for the subsequent 12 month period following the Closing. See "Description of the Securities Offered". The offering price was determined by negotiation between the Company and the Agent (as hereinafter defined).

	Price to the Public	Agents' Commission ⁽¹⁾	Net Proceeds to the Company ⁽²⁾
Per Unit.....	\$0.15	\$0.015	\$0.135
Total Offering.....	\$600,000.00	\$60,000.00	\$540,000.00

Notes:
(1) Pursuant to the terms and conditions of an agency agreement (the "Agency Agreement") dated for reference November ●, 2011 between PI Financial Corp. (the "Agent") and the Company, the Company has agreed to pay to the Agent, upon closing of the Offering a cash commission (the "Agent's Commission") equal to 10% of the gross proceeds received from the sale of the Units under the Offering. In addition, the Company has agreed to grant to the Agent, compensation options ("Agent's Options") equal in number to 10% of the aggregate number of Units sold under the Offering. The Agent's Options will entitle the Agent to purchase one common share, at any time and from time to time for a period of 24 months following the Closing Date, at an exercise price equal to \$0.15 per share ("Agent's Option Shares"). The Company has further agreed to pay to the Agent at Closing a corporate finance fee of \$25,000 plus HST (\$28,000) (the "Corporate Finance Fee") of which \$12,500 has already been paid and \$12,500 will be payable on Closing. This Prospectus also qualifies the distribution of the Agent's Options and the Agent's Option Shares. See "Plan of Distribution".

(2) Before deducting expenses of the Offering, estimated to be \$120,000, which includes legal and audit fees and other expenses of the Company, the Agent's expenses and corporate finance fee, the listing fee payable to the Exchange and filing fees payable to the Commissions.

The Agent's position is as follows:

Agent's Position	Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Agent's Option ⁽¹⁾	400,000	until 24 months after Closing	\$0.15
Total securities under option issuable to the Agent	400,000		\$0.15

(1) Assuming exercise in full of the Agent's Option.

(2) The Agent's Option is qualified for distribution by this Prospectus, subject to the limitations disclosed herein. See "Plan of Distribution".

There is no market through which the securities may be sold and purchasers may not be able to resell the securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of Company regulation. See “Risk Factors”. The Company has applied to list the Shares and Warrants distributed under this Prospectus on the TSX Venture Exchange (the "Exchange"). Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange.

As at the date of this Prospectus, the Company 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 market place outside of Canada and the United States of America, or the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Market Group plc.

As at the date of this Prospectus, members of the Agent’s “Pro Group”, which includes all employees, directors and officers of the Agent and their associates hold 853,333 common shares (as defined below) purchased at a price of \$0.075 per common share. No fees were paid in connection with the participation by members of the “Pro Group”. Based on the foregoing, the Company is not considered to be a “connected Company” or a “related Company” of the Agent under applicable Canadian securities legislation.

This Offering is not underwritten. The Agent is conditionally offering the Units on a “commercially reasonable efforts” basis and subject to prior sale, if, as and when issued by the Company and accepted by the Agent in accordance with the conditions contained in the Agency Agreement referred to under “Plan of Distribution”.

It is expected that the Closing of the Offering will occur on such date as may be agreed to by the Company and the Agent. Certain legal matters in relation to the Offering have been reviewed on the Company’s behalf by Tupper Jonsson & Yeadon and Thornsteinssons LLP, of Vancouver, British Columbia and on the Agent’s behalf by McCullough O’Connor Irwin LLP, of Vancouver, British Columbia. See “Experts”.

These securities are considered to be highly speculative due to the nature of the Company’s business and its formative stage of development. The Company 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. See “Risk Factors”. **An investment in the Units offered by this Prospectus involves a high degree of risk and should only be considered by those investors who can afford to lose their entire investment.**

Notwithstanding the foregoing, the Offering will be discontinued in the event that the 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 electronic book entry delivery, and will be deposited with CDS on the date of Closing. All of the purchasers of Units will receive only a client confirmation from the Agent as to the Units purchased. Certificates representing the Shares and Warrants in registered and definitive form may be issued in certain other limited circumstances.

AGENT:

PI Financial Corp.
1900 – 666 Burrard Street
Vancouver, British Columbia V6C 3N1
Tel: (604) 664-2900

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CERTIFICATE OF THE AGENT

GLOSSARY OF NON-TECHNICAL TERMS

Unless the context otherwise requires, when used in this Prospectus, the following defined non-technical terms shall have the meanings set forth below. Words importing the singular number shall include the plural and vice versa and words importing any gender shall include all genders.

"Affiliate", a Company is an **"Affiliate"** of another Company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A Company is "controlled" by a Person if (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company. A Person beneficially owns securities that are beneficially owned by (a) a Company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

"Agency Agreement" means the agency agreement dated for reference ●, 2011 between the Agent and the Company relating to the Offering.

"Agent" means PI Financial Corp.

"Agent's Commission" means the cash commission payable by the Company to the Agent on Closing, equal to 10% of the gross proceeds raised from the sale of Units under the Offering.

"Agent's Options" means compensation options to be issued to the Agent entitling the Agent to purchase that number of Shares as is equal in number to 10% of the aggregate number of Units sold under the Offering. The Agent's Options may be exercised at any time and from time to time for a period of 2 years following the Closing Date. Each Agent's Option will entitle the Agent to purchase one Share at an exercise price equal to \$0.15 per Share.

"ASC" means the Alberta Securities Commission.

"Associate" when used to indicate a relationship with a Person, means (a) an Company of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the Company, (b) any partner of the Person, (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity, (d) in the case of a Person who is an individual, (i) that Person's spouse or child, or (ii) any relative of that Person or of his spouse who has the same residence as that Person; but (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the Exchange with respect to that Member firm, Member corporation or holding company.

"Audit Committee Charter" means the charter of the Audit Committee of the Company, attached hereto as Schedule "A".

"BCBCA" means the Business Corporations Act (British Columbia).

"BCSC" means the British Columbia Securities Commission.

"Board" means the board of directors of the Company.

"Business Day" means any day other than a Saturday, Sunday or statutory or civic holiday in the City of Vancouver, British Columbia.

"CDS" means The Canadian Depository for Securities Limited.

"Closing" means a closing of the Offering.

"Closing Date" means such date or dates that the Company and the Agent mutually agree to close the Offering.

"Commissions" means collectively the ASC, the BCSC and the OSC.

"Company" means Infinity Minerals Corp.

"Computershare" means Computershare Trust Company of Canada.

"**Escrow Agent**" means Computershare Trust Company of Canada.

"**Escrow Agreement**" means the Form 46-201F1 escrow agreement dated ●, 2011 amongst Infinity Minerals, Computershare and each of the Principals of Infinity Minerals.

"**Exchange**" means the TSXV, or in the event the common shares are listed on some other stock exchange, such other stock exchange.

"**Final Prospectus**" means the long form final prospectus of the Company in the form required by NI 41-101F1.

"**Funds Available**" shall have the meaning ascribed to such term in the section of this Prospectus entitled "*Use of Proceeds*".

"**GAAP**" means generally accepted accounting principles in Canada as set out in the Handbook of the Canadian Institute of Chartered Accountants, at the relevant time applied on a consistent basis. "GDP" means gross domestic product.

"**IFRS**" mean International Financial Reporting Standards as issued by the International Accounting Standards Board.

"**Insider**" if used in relation to a Company, means: (a) a director or senior officer of the Company; (b) a director or senior officer of a Company that is an Insider or subsidiary of the Company; (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Company; or (d) the Company itself if it holds any of its own securities.

"**Investor Relations Activities**" means any activities, by or on behalf of the Company or a Shareholder of the Company, that promote or reasonably could be expected to promote the purchase or sale of securities of the Company, but does not include: (a) the dissemination of information provided, or records prepared, in the ordinary course of business of the Company (i) to promote the sale of products or services of the Company, or (ii) to raise public awareness of the Company that cannot reasonably be considered to promote the purchase or sale of securities of the Company; (b) activities or communications necessary to comply with the requirements of: (i) applicable securities laws; (ii) Exchange requirements or the by-laws, rules or other regulatory instruments of any other self-regulatory body or exchange having jurisdiction over the Company; (c) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if: (i) the communication is only through the newspaper, magazine or publication, and (ii) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or (d) activities or communications that may be otherwise specified by the Exchange.

"**Listing Date**" means, if the Common shares are listed for trading on the TSXV, the date the Exchange issues an Exchange Bulletin announcing the listing of the Common shares on the Exchange for trading pursuant to an initial public offering, or if the Shares are listed on some other Exchange, the date of initial listing of the Shares on such Exchange.

"**Member**" means a Person who has executed the Exchange member's agreement and is accepted as and becomes a member of the Exchange.

"**Named Executive Officers**" or "**NEO**" shall have the meaning ascribed to such term in the section of this Prospectus entitled "*Executive Compensation*".

"**NI 41-101**" means National Instrument 41-101 – *General Prospectus Requirements*.

"**NI 43-101**" means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

"**NI 45-102**" means National Instrument 45-102 – *Resale of Securities*.

"**NI 51-102**" means National Instrument 51-102 – *Continuous Disclosure Obligations*.

"**NI 52-107**" means National Instrument 52-107 – *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*.

"**NP 11-202**" means National Policy 11-202 – *Process for Prospectus Review in Multiple Jurisdictions*.

"**NP 46-201**" means National Policy 46-201 – *Escrow for Initial Public Offerings*.

"**Offering**" means the public offering and sale of 4,000,000 Units described herein or in any amendment hereto.

"**Offering Price**" means the purchase price of \$0.15 per Unit.

"**Option**" means a stock option of the Company granted pursuant to the Company's Option Plan which was approved by the Board on November 15, 2010.

"**Option Plan**" means the Company's Stock Option Plan dated November 15, 2010.

"**OSC**" means the Ontario Securities Commission.

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

"**Principals**" means:

- (a) a person of the Company who acted as a Promoter of the Company within two years before the date of this Prospectus;
- (b) a director or senior officer of the Company or any of its material operating subsidiaries at the time of this Prospectus;
- (c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Offering; or
- (d) a person or company that (i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Offering and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries.

"**Promoter**" means a person who:

- (a) acting alone or in concert with one or more other persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the Company, or
- (b) in connection with the founding, organization or substantial reorganization of the business of the Company, directly or indirectly receives, in consideration of services or property or both, 10% or more of a class of the Company's own securities or 10% or more of the proceeds from the sale of a class of the Company's own securities of a particular issue,

but does not include:

- (c) a person who receives securities or proceeds referred to in paragraph (b) solely as underwriting commissions or in consideration for property, and
- (d) does not otherwise take part in founding, organizing or substantially reorganizing the business. "Prospectus" means this prospectus.

"**Rainbow Property**" means the two contiguous mineral tenures under tenure numbers 595230 and 595301 comprising 317.64 hectares located in the Greenwood Mining District in South Central British Columbia.

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

"**Share**" or "**Shares**" means one or more common share without par value in the capital of the Company;

"**Shareholders**" means the holders of the common shares.

"**Technical Report**" means the independent technical report dated March 21, 2011 as amended September 15, 2011, entitled "Review of Technical Information and Proposed Exploration Program for the Rainbow Property" prepared by Carl A. Von Einsiedel, P.GEO.

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

"**Units**" means the units to be issued and sold by the Company under the Offering.

"Warrant Indenture" means the common share purchase warrant indenture to be dated as of the date of the Closing and to be entered into between the Company and Computershare pursuant to which the Warrants will be governed.

"Warrants" means the transferable common share purchase warrants comprising part of the units sold under the Offering, each whole warrant being exercisable by the holder thereof for a period of 24 months following the Closing to acquire one Share at an exercise price of \$0.20 per Share for a period of 12 months following the Closing and at an exercise price of \$0.30 per Share for the subsequent 12 month period following the Closing.

"Warrant Share" means a common share of the Company to be issued upon the exercise of a Warrant.

GLOSSARY OF TECHNICAL TERMS

Unless the context otherwise requires, when used in this Prospectus, the following technical terms and abbreviations shall have the meanings set forth below. Words importing the singular number shall include the plural and vice versa and words importing any gender shall include all genders.

"**alteration**" means chemical and mineralogical changes in a rock mass resulting from reaction with hydrothermal fluids or changes in pressure and temperature.

"**alunite**" means clay alteration mineral commonly associated with epithermal mineralization.

"**arsenopyrite**" means a mineral that is an iron arsenic sulfide.

"**assay**" is an analysis to determine the presence, absence or quantity of one or more elemental components.

"**breccia**" means a rock composed of fragments of rock and minerals.

"**carbonate**" means a rock unit comprised primarily of calcium carbonate, typically limestone.

"**carboniferous**" means the geologic time period from 354 million years to 290 million years ago.

"**chalcedonic**" means the term used to describe quartz associated with epithermal type mineralization.

"**chert**" means a compact rock consisting essentially of microcrystalline quartz.

"**conglomerate**" means sedimentary rock comprised of various rock fragments.

"**Cretaceous**" means the geologic time period from 144 million years to 65 million years ago.

"**deposit**" means a mineralized body which has been physically delineated by sufficient drilling, trenching, and/or underground work and found to contain a sufficient average grade of metal or metals to warrant further exploration and/or development expenditures. Such a deposit does not qualify as a commercially mineable ore body or as containing ore reserves, until final legal, technical, and economic factors have been received.

"**Eocene**" means the geological time period 54-33 million years ago.

"**epithermal**" means a style of mineralization associated with volcanic activity.

"**fault**" means a fracture in a rock across which there has been displacement.

"**feldspar**" means a common silicate mineral that occurs in all rock types and decomposes to form much of the clay in soil, including kaolinite.

"**felsic**" means light coloured silicate minerals, mainly quartz and feldspar, or an igneous rock comprised largely of felsic minerals (granite, rhyolite).

"**fire assay**" means any type of assay procedure that involves melting the sample in a furnace.

"**fracture**" means a break in a rock, usually along a flat or gently curved surface.

"**galena**" means a sulphide mineral comprised primarily of lead and sulphur.

"**gneiss**" means a metamorphic rock, commonly rich in quartz and feldspar, with a banded and foliated texture, formed at temperatures above about 550° C.

"**graben**" means a depression caused by faulting of underlying rock units.

"**granodiorite**" is an intrusive igneous rock similar to granite, but contains more plagioclase than potassium feldspar; it usually contains abundant biotite mica and hornblende, giving it a darker appearance than true granite.

"**grade**" means the amount of valuable mineral in each tonne of ore, expressed as ounces per tonne or grams per tonne for precious metal and as a percentage by weight for other metals.

"**ha**" means hectare, an area totalling 10,000 square metres.

"**igneous**" means a type of rock formed by crystallization of magma or lava.

"**intrusion**" means the process of emplacement of magma in pre-existing rock.

"**ISO**" means the International Standards Organization.

"**Jurassic**" means the geologic time period from 208 million years to 144 million years ago.

"**kaolinite**" means a mineral $\text{Al}_2\text{Si}_2\text{O}_5(\text{OH})_4$ consisting of a hydrous silicate of aluminum that is polymorphous with dickite and nacrite and constitutes the principal mineral in kaolin.

"**listwanite**" means the carbonate alteration of ultramafic rocks.

"**lithologic**" means adjective from 'lithology' – pertaining to rock.

"**km**" means kilometres.

"**m**" means metres.

"**Ma**" means the short form for geological time period for millions of years.

"**mafic**" means pertaining to or composed dominantly of the ferromagnesian rock-forming silicates; said of some igneous rocks and their constituent minerals.

"**mesh**" means a unit of measurement for sieve opening sizes. The mesh number is the number of wires per centimetre.

"**metavolcanic**" means a metamorphic rock of volcanic origin.

"**metamorphism**" means mineralogical, chemical and structural adjustment of solid rocks to physical and chemical conditions which have generally imposed at depth below the surface zones of weathering and cementation.

"**microdiorite**" means fine grained intrusive rock.

"**mineralization**" means the presence of minerals of possible economic value – and also the process by which concentration of economic minerals occurs.

"**ophiolite**" means ultramafic rocks derived from oceanic volcanic rocks.

"**Paleozoic**" means the geologic time period from 544 to 245 million years ago.

"**Permian**" means the geologic time period from 290 million years to 248 million years ago.

"**porphyry**" means an intrusive rock type which exhibits larger crystals, may be associated with low grade copper deposits.

"**ppb**" means parts per billion.

"**ppm**" means parts per million.

"**pyrite**" means an iron sulphide mineral with the chemical formula FeS_2 .

"**pyroxene**" means common dark coloured (mafic) mineral.

"**quartz**" means a common rock forming mineral composed of silicon and oxygen.

"**sandstone**" means fine grained sedimentary rock.

"**sedimentary**" means rock formed by the deposition of solid fragmented material that originates from weathering of rocks and is transported from a source to a site of deposition.

"**sericite**" means a condition under which very fine grained white mica minerals are present in a rock.

"**serpentinite**" means ultramafic rock altered to serpentine.

"**shear**" means a fracture in rock similar to a fault.

"**silicate**" means any of a group of substances containing negative ions composed of silicon and oxygen.

"**silicification**" means complete or partial replacement of a rock by quartz, often during hydrothermal alteration.

"**skarn**" means the term used to describe alteration of limestone caused by hydrothermal fluids.

"**sphalerite**" means a sulphide mineral comprised primarily of zinc and sulphur.

"**stibnite**" means a sulphide mineral comprised of antimony and sulphur.

"**Tertiary**" means the geologic time period from 65 million years to 2.6 million years ago.

"**thrust slice**" means rock units localized within a major fault structure.

"**tuff**" means a type of volcanic rock comprised of volcanic ash.

"**ultramafic rock**" means rocks comprised predominantly dark coloured minerals.

"**vein**" means a mineral filling of a fault or fracture in the host rock, typically in tabular or sheet-like form.

"**volcaniclastics**" means volcanic rocks containing rock fragments.

NOTE TO INVESTORS

An investor should rely only on the information contained in this Prospectus and is not entitled to rely on certain parts of the information contained in this Prospectus to the exclusion of others. Neither the Company nor the Agent has authorized anyone to provide investors with additional or different information. Neither the Company nor the Agent is offering to sell these securities in any jurisdictions where the offer or sale is not permitted. The information contained in this Prospectus is accurate only as of the date of this Prospectus, regardless of the time of delivery of this Prospectus or any sale of the Units. The Company's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

ELEGIBILITY FOR INVESTMENT

In the opinion of Thorsteinssons LLP, special Canadian tax counsel to the Company, based on the current provisions of the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder (the "**Regulations**"), and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided that either: (i) the Shares and the Warrant Shares are listed on a "designated stock exchange", as defined in the Tax Act (which currently includes tiers 1 and 2 of the TSXV); or (ii) the Company is a "public corporation", as defined in the Tax Act, the Shares and the Warrant Shares would, if issued on the date hereof, be "qualified investments" for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts ("**TFSAs**") under the Tax Act (collectively, the "**Plans**"). Provided that the Shares are listed on a "designated stock exchange" within the meaning of the Tax Act, or the Company is a "public corporation", as defined in the Tax Act, on the date hereof, the Warrants would, if issued on the date hereof, be qualified investments under the Tax Act for the Plans provided the Company deals at arm's length with each person who is an annuitant, a beneficiary, an employer or a subscriber under the Plans.

The Shares and Warrant Shares are not currently listed on a "designated stock exchange". Application has been made to the TSXV for the listing of the Shares and Warrant Shares, which listing is subject to the Company fulfilling all of the requirements of the TSXV, including distribution of the Shares to a minimum number of public shareholders. However, the Shares and Warrant Shares will not be listed on the TSXV on the Closing. Accordingly, it is tax counsel's understanding that the Company intends to make an election, pursuant to the Tax Act, to be a "public corporation" on the same day of, but after, the Closing (the "Election"). The Company will make the Election on the reliance that the Canada Revenue Agency will administratively accept that the Election, if validly made in satisfaction of the minimum requirements set out in the Tax Act and the Regulations and duly filed, will render the Shares issued on the Closing to be qualified investments for the Plans at the time of issuance (the "**Company's Reliance**"). If the Company's Reliance is incorrect, the Shares, Warrant Shares and Warrants will not be "qualified investments" for a Plan as set out in the first paragraph of this section.

Notwithstanding that the Shares, Warrant Shares, and Warrants may be qualified investments for a trust governed by a TFSA, the holder of a TFSA will be subject to a penalty tax with respect to the Shares, Warrant Shares or Warrants held in a TFSA if such securities are "prohibited investments" for the TFSA within the meaning of the Tax Act. In the federal budget released on June 6, 2011, the Minister proposed amendments to the Tax Act, to which draft legislation to implement such amendments was released on October 4, 2011, (the "RRSP/RRIF Proposals") to extend the "prohibited investment" rules to RRSPs and RRIFs. The Shares, Warrant Shares, and Warrants will generally not be "prohibited investments" for a trust governed by a TFSA (or under the RRSP/RRIF Proposals, for a RRSP or RRIF, as applicable) provided that (i) the holder of such account does not have a "significant interest" within the meaning of the Tax Act in the Company and (ii) the Company deals at arm's length, for the purposes of the Tax Act, with such holder and any corporation, partnership or trust in which the holder has a significant interest. **Prospective holders that intend to hold Shares, Warrant Shares or Warrants in a TFSA, RRSP, or RRIF are urged to consult their own tax advisors to ensure that the securities would not constitute "prohibited investments" in their particular circumstances.**

TECHNICAL INFORMATION

Technical information relating to Rainbow Property contained in this Prospectus is derived from, and in some instances is an extract from, the Technical Report.

Reference should be made to the full text of the Technical Report which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company's profile on SEDAR at www.sedar.com. For the meanings of certain technical terms used in this Prospectus, see "Glossary of Technical Terms".

CURRENCY

Unless otherwise indicated, all references to "\$" or "dollars" in this Prospectus refer to Canadian dollars.

FORWARD LOOKING STATEMENTS

This Prospectus contains "forward-looking information" within the meaning of applicable Canadian securities regulations. The forward-looking information contained in this Prospectus is made as of the date of this Prospectus. Except as required under applicable securities legislation, the Company does not intend, and does not assume any obligation, to update this forward-looking information.

Forward-looking information includes, but is not limited to, statements with respect to the future price of minerals and the effects thereof, the timing and amount of estimated capital expenditures, costs and timing of proposed activities, plans and budgets for and expected results of exploration activities, permitting time-lines, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation obligations and expenses, title disputes or claims, adequacy of insurance coverage, the payment of dividends in the future, and the Company's use of the proceeds of the Offering. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or 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.

This forward-looking information is based on certain assumptions that the Company believes are reasonable, including that the current price of and demand for minerals being targeted by the Company will be sustained or will improve, that the Company's current exploration programs and objectives can be achieved, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that the Company will not experience any material accident, labour dispute, or failure of plant or equipment.

While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, that the Company has a limited operating history, resource exploration and development is a speculative business, the Company may lose or abandon its interest in the Rainbow Property, the Rainbow Property is in the exploration stage and is without known bodies of commercial ore, the Company may not be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on any of its properties, environmental laws and regulations may become more onerous, the Company's ability to raise additional funds by equity financing and the fluctuating price of gold, as well as the other factors discussed in the section of this Prospectus entitled "*Risk Factors*". Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned not to place undue reliance on forward-looking information due to the inherent uncertainty thereof.

SUMMARY

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

- The Company:** The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral properties. The Company's principal property is the Rainbow Property situated in the Greenwood Mining District in South Central British Columbia. The Company's current objective is to explore and develop the Rainbow Property. See the section of this Prospectus entitled "*Description of the Business*".
- The Property:** The Company will be utilizing a significant proportion of the proceeds of this Offering to carry out further exploration work on the Rainbow Property as recommended in the Technical Report. The Rainbow Property is without a known body of commercial ore. See the section of this Prospectus entitled "*Description of the Mineral Property*".
- The Offering:** The Offering consists of 4,000,000 units (each a "**Unit**") of the Company. Each Unit consists of one common share (a "**Share**") in the share capital of the Company and one-half of one transferable common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one common share (a "**Warrant Share**") in the capital of the Company at any time on or before 24 months after the closing ("**Closing**") of the Offering at an exercise price of \$0.20 per Warrant Share for a period of 12 months following the Closing and at an exercise price of \$0.30 per Warrant Share for the subsequent 12 month period following the Closing. See "Description of the Securities Offered" and "Plan of Distribution".
- Agent's Commission:** The Agent will receive a cash commission equal to 10% of the gross proceeds of the Offering and will be granted compensation options ("**Agent's Options**") equal in number to 10% of the aggregate number of Units sold under the Offering. The Agent's Options may be exercised at any time and from time to time for a period of 24 months following the Closing Date. Each Agent's Option will entitle the Agent to purchase one common share at an exercise price equal to \$0.15 per common share. The Agent will also be paid a corporate finance fee of \$25,000 plus HST, of which \$12,500 plus HST has been paid and \$12,500 plus HST will be paid upon closing of the Offering. In addition, the Agent will be reimbursed by the Company for its legal fees and expenses resulting from the Offering with respect to which \$15,000 has been paid as a retainer to the Agent. See "*Plan of Distribution*".
- Additional Distribution:** This Prospectus also qualifies the distribution of the Agent's Options.
- Directors & Officers:** Ron Shenton, President, Chief Executive Officer and Director
Brian Roberts, Chief Financial Officer, Secretary and Director
Luca Riccio, Director
William Tonelli, Director
See "*Directors and Officers*".
- Use of Proceeds:** The gross proceeds to the Company from the sale of the Units offered hereby will be \$600,000. The total funds available to the Company at the closing of the Offering, after deducting the estimated expenses of the Offering of \$120,000 and the Agent's commission of \$60,000, and including cash on hand as at September 30, 2011, of \$343,795 is estimated to be \$763,795. The Company intends to expend its available funds for the following principal purposes:

Principal Purpose

Funds available September 30, 2011	\$763,795
Proposed exploration program at the Rainbow Property	\$220,000
General and administrative expenses for the next 12 months including management fees (\$60,000), legal and audit (\$65,000), transfer agent and regulatory filing fees (\$30,000), rent and office expense (\$45,000), travel and investor relations (\$30,000), website cost (\$7,000)	\$237,000
For general working capital purposes	\$306,795
Total:	\$763,795

The Company intends to use 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. See the section of this Prospectus entitled "Use of Proceeds".

Risk Factors:

An investment in the Units is considered to be speculative due to the nature of the Company's business and the present stage of its development. The Company has no history of earnings and, to date, no known commercial quantities of mineral reserves exist on the Rainbow Property. The Company and its assets may also become subject to uninsurable risks. The Company's activities may require permits or licences which may not be granted to the Company. The Company competes with other companies with greater financial resources and technical facilities. The Company may be affected by political, economic, environmental and regulatory risks beyond its control. The Company is currently largely dependent on the performance of its directors and officers and there is no assurance the Company can retain their services. In recent years, both metal prices and publicly traded securities prices have fluctuated widely. See the section of this Prospectus entitled "Risk Factors" for details of these and other risks relating to the Company's business and operations.

Summary Financial Information:

The following selected financial information is subject to the detailed information contained in the audited financial statements of the Company including the notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from the audited financial statements of the Company for the period from incorporation on November 12, 2010 to August 31, 2011.

	Period from incorporation (November 12, 2010) to <u>August 31, 2011 (audited)</u>
Revenues (interest income)	\$1,340
Net loss	\$65,206
Net loss per-share	\$0.01
Liabilities	
Accounts payable and accrued liabilities	\$16,423
Total liabilities	
Working capital (deficit)⁽¹⁾	\$379,236

Note:

(1) Working capital is defined as current assets less current liabilities.

See the section of this Prospectus entitled "*Management Discussion and Analysis*".

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated on November 12, 2010, in the Province of British Columbia, Canada by registration of its Incorporation Application and Notice of Articles pursuant to the BCBCA. The Company's head office address is Suite 400 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2, and its registered office address is located at Suite 1710 – 1177 West Hastings Street, Vancouver, British Columbia, V6E 2L3.

Intercorporate Relationships

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

General and Stated Business Objectives

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral properties. The Rainbow Property, in which the Company currently has an interest, is in the exploration stage. The Company intends to expend existing working capital and net proceeds raised from the Offering to pay the balance of the estimated costs of the Offering, to carry out the planned exploration program on the Rainbow Property, to pay for administrative costs and for working capital. The Company will continue to assess new mineral properties and will seek to acquire interests in additional properties if the Company determines such properties have sufficient geologic or economic merit and if the Company has adequate financial resources to complete such acquisitions. For further information on the Rainbow Property, please see the section of this Prospectus entitled "*The Rainbow Project*".

Competitive Conditions

As a mineral exploration company, the Company may compete with other entities in the mineral exploration business in various aspects of the business including: (a) seeking out and acquiring mineral exploration properties; (b) obtaining the resources necessary to identify and evaluate mineral properties and to conduct exploration and development activities on such properties; and (c) raising the capital necessary to fund its operations.

The mining industry is intensely competitive in all its phases, and the Company may compete with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future or to raise the capital necessary to continue with operations.

Cycles or Seasonality

The Company's mineral exploration activities may be subject to seasonality due to adverse weather conditions.

Environmental Protection and Policies

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to the Rainbow Property that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral property interests, the potential for production on the property may be diminished or negated.

Employees

As at the date of this Prospectus, the Company has no employees. The Company is managed and operated by its directors and officers pursuant to consulting arrangements, none of whom is considered by the Company to be an employee of the Company.

Foreign Operations

The Company's operations do not, to any material extent, involve foreign operations. As a result, the Company is not dependent upon foreign operations.

History

Since incorporation in November, 2010, the Company undertook certain steps to develop its business, including, among other things, recruiting directors and officers with the skills required to operate a public mining exploration company, entering into the Mineral Property Purchase Agreement to acquire the Rainbow property for shares, raising sufficient capital to commence initial exploration on the Rainbow Property, engaging Carl A. Von Einsiedel, P.Geo., to prepare the Technical Report and engaging the Agent to assist in making an application for listing on the TSXV and completing the Offering.

On November 15, 2010, the Company entered into a Mineral Purchase Agreement with Ron Shenton, Chief Executive Officer, President and Director of the Company pursuant to which the Company acquired from Mr. Shenton all of his right, title and interest in and to the Rainbow Property for the consideration of \$20,157 representing Mr. Shenton's out of pocket costs to acquire by staking the Rainbow Property which amount was paid by issuance of 2,015,700 shares of the Company issued at a deemed price of \$0.01 per share. See the section of this Prospectus entitled "*Escrowed Securities*".

In December, 2010, the Company raised \$187,500 by the issuance of 2,500,000 common flow-through shares at a price of \$0.075 per flow-through share and also in December, 2010 raised a further \$375,000 by the issuance of 5,000,000 common non-flow-through shares at a price of \$0.075 per share.

During the months of January and February, 2011, the Company commenced an exploration program on the Rainbow Property which consisted of compiling all available technical data from previous exploration programs carried out on the Rainbow Property, locating and sampling known mineralized zones within and adjacent to the Rainbow Property to confirm historic results and completing a detailed soil geo-chemical survey. The objectives of the program were to verify results reported by previous property owners and to delineate potential extensions of identified zones of mineralization. The compilation work that was carried out involved geo-referencing historic technical drawings from previous operators, digitising the UTM locations of previously reported soil and rock sample sites and entering historic assay data in to a GIS data base. A total of 1,825 historic sample sites and data from 640 new soil samples were incorporated into a data base for the Rainbow Property. The total cost of this exploration program was \$111,037.

In March, 2011, the Company engaged Carl A. Von Einsiedel, P. Geo., to prepare the Technical Report on the Rainbow Property. For further information on the Rainbow Property and the Technical Report please see the section of this Prospectus entitled "*The Rainbow Property*".

On July 27, 2011, the Company entered into the Engagement Letter with the Agent with respect to the Offering.

To date the Company has raised \$562,500.00 through the sale of securities. The Company intends to raise additional funding through its Offering to carry out additional exploration on the Rainbow Property, as set out in the section "*Use of Proceeds*".

The Rainbow Property

The following information on the Rainbow Property represents information summarized or extracted from the Technical Report, prepared pursuant to the provisions NI 43-101 by Carl A. Von Einsiedel, P.Geo. (a qualified person), as defined in NI 43-101. The full text of the Technical Report is available for review during normal business hours at the office of the Company at 400 – 409 Granville Street, Vancouver, BC, V6C 1T2 and is also available for review on the system for electronic document analysis and retrieval ("SEDAR") located at the following web site, www.sedar.com.

The following italicized excerpts (less certain references to figures, appendices and photographs in the full Technical Report) which describe the Company's Rainbow Property, are taken from the Technical Report.

PROPERTY DESCRIPTION AND LOCATION

Property Description and Location

Infinity Minerals Corp. holds a 100% interest in two contiguous mineral tenures comprising 317.64 hectares) located approximately four kilometers northwest of the community of Midway in south central BC. The property was acquired in December of 2010 from a director of the Company for staking costs and re-imburement of claim maintenance expenses totaling \$20,157

The mineral cell title claim statistics are summarized in Table 1: note that this claim information is not a legal title opinion but is a compilation of claims data based on the author's review of the government of the British Columbia Mineral Rights online inquiry website (BC Mineral Titles

February 28, 2011). The mineral claims do not have to be legally surveyed since they are BC Government established mineral cell title claims. Figure 1 shows the location of the claims relative to access roads and local communities.

Table 1. List of Mineral Claims

<i>Tenure Number</i>	<i>Owner</i>	<i>Tenure Type</i>	<i>Good To Date</i>	<i>Area (ha)</i>
595230	Infinity Minerals Corp. (Ron Shenton as agent)	Mineral	2020/Feb/28	190.58
595301	Infinity Minerals Corp. (Ron Shenton as agent)	Mineral	2020/Feb/28	127.06
Total				317.64

The claims are accessible by existing forest service roads and cover two known gold - silver occurrences identified in the BC Ministry of Mines (BCMÉM) Minfile database as the MIDWAY MINE (Minfile No. 082M-194) and the PICTURE ROCK QUARRY (Minfile No.082M-194). Both of the known occurrences are located in the central part of the property. Exploration work has been carried out intermittently in the project area since the 1960's and both of the prospects have undergone intermittent exploration by various mining companies since the early 1980's. The property is considered an intermediate stage exploration prospect.

Provincial Mining Regulations

The Rainbow Property is owned 100% by Infinity Minerals Corp. and is not subject to any royalties, back in rights, payments or other agreements. Title to the claims is maintained through the performance of annual assessment filings and payment of required fees. For the first three years a minimum of \$4.00 per hectare in eligible exploration expenditures must be incurred. In subsequent years a total of \$8.00 per hectare in eligible exploration expenses must be incurred.

To the best of the author's knowledge, government permits will be required to carry out the proposed Stage II exploration program and for any follow up diamond drilling program recommended after completion of this program. These programs will require application to the Ministry of Energy and Mines for permits and the Issuer may be required to post security equivalent to the estimated costs of any reclamation work which will be required after completion of the proposed exploration work.

To the best of the author's knowledge approval from local First Nations communities may also be required to carry out the proposed Stage 2 exploration program. The reader is cautioned that there is no guarantee that the Issuer will be able to obtain approval from local First Nations. However, the author is not aware of any problems encountered by other junior mining companies in obtaining approval to carry out similar programs in nearby areas nor is the author aware of any instances where local First Nations communities have objected to exploration work in the general project area.

To the best of the author's knowledge, none of the claims which comprise the Rainbow Property have surface rights. The BCMÉM online database indicates that surface rights for the Rainbow Property are held by the Crown. In the event that a significant mineralized zone is identified an application that includes detailed environmental impact studies must be made to the Crown for surface rights prior to initiation of any advanced exploration or mining activities. The reader is cautioned that there is no guarantee that areas for potential mine waste disposal, heap leach pads, or areas for processing plants will be available within the subject property.

ACCESSIBILITY, CLIMATE, PHYSIOGRAPHY AND INFRASTRUCTURE

Accessibility and Infrastructure

Access to the property is by Provincial Highway 3, approximately 4 kilometers northwest of the village of Midway in south central British Columbia. From Midway the property can be accessed by a forest service road on the west side of the Village that extends to the eastern boundary of the claims. The approximate centre of the property is at UTM 5433450N and 367760E.

In general, infrastructure in the vicinity of the subject property is considered excellent. There are existing roads that can be used to access the known areas of mineralization and the proposed exploration areas. There are numerous small streams within the claim area that would easily provide sufficient water for exploration purposes. Trained exploration personnel are available in several local nearby communities.

Physiography, Climate, Vegetation and Current Land Use

Climate in the Midway area is typical of south central BC ranging from sub-alpine in the mountains to a semi-arid, more temperate, continental climate. Summer is normally warm and dry and winter is moderate to very cold and dry.

The property is in the Greenwood physiographic region and encompasses a moderately rugged, hilly upland area. In general the claims cover the south facing slopes overlooking Highway 3 with elevations ranging from 900 – 1160 meters a.s.l. The slopes are covered with widely spaced pine forest and scattered grassed open areas.

It is estimated that it will take 10 to 12 weeks to complete the proposed Stage 1 Exploration program. The best time to complete the proposed program is between May and November.

HISTORY OF EXPLORATION

In the area west of Midway previous exploration work has defined four main areas of mineralization including the Midway Mine – Picture Rock Quarry (located within the present Rainbow Property and historically referred to as the Rainbow Property), the Texas-Potter Palmer, the Bruce and the Granada zones (located to the south west of the present Rainbow Property). The project area was initially explored in the 1960's and 1970's for copper by Noranda, Granby Mines, Utah Mining, Texas Gulf and Maymac Explorations and this work identified the Texas-Potter, Bruce and Granada Zones but only limited drill testing was carried out. In the late 1970's and early 1980's a local prospector, David Moore, recognized the potential for epithermal type gold mineralization within the chalcedonic breccia zones and advanced a short underground adit along a mineralized structure (referred to as the Midway Mine) and carried out trenching and sampling at the Picture Rock Quarry within what is now referred to as the Rainbow Property. In 1983 Dentonia Resources and Kettle River Resources optioned the claims from Moore and carried out geological mapping, geochemical surveys and geophysics.

The most significant exploration work carried out within the current Rainbow Property occurred in the late 1980's and early 1990's. Based on the potential for epithermal type precious metal deposits similar to the historic Republic Mine in northern Washington several mining companies carried out exploration work within the boundaries of the present Rainbow Property. In 1987 BP Resources optioned the former Rainbow Property and completed four shallow drill holes to test the Picture Rock Quarry with inconclusive results. In 1989 Minnova optioned the property and completed geochemical surveys and sampling over the Midway Mine area. This work identified a large, northeast trending, multi-element (Au, Ag, Pb, Zn, As) soil anomaly (approximately 300 meters x 100 meters in size) located to the east of the Midway Mine. Trench sampling at the Midway Mine returned values of 2.8 g/t gold and 218 g/t silver over a 4.5 meter interval. In 1990 Minnova completed seven drill holes in the area of the Midway Mine and identified several low grade but significant intercepts. DDH 90-01 intersected a 23 meters of altered felsic intrusive rock mineralized with pyrite that returned a 10.5 interval averaging 0.326 g/t gold and 52.7 g/t silver. DDH-90-04 also intersected the altered intrusive rocks and returned a 12.5 meter interval that averaged 0.242 g/t gold and 17.0 g/t silver. Although the mineralization encountered within the altered intrusive rocks in the initial drilling program returned sub-economic values it is important to note that Minnova also reported that several of the drill holes bottomed in skarn altered intervals of Brooklyn Formation clastic rocks which are an important host of skarn type copper gold mineralization to the southwest of the Rainbow Property. In 2001 Gold City Industries consolidated the claims in the Midway area and completed a limited program of trenching and sampling however the claims were allowed to lapse in late 2008 and the Rainbow Property was acquired by the current owner.

According to Minnova, 1991, sampling of the silicified breccia zones that have been identified to date have returned strongly anomalous gold and silver values and exhibit textures and trace element chemistry that is typical of epithermal deposits. The presence of altered, mineralized intrusive rocks also suggests potential for skarn type mineralization at depth below the levels tested by the shallow drilling that has been completed to date. Based on the results of the drilling program Minnova recommended additional exploration work on the property including systematic soil geochemical sampling of the area south of the Midway Mine and the area east of the Picture Rock Quarry. Minnova also recommended additional drill testing to evaluate the Midway Mine area and the Picture Rock Quarry at depth.

The present Rainbow Property covers the Midway Mine prospect and the Picture Rock Quarry prospect, potential extensions of these zones to the south and an overburden covered area to the east of the Picture Rock Quarry.

GEOLOGICAL SETTING AND MINERALIZATION

Geological Description

The Property (referred to as the Rainbow Property) is located in the Greenwood Mining District. Regional geological maps published by the BC Ministry of Energy and Mines (BCMME) show that the claim area lies within the "Midway window" (Toroda Graben) which is an inlier of pre-Tertiary rocks surrounded by Eocene age volcanics and sediments. The Property partially covers an east – west trending belt of serpentinite – listwanite alteration that is interpreted as a major regional, north dipping thrust fault. There is considerable alteration localized along the fault zone and there are several mineralized epithermal chalcedonic breccia zones that have been identified. The rocks in the footwall of the listwanite belt comprise sediments and volcanoclastics belonging to the Brooklyn Formation which hosts several copper – gold skarn occurrences in the general project area.

The Greenwood area has been mapped on a regional basis by a number of people, most recently by Fyles (1990). According to Caron, 2001, Fyles work is the first to give an adequate interpretation explaining the distribution of the various rock units. His mapping shows that the pre-Tertiary rocks form a series of thrust slices, which lie above a basement high grade metamorphic complex. A total of five thrust slices are recognized. They all dip gently to the north, and are bounded in many places by lenses and bodies of serpentinite. While earlier mapping has interpreted these serpentinite bodies as ultramafic intrusions, Fyles shows them to belong to the Knob Hill Group of late Paleozoic age, and to

represent part of a disrupted ophiolite suite. The common Fe-carbonate alteration of these serpentinites to listwanite is a result of the thrusting event.

The Knob Hill and Attwood Groups comprise the late Paleozoic rocks in the Greenwood Camp and consist of mainly chert, greenstone and serpentinite and argillite and limestone, respectively. Fyles interprets all these rocks to represent part of a disrupted ophiolite suite. Rocks of the Knob Hill and Attwood Groups are unconformably overlain by the Triassic Brooklyn Formation, represented largely by limestone, clastic sediments and pyroclastics. The majority of the skarn deposits in the Greenwood area are hosted within this unit. Two separate intrusive events cut the above sequence, the probable Jurassic aged Lexington porphyry, and the Cretaceous Nelson Intrusions. Tertiary sediments and volcanics unconformably overly the older rocks, with their distribution are largely controlled by a series of extension faults.

The Rainbow Property covers a portion of the north east oriented Toroda Creek graben and is largely underlain by mid Eocene volcanics and sediments. In the southwest area of the property, a large intrusion shown regionally as the Lexington quartz-feldspar porphyry occurs flanked on the north and south by roughly east-west trending, north dipping bodies of serpentinite. A number of steep NE dipping Tertiary faults cut the above strata (Fyles, 1990).

The Rainbow grid was mapped by Minnova at a scale of 1:2500 during Minnova's 1990 work program. During the course of mapping, six distinct geological units, and a number of sub-units, were recognized as shown below, listing these rock types.

TERTIARY - EOCENE

Unit 6 Maroon Formation
6b - Maroon intrusives
6a - Maroon volcanics

Unit 5 Kettle River Formation
5b - sandstone/tuff
5a - conglomerate

CRETACEOUS

Unit 4 Nelson Plutonic Complex

JURASSIC

Unit 3 3d - Quartz Feldspar Porphyry intrusive
3c - Coarse Feldspar Porphyry intrusive
3b - Crowded Feldspar Porphyry intrusive
3a - Microdiorite intrusive

BROOKLYN FORMATION

LATE PALEOZOIC - CARBONIFEROUS OR PERMIAN

Unit 2 Knob Hill Group, mainly intermediate to mafic volcanics, lesser cherts and tuffs.

Unit 1 Serpentinite - Knob Hill Group
1c - carbonate altered serpentinite (listwanite)
1b - talc altered serpentinite
1a - dark green unaltered serpentinite

On the geological maps included with Minnova's reports, the breakdown of units given above is used. According to Caron, 1990, during the course of diamond drilling, an additional rock type was recognized. Several drill holes intersected thick beds of coarse conglomerate of the Triassic Brooklyn Formation. The oldest rocks exposed on the grid belong to the Carboniferous or Permian Knob Hill group.

Rocks belonging to Unit 1 are very common in the claim area and the serpentinite forms a well defined zone, striking northwest and dipping gently north. At depth, alteration of the serpentinite is less intense, suggesting that the prominent orange weathering is largely a surface weathering effect. The belt of serpentinite is thought to represent a major thrust contact, with the listwanite alteration a result of the thrusting event. The lower contact of the listwanite belt is now intrusive in nature, however, with sills of feldspar porphyry and quartz feldspar porphyry intruding along the foliation. These intrusives are Jurassic in age and post date the thrusting event. Tertiary sediments and volcanics unconformably overly the serpentinite to the north.

Brooklyn conglomerate, identified during Minnova's 1990 drill program, was reported to be underlying serpentinite of unit 1. Since the Brooklyn Formation is Triassic in age, younger than the serpentinite; this supports the fact that the serpentinite represents a major thrust fault, with the conglomerate occurring in a lower thrust slice.

A large intrusion of probable Jurassic age is exposed in the southern part of the Property. The main body is a fine grained microdiorite (unit 3a), dark grey to green in colour, with about 20% fine mafics, probably pyroxene, and rare feldspar phenocrysts, in a fine grained matrix. Locally, and especially near the borders, the intrusive grades into coarser grained feldspar porphyry (3c) or to a crowded feldspar porphyry (3b). Dykes of

Unit 3c are also seen intruding the serpentinite, both along foliation and at steeper angles. Cross-cutting the main intrusive body and occurring as sheet like bodies intruding along the foliation in the serpentinites, is coarse grained quartz - feldspar porphyry (unit 3d). This intrusive is likely a late stage pulse from the same source as the microdiorite. Very commonly the rocks are altered, often intensely as at the Midway Mine. Typically this alteration consists of strong saussuritization of the feldspars and pervasive clay or quartz-pyrite-sericite alteration, and less commonly strong silicification. The strong correlation between the alteration and the quartz – feldspar porphyry suggests that the intrusion of the porphyry is responsible for the alteration. At the Midway Mine, sulphide mineralized shear zones are hosted within this unit. A probable Jurassic age is assigned to the porphyry because of its similarity to the Lexington porphyry.

Rocks belonging to Unit 4, intrusives of the Cretaceous Nelson Plutonic Complex are rare in the grid area. One dyke (?) of medium grained diorite was seen cutting the microdiorite intrusion described above. Compositionally this dyke appears to be distinguishable from the older intrusion, being slightly lower in CaO, MgO and Fe₂O₃, and higher in SiO₂ content.

Kettle River sediments of mid-Eocene age are exposed to the north of the main serpentinite belt. Both coarse grained conglomerate (Unit 5a) and fine sandstone and tuffaceous sandstone (Unit 5b) are known. Unit 5a is typically a coarse conglomerate composed primarily of round to subround cobbles of microdiorite (about 30%) in a fine grained tuffaceous matrix containing 25% fine feldspar crystals. Compositionally, the conglomerate mimics the chemistry of the dominant clast type. Unit 5a represents the base of the Tertiary rocks in the area and is seen in several places unconformably overlying the serpentinite.

Tuffaceous sediments belonging to the Kettle River Formation form a long north trending linear belt, bounded on either side by Tertiary volcanics. The distribution of the sediments suggests a topographic control to deposition, possibly a channel fill deposit. The sediments are generally recessive and poorly exposed. Bedding is rare but where seen is gently to the east. In hand specimen, these rocks appear very felsic; chemical analysis suggests a rhyolite to rhyodacitic composition.

The youngest rocks exposed on the grid belong to the Tertiary Maroon Formation. These rocks occur as dykes and subvolcanic intrusives (Unit 6b) and as fine grained mafic volcanics (Unit 6a), covering most of the northern part of the grid. The intrusive rocks of the Maroon Formation are typically pale grey-brown, fine to medium grained, with 20-50% plagioclase, 15-25% mafics (pyroxene?), and 5% biotite visible in hand sample, and locally interstitially K-spar. Compositionally, these rocks are monzonites to syenites, bordering on nepheline syenites in large areas of subvolcanic intrusives.

The Rainbow grid is cut diagonally by a southeast trending belt of serpentinite. As described above, within this belt the serpentinite has largely been altered to listwanite. This alteration is presumed to be a result of a major thrusting event, where the base of the serpentinite marks the basal thrust contact. The other main structural feature of the grid area is a series of near vertical, northeast trending faults, all of which appear to down drop rocks on the west. These faults are Tertiary in age, probably mid-Eocene and predating the extrusion of the volcanics, but reactivated in part during and after volcanic activity.

A main arcuate fault, east-west to southeast trending, occurs in the draw to the west and north of the Picture Rock Quarry. This fault appears to post-date the northeast trending structures and down drops rocks on the northern side relative to those on the south. Numerous smaller faults of various orientations are known, including one near vertical, east-west fault at the Midway Mine which is associated with the mineralization. This fault appears to be pre-Tertiary in age, being truncated by a large Maroon dyke.

Mineralization

In the area west of Midway previous exploration work has defined four main areas of mineralization including the Midway Mine – Picture Rock Quarry (which are located within the present Rainbow Property and historically referred to as the Rainbow Property), the Texas-Potter Palmer, the Bruce and the Granada zones (located to the south west of the present Rainbow Property). The project area was initially explored in the 1960's and 1970's for copper by Noranda, Granby Mines, Utah Mining, Texas Gulf and Maymac Explorations and this work identified the Texas-Potter, Bruce and Granada Zones but only limited drill testing was carried out. In the late 1970's and early 1980's a local prospector, David Moore, recognized the potential for epithermal type gold mineralization within the chalcedonic breccia zones and advanced a short underground adit along a mineralized structure (referred to as the Midway Mine) and carried out trenching and sampling at the Picture Rock Quarry within what is now referred to as the Rainbow Property.

Three main styles of alteration and mineralization are known within the Property, the Picture Rock Quarry, the Midway Mine, and the listwanite belt. Alteration of the serpentinite to listwanite is the earliest alteration event known on the property. This alteration is presumed to be a result of a major southeast trending, north dipping thrust fault, pre-Jurassic in age. A by-product of the listwanite alteration is the formation of quartz veins. Such white, crystalline quartz veins are common on the property but, to date, do not appear to be mineralized.

In the Midway Mine area, Jurassic quartz-feldspar porphyry sills and dykes intrude the serpentinite. Very commonly, these intrusives are altered, with saussuritized feldspars, pervasive clay and quartz-pyrite-sericite alteration, and less often, silicification. The very strong correlation between this alteration and the presence of the quartz-feldspar porphyry, not only at this location but elsewhere on the grid and in the Greenwood Camp suggests that the emplacement of the intrusion was responsible for the alteration. Anomalous gold, silver, arsenic and antimony are common in

strongly altered quartz-feldspar porphyry, as described in the following section. At the Midway Mine, steep massive sulphide (pyrite-arsenopyrite-galena-sphalerite-stibnite) shear zones are hosted within the altered intrusion, probably related to the above alteration event.

At the Picture Rock Quarry, epithermal chalcedonic quartz veins occur within feldspar porphyry intrusives and altered serpentinite. The veins are generally narrow, always less than 1 metre in width. Veins generally trend north to north-easterly, with dips commonly shallow to the east, although other orientations are known. Wall rock alteration adjacent to the veins is negligible. Typically the veins are banded, with white, grey and blue-green chalcedony and often contain large clasts of the host rock.

As described in the following section, the veins have a typical epithermal signature, with anomalous Au, Ag, As and Sb. Precious metal values tend to be sub-economic, however, similar chalcedonic veining is known elsewhere on the grid, the main occurrences being the ridge west of the Midway Mine, the south nose of this ridge and to the south of Dry Lake. Numerous other minor occurrences occur. Chalcedonic veins are known to cut all rocks of pre-Tertiary age. Although they have not been observed within sediments of the Kettle River Formation, similarities with other veins in the district (ie. Tam O'Shanter, Republic) suggest an Early Tertiary age to the mineralization, postdating the sediments but pre extrusion of the Maroon volcanics.

Northeast trending Tertiary faults appear to largely control the location of the chalcedonic veining. Where these faults pass through the listwanite belt, the listwanite appears to be more intensely altered, possible the result of Tertiary alteration superimposed on the earlier alteration of the serpentinite.

Trench sampling by Minnova at the Midway Mine returned values of 2.8 g/t gold and 218 g/t silver over a 4.5 meter interval. In 1990 Minnova completed seven drill holes in the area of the Midway Mine and identified several low grade but significant intercepts. DDH 90-01 intersected a 23 meters of altered felsic intrusive rock mineralized with pyrite that returned a 10.5 interval averaging 0.326 g/t gold and 52.7 g/t silver. DDH-90-04 also intersected the altered intrusive rocks and returned a 12.5 meter interval that averaged 0.242 g/t gold and 17.0 g/t silver. Although the mineralization encountered within the altered intrusive rocks in the initial drilling program returned sub-economic values it is important to note that Minnova also reported that several of the drill holes bottomed in skarn altered intervals of Brooklyn Formation clastic rocks which are an important host of skarn type copper gold mineralization to the southwest of the Rainbow Property. In 2001 Gold City Industries consolidated the claims in the Midway area and completed a limited program of trenching and sampling however the claims were allowed to lapse in late 2008 and the Rainbow Property was acquired by the current owner.⁽¹⁾

According to Caron, 1990, sampling of the silicified breccia zones that have been identified to date have returned strongly anomalous gold and silver values and exhibit textures and trace element chemistry that is typical of epithermal deposits. The presence of altered, mineralized intrusive rocks also suggests potential for skarn type mineralization at depth below the levels tested by the shallow drilling that has been completed to date. Based on the results of the 1990 drilling program Minnova recommended additional exploration work on the property including systematic soil geochemical sampling of the area south of the Midway Mine and the area east of the Picture Rock Quarry. Minnova also recommended additional drill testing to evaluate the Midway Mine area and the Picture Rock Quarry at depth.

Sampling completed by Infinity Minerals Corp. as part of the current exploration program confirmed the soil and rock sampling results reported by Minnova. Rock samples collected from the Picture Rock Quarry and Midway Mine area returned gold values ranging from several hundred ppb to a high of 14.85 g/ton gold from the Midway Mine area.

⁽¹⁾ The drill-hole assay numbers referenced in the paragraph above are historical in nature and may not comply with current National Instrument 43-101 – Standards of Disclosure for Mineral Projects, and therefore should not be relied upon other than for historical information purposes.

DEPOSIT TYPES

Epithermal precious metal deposits (Republic District NE Washington State)

Epithermal gold deposits in northeast Washington are formed in a near-surface environment by deposition of gold and silver, in quartz-pyrite-clay-carbonate (+/- calcite, marcasite, ankerite, illite, kaolinite, and alunite) veins in a hot-spring environment. Deposits occur within a graben-filling Eocene pyroclastic, fluvial, and lacustrine succession consisting of O'Brien Creek, Sanpoil Volcanics, and Klondike Mountain formations. These Eocene successions occur within each of at least four grabens developed during the later stages of emplacement of the Kettle and Okanogan gneiss domes. The Knob Hill and Golden Promise deposits (collectively, the Hecla Mining Co. "Republic" operation) of the Republic district are the most notable and closed in 1995 after 100 years of activity.

At Republic, the gold-silver-bearing veins consist of colloform and brecciated quartz where quartz, calcite, and sulfosalt minerals resulted from hot spring activity. Clays include kaolinite and alunite. Coarse, free gold is common. Ag-Au ratio is 5:1. These are identical to the well-known model for epithermal hot spring gold deposits presented by Buchanan (1981) for deposits of the southwest U.S.

Copper Gold Skarn Deposits (Buckhorn Mountain)

The gold skarn system at Buckhorn Mountain is related to the Cretaceous Buckhorn Mountain pluton (diorite to granodiorite) and its associated dikes and sills. The host rocks are Pennsylvanian to Triassic clastic and carbonate sedimentary rocks of the Thompson assemblage and the

conglomerates and andesitic flows of the Brooklyn Formation. These have been altered to proximal garnet-magnetite-sulfide, intermediate garnet-pyroxene-epidote-sulfide, and distal pyroxene and hornfels assemblages. Typically, the pyroxene is iron rich ($Hd_{(sub\ 20-94)}$), averaging Hd_{51} , and the garnet is intermediate ($Ad_{(sub\ 36-75)}$). Retrograde epidote, calcite, amphibole, and zoisite are common. Skarn associations vary according to original lithologies; the carbonate-rich layers altered to a more garnet-magnetite rich assemblage, whereas the argillaceous and siliceous layers altered to a pyroxene dominant assemblage. Alteration in the intrusion takes many forms, including potassic, propylitic, argillic, albittization, and complete alteration to garnet-epidote-pyroxene skarn. Gold mineralization is spatially associated with a variety of skarn assemblages in locations ranging from proximal to distal. There are positive correlations of gold with epidote, magnetite, bismuthinite, native bismuth, pyrrhotite, and cobaltite. Structure and original lithologies were important controls for fluid movement, and therefore, gold mineralization.

The most significant mineralization is hosted in iron rich, calcic, reduced skarn that is characterized by pyroxene (Hd_{36-93}) with lesser garnet (Adr_{30-99}) and magnetite. The skarn predominately occurs at the structural contact between the overlying metavolcanics and the upper marble unit of the underlying metasediments. Skarn alteration also occurs in the early diorite to quartz diorite intrusions, and various other layers in the metasediments and metavolcanics. The skarn has undergone varying amounts of hydrous retrograde alteration that is typified by iron rich epidote and amphibole. Gold occurs late in the alteration and is associated with bismuth minerals. Free gold is commonly found in intercrystalline space between and fractures in prograde minerals, and may be spatially or temporally associated with retrograde alteration.

EXPLORATION

The present Rainbow Property covers the Midway Mine prospect and the Picture Rock Quarry prospect, potential extensions of these zones to the south and an overburden covered area to the east of the Picture Rock Quarry. During January and February of 2011 Infinity Minerals Corp. compiled all available technical data from the Minnova and Battle Mountain exploration programs, located and sampled several known mineralized zones within and adjacent to the Rainbow Property to confirm historic results and completed a detailed soil geochemical survey in the area south of the Midway Mine Prospect. The objectives of this program were to verify the results reported by Minnova and Battle Mountain and to delineate potential extensions of the mineralization identified at the Midway Mine prospect. The compilation work that was carried out involved geo-referencing the historic technical drawings from Minnova and Battle Mountain, digitizing the UTM locations of the reported soil and rock sample sites and entering the historic assay data into a GIS database. A total of 1,825 historic soil sample sites and data from 640 new soil samples were incorporated into the database for the Rainbow Property. The total cost of the 2011 exploration program was \$111,037.

The exploration work completed by Infinity Minerals Corp. has confirmed the anomalous gold values reported from mineralization at the Midway Mine and Picture Rock Quarry, confirmed that the skarn mineralization to the south west of the property exhibits significant copper and gold values and extended the geochemical anomaly associated with the Midway Mine Prospect. The results of the preliminary exploration program completed by Infinity Minerals Corp. clearly indicate that existing exploration targets within the Rainbow Property have only been partially tested. The Rainbow project is a property of merit and it is recommended that Infinity complete a staged exploration program designed to evaluate potential extensions of the mineralization identified at the Midway Mine and Picture Rock Quarry and to assess the potential for additional mineralization in the eastern part of the Property.

DRILLING

No drilling was carried out by on the Rainbow Property by Infinity Minerals Corp. The drill testing completed by Minnova referred to in the text of this report has not been verified however most of the historic drill sites were identified and the locations mapped by hand held Garmin GPS CSX-60.

SAMPLE PREPARATION, ANALYSIS AND SECURITY

The published technical reports which detail previous exploration work on the Rainbow Property indicate that standard QA and QC procedures were implemented by the laboratories that analyzed the samples and that the variability of all reported analyses are within acceptable industry standards.

The samples collected during the 2011 program were collected by independent geologists and field technicians. During the field program samples were stored in vehicles that were used in completion of the field work and were transported to the authors residence in Mission BC by the project geologist Mike Middleton. All samples were checked for sample identification numbers and overall quality by the author and were transported by the author to the ALS Chemex facility in North Vancouver.

The soil geochemical survey in the area of the Midway and Picture Rock Quarry Prospects covers an area of approximately 1,400m² surrounding and to the south of Minnova's 1990 drill holes. Samples were taken approximately every 10m along ten lines spaced at intervals of approximately 25 meters. Samples were collected with picks and shovels from depths of between 10 and 30 cm. All samples were secured in kraft paper sample bags, sealed and labeled with a unique sample number. The location of each sample was noted, in UTM coordinates with the aid of a hand-held GPS (Garmin 60CSX; accuracy $\pm 5m$). The samples were then shipped to the ALS Chemex laboratory in North Vancouver.

All samples collected during the 2011 exploration program were submitted to ALS Chemex, of North Vancouver, for analysis. The -80 micrometer mesh sieved fraction of the soil samples was dissolved in an aqua regia solution (3:1 mixture of hydrochloric and nitric acid) and analyzed for gold by fire assay AA-23 and for a series of elements by ICP-AES. The Elements analyzed for and the detection limits are listed in Table 15.1. ALS Chemex employs standard QA and QC protocols on all sample analyses including inserting one blank, reference standard and duplicate analysis in every twenty samples analyzed. Based on the fact that the sampling program was designed to verify and follow up previous exploration work completed by Minnova in 1990 no additional QA and QC procedures were implemented as part of the program.

In the authors opinion the sample security employed by the field personnel involved in the sample collection and the sample preparation and analytical procedures employed by ALS Chemex are adequate for the exploration program carried out by Infinity Minerals Corp. on the Rainbow Property.

Table 11.1 Elements analyzed by ICP-AES and their lower detection limit

Element	LDL	Element	LDL	Element	LDL	Element	LDL	Element	LDL
Cd	0.5 ppm	K	0.01 %	Ni	1.0 ppm	Al	0.01 %	Zn	2 ppm
Co	1.0 ppm	La	10 ppm	P	10 ppm	Th	20 ppm	As	2 ppm
Cr	1.0 ppm	Mg	0.01 %	Pb	2.0 ppm	Ti	0.01 %	B	10 ppm
Cu	1.0 ppm	Ag	0.2 ppm	S	0.01 %	Tl	10 ppm	Ba	10 ppm
Fe	0.01 %	Mn	5.0 ppm	Sb	2 ppm	U	10 ppm	Be	0.5 ppm
Ga	10 ppm	Mo	1.0 ppm	Sc	1 ppm	V	1 ppm	Bi	2 ppm
Hg	1.0 ppm	Na	0.01%	Sr	1 ppm	W	10 ppm	Ca	0.01 %

ALS Vancouver is in compliance for the requirements of ISO 9001:2000 through February 12, 2011 (ALS Laboratory Group, 2009). ALS Vancouver is accredited through the Standards Council of Canada (SCC) for Metallic Ores and Products Mineral Analysis testing for several techniques including Fire Assay with an Atomic Absorption (AA) finish, Fire Assay with a gravimetric finish and ICP-AES using a four acid digestion.

DATA VERIFICATION

In 1987 BP Resources optioned the former Rainbow Property and completed four shallow drill holes to test the Picture Rock Quarry with inconclusive results. In 1989 Minnova optioned the property and completed geochemical surveys and sampling over the Midway Mine area. This work identified a large, northeast trending, multi-element (Au, Ag, Pb, Zn, As) soil anomaly (approximately 300 meters x 100 meters in size) located to the east of the Midway Mine. According to Minnova, (1990) trench sampling at the Midway Mine returned values of 2.8 g/t gold and 218 g/t silver over a 4.5 meter interval.

Soil geochemical surveys completed by Infinity Minerals Corp. in 2011 have confirmed the soil geochemical results reported by Minnova for the Midway Mine area and extended the anomaly several hundred meters to the south. Chip samples collected across widths ranging from 1.0 to 2.0 meters and grab samples of material from mineralization exposed in trenches and in the tailings from the historic Midway Mine returned gold values ranging from several hundred ppb to 14.85 g/t gold. Sampling of exposed mineralization in the Picture Rock Quarry area returned gold values in 1.0 meter wide chip samples ranging from several hundred ppb to 3.69 g/t gold.

In 1990 Minnova completed seven drill holes in the area of the Midway Mine and identified several low grade but significant intercepts. DDH 90-01 intersected a 23 meters of altered felsic intrusive rock mineralized with pyrite that returned a 10.5 interval averaging 0.326 g/t gold and 52.7 g/t silver. DDH-90-04 also intersected the altered intrusive rocks and returned a 12.5 meter interval that averaged 0.242 g/t gold and 17.0 g/t silver. Although the mineralization encountered within the altered intrusive rocks in the initial drilling program returned sub-economic values it is important to note that Minnova also reported that several of the drill holes bottomed in skarn altered intervals of Brooklyn Formation clastic rocks which are an important host of skarn type copper gold mineralization to the southwest of the Rainbow Property.

The location of most of the 1990 drill holes has been established however the location of the historic drill core is unknown and the author has not verified the results reported by Minnova. Surface rock sampling results and the results of the soil sampling program are consistent with the results reported by Minnova.

MINERAL PROCESSING AND METALLURGICAL TESTING

There is no mineral processing or metallurgical testing data available from the Rainbow Property.

MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

There is no mineral resource compliant with CIM Standards on Mineral Resources and Reserves (CIM, 2000) and therefore no NI 43-101 compliant resource for the Rainbow Property.

INTERPRETATION AND CONCLUSIONS

The present Rainbow Property covers the Midway Mine prospect and the Picture Rock Quarry prospect, potential extensions of these zones to the south and an overburden covered area to the east of the Picture Rock Quarry. During January and February of 2011 Infinity Minerals Corp. compiled all available technical data from the Minnova and Battle Mountain exploration programs, located and sampled several known mineralized zones within and adjacent to the Rainbow Property to confirm historic results and completed a detailed soil geochemical survey in the area south of the Midway Mine Prospect. The objectives of this program were to verify the results reported by Minnova and Battle Mountain and to delineate potential extensions of the mineralization identified at the Midway Mine prospect. The compilation work that was carried out involved geo-referencing the historic technical drawings from Minnova and Battle Mountain, digitizing the UTM locations of the reported soil and rock sample sites and entering the historic assay data into a GIS database. A total of 1,825 historic soil sample sites and data from 640 new soil samples were incorporated into the database for the Rainbow Property. Figure 4 is a compilation map that shows the location of the Property relative to the known mineral occurrences and historic soil and rock sampling data.

The exploration work completed by Infinity Minerals Corp. has, in the opinion of the author, confirmed the anomalous gold values reported from mineralization at the Midway Mine and Picture Rock Quarry, confirmed that the skarn mineralization to the south west of the property exhibits significant copper and gold values and extended the geochemical anomaly associated with the Midway Mine Prospect.

RECOMMENDATIONS

The preliminary exploration program completed by Infinity Minerals Corp. clearly indicates that existing exploration targets within the Rainbow Property have only been partially tested. The Rainbow project is a property of merit, in the opinion of the author, and it is recommended that Infinity complete a staged exploration program designed to evaluate potential extensions of the mineralization identified at the Midway Mine and Picture Rock Quarry and to assess the potential for additional mineralization in the eastern part of the Property.

Stage 1, estimated at \$220,000 should consist of detailed geochemical surveys in the eastern part of the Rainbow Property and preliminary ground geophysical surveys (3D IP and magnetic) to determine optimal methods for tracing the known zones of epithermal type gold mineralization at depth and exploring for blind, skarn type mineralization within Brooklyn Formation. In the event that additional mineralized zones are defined in Stage 1 a follow up program of ground geophysics, trenching and limited drill testing at an estimated cost of \$330,000 would be warranted.

Proposed Stage 1 Exploration Program

<i>Engineering and project supervision, reports</i>	<i>\$ 25,000</i>
<i>Field costs, vehicle rentals accommodation</i>	<i>25,000</i>
<i>Detailed fill-in geochemical surveys</i>	
<i>-soil sample collection for 1,000 samples</i>	<i>50,000</i>
<i>-soil sample assays</i>	<i>25,000</i>
<i>Ground geophysical surveys</i>	
<i>-allowance for orientation surveys</i>	<i>75,000</i>
<i>Contingency @ 10%</i>	<i>20,000</i>
	<hr/>
<i>Total estimated cost of Stage 1</i>	<i>\$220,000</i>

Proposed Stage 2 Exploration Program

<i>Engineering and project supervision, reports</i>	<i>\$ 25,000</i>
<i>Field costs, vehicle rentals accommodation</i>	<i>25,000</i>

<i>Geological mapping, supervision of trenching program</i>	25,000
<i>-trenching allowance</i>	25,000
<i>Ground geophysical surveys</i>	
<i>-allowance for minimum 2 survey grids @ \$50,000</i>	100,000
<i>Diamond Drill Program</i>	
<i>-allowance for minimum 500 meters @ \$200/meter inclusive</i>	100,000
<i>Contingency @ 10%</i>	30,000

<i>Total estimated cost of Stage 2</i>	\$330,000

The Company intends to allocate a total of \$220,000.00 from the proceeds of the Offering to undertake the recommended first phase work program on the Rainbow Property as set forth in the Technical Report.

USE OF PROCEEDS

Proceeds and Funds Available

The net proceeds to the Company from the Offering, after deducting the Agent's Commission of \$60,000 and the estimated expenses of the Offering of approximately \$120,000 will be approximately \$420,000.

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

<u>Source of Funds</u>	<u>Offering</u>
Net Proceeds	\$420,000
Working Capital as at September 30, 2011	\$343,795
Total Funds Available	<u>\$763,795</u>

Principal Purposes

The Company intends to use the Funds Available as follows:

<u>Principal Purpose</u>	<u>Offering</u>
Proposed exploration program at the Rainbow Project ⁽¹⁾	\$220,000
General and administrative expenses ⁽²⁾	\$237,000
For general working capital purposes	\$306,795
Total	\$763,795

(1) See "Description of the Business" – Rainbow Property – Recommendations

(2) Estimated general and administrative expenses of the Company for a period of 12 months from the completion of the Offering consisting of management fees (\$60,000), legal and audit (\$65,000), transfer agent and regulatory filing fees (\$30,000), rent and office expense (\$45,000), travel and investor relations (\$30,000), website cost (\$7,000)

The Company 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 Company to achieve its stated business objectives. The actual use of Funds Available will vary depending on the Company's operating and capital needs from time to time and will be subject to the discretion of management of the Company. Pending such use, the Company intends to invest such funds to the extent practicable in short-term, investment grade, interest-bearing securities and other marketable securities.

Business Objectives and Milestones

The Company is primarily engaged in the acquisition of mineral resources properties and the exploration of such properties. The Company's business objectives include completing the phase 1 work program recommended in the Technical Report on the Rainbow Property anticipated to be completed in the first half of 2012. A decision to proceed with the proposed stage 2 exploration program as set out in the Technical Report will be dependent upon the results and analysis of the stage 1 program.

DIVIDENDS AND DISTRIBUTIONS

The Company has neither declared nor paid any dividends on its Common shares to date. The Company intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Overall Performance

From November 12, 2010, the date of incorporation, to August 31, 2011, the Company's primary focus was identifying an appropriate property for which it could raise funds and sign and enter into a property purchase agreement, and conducting exploration on the Rainbow Property.

Selected Annual Information

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

	For the Period Ended August 31, 2011
Gross Revenue	\$1,340 (interest income)
Operating expenses	\$65,484
Net loss	\$65,206
Basic & diluted loss per share	\$0.01
Total assets	\$533,874
Long-term debt	\$Nil
Cash dividends per share	\$Nil

Overall Performance

The Company was incorporated on November 12, 2010. During the course of the first financial year ended August 31, 2011, the Company entered into a mineral property acquisition agreement as outlined in the "Narrative Description of the Business". As a mineral exploration company, the Company does not have any revenue generating operations. Its business focus is to acquire mineral interests and raise sufficient funds to undertake exploration activities thereon. The Company relied on cash resources from prior financings to fund exploration and operating activities. The Company was able to obtain exploration services at competitive prices. In addition the Company incurred higher than normal professional fees as a result of the pending prospectus. The Company closely monitored its exploration and operating expenses to make sure it maintained the appropriate level of working capital required for its planned exploration programs.

Results of Operation

The following discussion and analysis of the operating results and financial condition of the Company should be read in conjunction with the audited financial statements and related notes thereto for the financial year from incorporation on November 12, 2010 to August 31, 2011. Note that the Company was incorporated on November 12, 2010 and, as such, there are no year-end financial statements prior to November 12, 2010 for comparative purposes.

During the period, \$111,037 in direct exploration activity costs were incurred by the Company. A total of \$90,558 of the direct exploration activity costs were capitalized as deferred exploration and evaluation costs after taking into consideration a BC mining tax credit receivable. A total of \$20,157 was capitalized as Mineral Property Interests as a result of the Company entering into a mineral property acquisition agreement for the Rainbow Claim Group property. The Company also incurred a number of other expenditures during the financial year that were not capitalized to mineral properties, notably \$25,000 for management fees; \$39,158 for professional legal and audit fees and \$1,326 in general and administrative costs. As a result of these non-capitalized expenditures, the Company incurred a net loss from operations of \$65,206 for the period, after consideration of \$1,340 in interest income earned on term deposits. Given the various operating, financing and investing activities undertaken by the Company during the period, the amount of cash on hand, including term deposits, as at August 31, 2011 was \$368,014.

The Company recorded income of \$1,340 at period end which was solely comprised of the interest earned on term deposits.

The Company's primary focus has been on exploration of the Rainbow Claim Group property. The geophysics have been completed on the Rainbow Claim Group property with current expenditures of \$111,037 up to August 31, 2011. The Company plans to carry out an exploration program to begin in approximately May 2012 with the total cost to complete the program estimated at \$220,000. The anticipated completion date is early November, 2012.

The Company has no source of revenue other than minimal amounts of interest earned on term deposits. It is likely the Company will operate at a loss unless and until it is able to put a mineral property into production. The Company will require additional financing in order to fund planned exploration expenditures and cover its general and administrative costs. The Company's ability to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from treasury, control of the Company may change and shareholders may suffer additional dilution. If adequate funds are not available on acceptable terms, the Company may not be able to operate its business at its maximum potential, to expand, to take advantage of other opportunities, or otherwise remain in business.

As a company with publicly-traded securities, the Company will incur significant legal, accounting and filing fees not presently incurred. Securities legislation and the rules and policies of the Exchange require the Company to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information, all of which will significantly increase the Company's legal and financial compliance costs.

As part of the Company's business strategy, it may seek to grow by acquiring interests in properties and/or assets or establishing joint ventures that it believes will complement its current or future business.

The mining industry is intensely and increasingly competitive, and the Company competes for exploration and exploitation properties with many companies possessing greater financial resources and technical facilities than that of the Company. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospects for mineral exploration in the future.

For more information on the risks associated with the Company's business. See "*Risk Factors*".

Summary of Quarterly Results

Prior to the date of this prospectus, the Company was not a reporting Company. Accordingly, the Company is not required to and did not prepare quarterly financial statements for any period since incorporation.

Liquidity and Capital Resources

The Company's main source of cash is the receipt of subscription funds from investors with the issuance of 7,500,000 common shares of the Company in exchange therefor. From incorporation to August 31, 2011, the Company raised gross proceeds of \$562,500. Additionally, the Company has issued 2,015,700 common shares at a deemed price of \$0.01 per share to pay for the acquisition of the Rainbow Claim Group property. The Company currently has no producing mineral properties and anticipates that it will require further funding in the future primarily through equity financing.

As at August 31, 2011, as a result of its financing and operating activities, the Company had a positive working capital position of \$379,236. In particular, the Company had current assets of \$395,659 of which \$368,014 was in cash and term deposits. During the period, the Company spent \$111,037 on eligible expenditures. In addition, current liabilities totalling \$16,423 were comprised of unpaid legal fees at year end.

Management of the Company continually reviews its expenditures and exploration activities vis-à-vis its remaining cash resources and monitors sources of capital potentially available to it. As the Company's expenditures are expected to continue to increase as a

result of: (i) the ongoing exploration and development expenditures on its Rainbow Group Claim property and (ii) as new exploration activities or opportunities are identified the Company's working capital requirements will begin to increase. As the Company has not begun production on its property, the Company does not have any cash flow from operations. The Company's main source of cash is the money received from the issuance of securities (new issues, exercise of outstanding warrants and options) with some funds being received from interest on deposits.

The Company does not have any long term debt or capital lease obligations. As is customary for mineral exploration companies, the Company has future obligations arising from property option agreements to make cash payments to the vendors, issue shares to the vendors and complete exploration expenditures, should it choose to maintain those options in good standing.

Off-balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors, except for guarantees.

Transactions with Related Parties

On November 15, 2010, the Company signed a mineral property purchase agreement to acquire a 100% interest in the Rainbow Property consisting of 318 hectares located in the Greenwood Mining District, South Centre British Columbia. The Company issued 2,015,700 common shares in exchange for mineral property interests of \$20,157 to the Company's Chief Executive Officer, President and a Director, Ron Shenton. These shares are subject to an escrow agreement See "*Escrowed Securities*". As at August 31, 2011 the Company paid or accrued management fees of \$25,000 to directors and companies controlled by directors as follows:

Related Person/Entity	Relationship	Purpose of the Transaction	Amount
475175 BC Ltd.	Company owned by Ron Shenton, an officer and a Director	consulting fees	\$12,500
343984 B.C. Ltd.	Company owned by Brian Roberts, an officer and a Director	consulting fees	\$12,500

Proposed Transactions

None.

Changes in Accounting Policies including Initial Adoption

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of the standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material.

IFRS 9 Financial Instruments: Classification and measurement

IFRS 9, as issued, reflects the first phase of the International Accounting Standards Board's ("IASB's") work on the replacement of IAS 39 and applies to classification and measurement of financial assets as defined in IAS 39. The standard is effective for annual periods beginning on or after January 1, 2013. In subsequent phases, the IASB will address classification and measurement of financial liabilities, hedge accounting and de-recognition. The adoption of the first phase of IFRS 9 may have an effect on the classification and measurement of the Company's financial assets.

IFRS 10 Consolidated Financial Statements

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. IFRS 10 replaces SIC-12 Consolidation - Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements. The standard is effective for annual periods beginning on or after January 1, 2013.

IFRS 11 Joint Arrangements

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. IFRS 11 supersedes IAS 31 Interests in Joint Ventures and SIC-13 Jointly

Controlled Entities - Non-Monetary Contributions by Venturers. The standard is effective for annual periods beginning on or after January 1, 2013.

IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles, and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The standard is effective for annual periods beginning on or after January 1, 2013.

IFRS 13 Fair Value Measurement

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. The standard is effective for annual periods beginning on or after January 1, 2013

Disclosure of Controls & Procedures

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the unaudited interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated

or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited interim financial statements and that (ii) the unaudited interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited interim financial statements.

The Company utilizes the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Companies' Annual and Interim Filings ("MI 52-109"), which includes representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing the Certificate are making representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in these certificates. Investors should be aware that inherent limitations on the ability of certifying officers of a Venture Company to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Additional Disclosure for IPO Venture Companies without Significant Revenue

The financial statements of Infinity Minerals Corp. included herein provide a detailed breakdown of various expenses incurred by the Company. The Company's operating expenses are basic and include management fees, professional fees for accounting and legal services as well as travel and administrative expenses.

The following is a breakdown of the material components of the capitalized exploration and development costs to each property:

Financial Year from incorporation on November 12, 2010 to August 31, 2011

Capitalized Exploration and Development	Rainbow
Land acquisition payments	\$20,157
Total	\$20,157

Development Costs	Rainbow
Geological and Geophysics	\$25,806
Geological Field Work	\$41,235
Geochemical Analysis	\$19,512
Equipment Rental	\$23,225
Staking	\$1,259
Total	\$111,037

The Company will continue to capitalize expenditures to individual mineral properties until it has made a decision as to the commercial viability of extracting resources. If commercial viability is determined to be unfeasible, the property will be written off.

Additional Disclosure for Junior Companies

The Company expects that the proceeds raised pursuant to the Offering will fund operations for a minimum 12 of months after the completion of the Offering. The estimated total operating costs necessary for the Company to achieve its stated business objectives during the 12 months subsequent to the completion of the Offering is \$457,000, including all material capital expenditures during that period. For further information, including the estimated amount of other material capital expenditures, see the sections of this Prospectus entitled "*The Rainbow Property – Interpretation and Recommendations*" and "*Use of Proceeds*".

DESCRIPTION OF THE SECURITIES BEING DISTRIBUTED

The authorized capital of the Company consists of an unlimited number of common shares without par value. As at the date of this Prospectus, Infinity Minerals has an aggregate of 9,515,700 common shares issued and outstanding. No other shares of any other classes have been issued or are outstanding.

Since the Company's Articles do not provide for any rights or restrictions for the common shares, every common share must, pursuant to the BCBCA, be equal to every other share. This means, among other things, that the holders of the common shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each common share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the common shares are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the common shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

This Prospectus qualifies the distribution of the Shares and Warrants issued under the Offering.

Warrants

The following description of the Warrants is a brief summary of their material attributes and characteristics, which does not purport to be complete, and is qualified in its entirety by reference to the provisions of the certificates representing the Warrants and the Warrant Indenture.

The Warrant Indenture will contain, among other things, the following provisions:

- (a) each whole Warrant will entitle the holder to purchase one Warrant Share at an exercise price of \$0.20 per Warrant Share until the date which is 12 months after the Closing and at an exercise price of \$0.30 per Warrant Share for the subsequent 12 month period after the Closing;
- (b) the Warrants will be transferable, subject to compliance with applicable securities laws;
- (c) the Warrants, including the number of Warrant Shares issuable upon exercise or deemed exercise thereof, will be subject to adjustment upon the occurrence of certain stated events, including the subdivision or consolidation of common shares, certain distributions of common shares, or securities convertible into or exchangeable for common shares, or of other securities or assets of the Company, certain offerings or rights, warrants or options and certain capital reorganizations;
- (d) a holder of Warrants will not become a shareholder of the company by virtue of holding such Warrants;

- (e) no fractional Warrants will be issued, all fractions will be rounded down to the nearest whole number;
- (f) Warrants not exercised by the date which is 24 months after the Closing shall be void and have no effect; and
- (g) the Warrant Indenture and the Warrants will be governed by, and construed in accordance with, the laws of the Province of British Columbia.

The Warrants and Warrant Shares issuable upon exercise of the Warrants have not been and will not be registered under the 1933 Act or the securities laws of any state, and the Warrants may not be exercised in the United States or by or for the account or benefit of, a U.S. Person unless an exemption from such registration requirements is available. Certificates evidencing the Warrant and the Warrant Shares issuable upon exercise of the Warrants which are issued in the United States or to, or for the account or benefit of, a U.S. Person will bear a legend to this effect.

Agent's Options

On completion of the Offering pursuant to this Prospectus, the Agent will receive Agent's compensation options equal in number to 10% of the aggregate number of Units sold under this Offering. Each Agent's Option will entitle the Agent to purchase one common share at an exercise price equal to \$0.15 per common share at any time and from time to time for a period of 24 months following the Closing Date. See the section of this Prospectus entitled "*Plan of Distribution*".

CONSOLIDATED CAPITALIZATION

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

	Amount Authorized	Outstanding as at August 31, 2011	Outstanding as at ●, 2011 After Giving Effect to the Offering⁽¹⁾⁽²⁾
Common shares	Unlimited	9,515,700 Common shares	13,515,700 Common shares

(1) Does not include any common shares issued upon exercise of the Agent's Options, or options held by directors and officers of the Company.

(2) An aggregate of 2,485,700 common shares are expected to be subject to escrow requirements. See "Escrowed Securities".

The following table sets out the anticipated fully diluted share capital structure of the Company after giving effect to the Offering, including exercise of the Agent's Options:

	Number of Common shares Outstanding Upon Completion of the Offering	% of Fully Diluted Share Capital Upon Completion of the Offering
Issued by the Company as of the date of this Prospectus	9,515,700	62.2%
Common shares issued pursuant to the Offering	4,000,000	26.1%
Reserved for issuance upon the exercise of the Agent's Options ⁽¹⁾	400,000	2.6%
Reserved for issuance on the exercise of the Options under the Stock Option Plan	1,391,570	9.1%
Total	15,307,270	100%

(1) Assuming full exercise of the Agent's Options.

OPTIONS TO PURCHASE SECURITIES

The Company's Option Plan was approved by the Board on November 15, 2010. The purpose of the Option Plan is to attract, retain and motivate qualified directors, executives, employees and consultants and to reward them for their contributions toward the goals and success of the Company. Pursuant to the terms of the Option Plan, the Board may designate directors, senior officers, employees and consultants of the Company eligible to receive Options to acquire such numbers of common shares as the Board may determine, each Option so granted being for a term specified by the Board up to a maximum of ten years from the date of grant. The maximum number of common shares reserved for issuance for Options granted under the Option Plan at any time is 10% of the issued and outstanding common shares in the capital of the Company, which is currently 9,515,700 common shares.

In accordance with its terms, in no case may the grant of Options under the Option Plan result in (i) the grant to any one individual, within any 12-month period (unless the Company has obtained disinterested Shareholder approval) of Options reserving for issuance a number of common shares exceeding in the aggregate 5% of the issued and outstanding common shares, (ii) the grant to all persons engaged by the Company to provide Investor Relations Activities, within any twelve month period, of Options reserving for issuance a number of common shares exceeding in the aggregate 2% of the issued and outstanding common shares, or (iii) the grant to any one consultant, in any twelve month period, of Options reserving for issuance a number of common shares exceeding in the aggregate 2% of the issued and outstanding common shares.

The price at which an Option holder may purchase common shares upon the exercise of an Option is determined by the Board, provided that such exercise price cannot be less than the "market price" of the common shares subject to the maximum discount permitted by the Exchange on the last trading day prior to the date on which such options are granted. For purposes of the Option Plan, the "market price" is the last closing price of the Common shares before the issuance of any news release disclosing the grant of an option or the filing of a price reservation form, subject to the exceptions provided for by the applicable Exchange's policies or, if the Company does not issue a news release to fix the price, the market price is the last closing price of the common shares on the Exchange prior to the date of the grant of the option (less the maximum applicable discount permitted by the Exchange). In the event that the common shares did not trade on the last business day prior to the issuance of the news release or the date of the grant of the Option, as the case may be, the market price is the average of the bid and asked prices in respect of such shares at the close of trading on such date. In the event that the common shares are not listed and posted for trading on any stock exchange, the market price is the fair market value of such shares as determined by the Board in its sole discretion.

Subject to certain exceptions, an Option will not be exercisable unless the Option holder remains an eligible director, senior officer, employee or consultant continuously throughout the term of such Option. Should the Option holder cease to be an eligible director, senior officer, employee or consultant of the Company during the term of an Option for any reason other than death or cause, the Option will be exercisable for a maximum of ninety days thereafter. If an Option holder dies during the term of an Option, such option will be exercisable by the executor or administrator of the Option holder for a maximum of one year following such death. Should the Option holder cease to be an eligible director, senior officer, employee, consultant or Management Company Employee of the Company or any of its subsidiaries as a result of having been dismissed from any such position for cause, all unexercised Options of such Option holder under the Option Plan shall immediately become terminated and shall lapse, notwithstanding the original term of the option granted to such Option holder under the Option Plan.

The following table sets out, as at the date of this Prospectus, information regarding outstanding options granted under the Company's Option Plan. Except as noted below, each of the options noted below expires five years from the date of grant.

Category	Year of Grant	Outstanding under Options Granted	Exercise Price
Current directors who are not executive officers (2 individuals in total)	2011	470,000	\$0.15
Current executive officers (2 individuals in total)	2011	470,000	\$0.15
Total		940,000	

PRIOR SALES

The Company has made the following distributions of common shares during the twelve months preceding the date of this Prospectus:

Date of Issue	Number of Securities	Price per common share
November 12, 2010	1 ⁽¹⁾	\$0.05
November 15, 2010	2,015,700 ⁽²⁾	\$0.01
December 31, 2010	2,500,000	\$0.075
February 28, 2011	5,000,000	\$0.075

Note:

(1) Represents the Incorporators share which was surrendered to Treasury for cancellation.

(2) See the section of this Prospectus entitled "*Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer*".

ESCROWED SECURITIES AND SECURITIES SUBJECT TO RESTRICTION ON TRANSFER

IPO Escrow Agreement

In accordance with National Policy 46-201 - Escrow for Initial Public Offerings, all common shares of a Company owned or controlled by its Principals will be escrowed at the time of the Company's initial public offering ("IPO"), unless the shares held by the Principal or issuable to the Principal upon conversion of convertible securities held by the Principal collectively represent less than 1% of the total issued and outstanding shares of the Company after giving effect to the IPO.

At the time of its IPO, a Company will be classified for the purposes of escrow as either an "exempt Company", an "established Company" or an "emerging Company".

Uniform terms of automatic timed-release escrow would apply to Principals of exchange-listed Companies, differing only according to the classification of the Company. As the Company will be classified as an "emerging Company" by virtue of being listed on Tier 2 of the TSX Venture Exchange, the following automatic timed releases will apply to the securities held by its Principals:

- 10% of each Principal's holdings will be released on the date on which the Company's common shares are first listed for trading on the TSX Venture Exchange (the "Listing Date");
- 15% six months following the Listing Date;
- 15% twelve months following the Listing Date;
- 15% eighteen months following the Listing Date;
- 15% twenty-four months following the Listing Date;
- 15% thirty months following the Listing Date;
- 15% thirty-six months following the Listing Date;

provided that an emerging Company which achieves "established Company" status during the term of its escrow will "graduate", resulting in a catch-up release and accelerated release of any securities remaining in escrow under the faster schedule applicable to established Companies as if the Company had originally been classified as an established Company.

The automatic timed-release provisions pertaining to established Companies provide that 25% of each principal's holdings will be released on the Listing Date, with an additional 25% of each Principal's holdings released in equal tranches at six month intervals over eighteen months.

The following Common shares of the Company are held by, and are subject to the terms of an escrow agreement (the "Escrow Agreement") dated September 15, 2011 among these Principals, the Company and Computershare Trust Company of Canada, of 510 Burrard Street, Vancouver, British Columbia V6C 3B9:

Name of Principal	Number of Common shares held and price paid per share	Percentage of Issued Shares on Completion of the Offering
Ron Shenton	2,015,700 at \$.01	14.9%
Brian Roberts	170,000 at \$.075	1.25%
Luca Riccio	200,000 at \$.075	1.47%
William Tonelli	100,000 at \$.075	0.73%
Total:	2,485,700	

Pursuant to the terms of the Escrow Agreement, the securities of the Company held in escrow may be transferred within escrow to an individual who is a director or senior officer of the Company or of a material operating subsidiary of the Company, subject to the approval of the Company's Board of Directors, or to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities, or to a person or company that after the proposed transfer will hold more than 10% of the voting rights attached to the Company's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or of any of its material operating subsidiaries.

Pursuant to the terms of the Escrow Agreement, upon the bankruptcy of a holder of escrowed securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities.

Pursuant to the terms of the Escrow Agreement, upon the death of a holder of escrowed securities, all securities of the deceased holder will be released from escrow to the deceased holder's legal representative.

The complete text of the Escrow Agreement is available for inspection at the Company's registered office, Suite 1710-1177 West Hastings Street, Vancouver, British Columbia.

Resale Restrictions

Other than the foregoing escrow requirements, the remaining 7,030,000 shares of the Company purchased at the seed share level will not be subject to seed share resale restrictions.

PRINCIPAL SHAREHOLDERS

Except as disclosed in the table below, to the knowledge of the directors and officers of the Company, no person beneficially owns, directly or indirectly, or exercises control or direction over common shares carrying more than 10% of the votes attached to common shares, or will beneficially own, directly or indirectly, or exercise control or direction over common shares carrying more than 10% of the votes to be attached to common shares after giving effect to the offering.

<u>Name</u>	<u>Type of Ownership</u>	<u>Common Shares owned before completion of the Offering</u>	<u>Percentage of Class Prior to Giving Effect to the Offering⁽¹⁾</u>	<u>Common Shares owned After giving Effect to the Offering⁽²⁾</u>	<u>Percentage of Class After Giving Effect to the Offering⁽¹⁾⁽³⁾</u>
Ron Shenton	Direct	2,015,700	21.18%	2,015,700	14.9%

Notes:

- (1) On the basis of 9,515,700 Common shares outstanding as at the date of this Prospectus.
(2) Assuming the Principals do not purchase any Common shares pursuant to the Offering.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The following table sets forth the name and municipality of residence of each director and executive officer of the Company, as well as each individual's position with the Company, the period of service in such position, principal occupation within the five preceding years and the number and percentage of Common shares held.

<u>Name, Position with Company, Municipality and Country of Residence</u>	<u>Year Term as Director Began</u>	<u>Principal Occupation for the Five Preceding Years</u>	<u>Number of Common shares held</u>	<u>Percentage of Total Common shares Held⁽¹⁾</u>
Ron Shenton <i>Chief Executive Officer, President and Director Surrey, BC</i>	2010	Self-employed businessman, President, Tosca Mining Corp, an exploration company whose shares are listed on the TSX Venture Exchange, formerly an investment advisor for a local brokerage firm specializing in capital raising for venture companies	2,015,700	14.91%
Brian Roberts <i>Chief Financial Officer, Secretary and Director Delta, BC</i>	2010	Principal of B. Roberts and Associates, a private financial and business consulting firm involved in the evaluation, turnaround and management of both private and public companies since 1984	170,000	1.25%

Luca Riccio <i>Director</i> N. Vancouver, BC	2010	Professional Geologist, President, Riccio Geoconsulting Ltd., a private geological consulting firm	200,000	1.47%
William Tonelli <i>Director</i> Surrey, BC	2011	Chartered Accountant, Principal, Rocky Mountain Capital Inc.	100,000	0.73%

Notes:

- (1) On the basis of 9,515,700 common shares Outstanding as at the date of this Prospectus.
- (2) Member of the Audit Committee.

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the officers expires at the discretion of the Company's directors. The Company has not entered into any non-competition or non-disclosure agreements with its directors and officers.

As at the date of this Prospectus, the directors and officers of the Company as a group owned beneficially, directly or indirectly or exercised control or discretion over an aggregate of 2,485,700 common shares of the Company, which is equal to 26.1% of the common shares of the Company's currently issued and outstanding common shares. Such holdings will represent 18.4% of the common shares, upon closing of the Offering, without including any securities which may be purchased by directors and officers pursuant to the Offering.

The directors and officers of the Company anticipate that they will dedicate the following percentage of their time to the affairs of the Company: Ron Shenton, 30%; Brian Roberts, 30%; Luca Riccio, 20%; and William Tonelli 5%. Actual time spent by each individual may be more or less depending on the Company's requirements.

Ron Shenton, age 53, is Chief Executive Officer, President and a director of the Company. Mr. Shenton brings 25 years of experience in the investment community. He began in 1985 working as an investment advisor for a national brokerage firm, before moving to a local brokerage firm working to fund start-up companies. Since then Mr. Shenton has been involved in several companies, performing various tasks including fund raising, investor relations, consulting on acquisitions and restructuring.

Brian Roberts, age 66, is Chief Financial Officer, Secretary and a director of the Company. Mr. Roberts is the principal of B. Roberts & Associates of Delta, B.C., a private financial and business consulting firm. He was previously President and a co-founder of Gilmour McKay Roberts Consulting Ltd., established in 1984 in Edmonton, Alberta and Vancouver. GMR provided "work out" services for corporations in financial distress as well as diligence services on acquisition candidates. His focus in such assignments was financial management and strategies. During his 14-year career with GMR, he carried out a broad range of business consulting assignments involving acquisitions and corporate finance and was principal author or reviewer on over 600 separate assignments. Mr. Roberts is a 1978 B.Comm graduate of the University of Alberta having previously been a principal with a mechanical engineering firm from 1976 to 1981 and operations manager for an Alberta union plant maintenance group with a number of construction industry related divisions from 1981 to 1984.

Luca Riccio, age 66, is a director of the Company. Dr. Riccio is president of Riccio Geoconsulting Ltd. and former V.P. Exploration of Crystallex International. Dr. Riccio has been involved in the evaluation and/or supervision of gold, base metal, chromite, nickel-copper and PGMs projects in the Americas, Europe and Asia. He was responsible for the underground exploration and development at the New Britannia Mine in 1987-88 and the initial evaluation of the Andacollo gold project in Chile in 1989. In the early 1990's Dr. Riccio pioneered a regional exploration program in southeastern Venezuela, which led to the discovery of several gold deposits and one producing mine. Under his supervision, the reserves at Las Cristinas gold deposit in Venezuela increased from 10.0 to 12.6 million ounces. Dr. Riccio is a director of Tosca Mining Corp and is fluent in four languages.

William Tonelli, age 63, is a director of the Company. Mr. Tonelli has been a member of the Institute of Chartered Accountant of British Columbia and the Canadian Institute of Chartered Accountants since 1975. Mr. Tonelli holds a Master's Degree in Business Administration from the University of Western Ontario. Mr. Tonelli formerly practised as a Chartered Accountant with Deloitte and Touche and subsequently was a Principal and Managing Partner for Avisar Chartered Accountants where he served clients with business activities in Canada, the United States, Mexico, Peru, Argentina, Australia, the United Kingdom and the Czech Republic. Mr. Tonelli is also a Principal of Rocky Mountain Capital Inc., a private company providing investment venture capital services to emerging small capital and select start-up public companies.

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

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

Name	Name of Reporting Company	Exchange or Market	Position	From	To
Ron Shenton	Tosca Mining Corp.	TSX.V	President/Director	December, 2009	Present
	Yale Resources Ltd.	TSX.V	Director	January, 2004	February, 2008
Brian Roberts	Tosca Mining Corp.	TSX.V	CFO/Director	September, 2009	Present
	Ruby Creek Resources Ltd.	OTCBB	CEO/Director	May, 2006	November, 2009
	HTI Ventures Corp.	TSX.V	Director	June, 2003	September, 2005
Luca Riccio	Dynasty Gold Corp.	TSX.V	Director	December, 1987	August, 2005
	Vannessa Ventures	TSX.V	Director	May, 1994	July, 2001
	Spectrum Resources	TSX.V	Director	September, 1994	December, 1999
	Glen Hawk Minerals	TSX.V	Director	July, 1997	February, 2009
	Asian Mineral Resources	New Zealand	Director	January, 2000	July, 2004
	Crystallex International Corp.	TSE	VP Exploration	December, 1996	October, 2004
	Idaho Consolidated Metals	TSX.V	Director	January, 2001	2002
	Yale Resources Ltd.	TSX.V	Director	September, 2003	Present
	Tosca Mining Corp.	TSX.V	Director	December, 2009	Present
William Tonelli	Vantage Point Systems	TSX.V	Director	August 2001	January 2008

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed elsewhere herein, to the best of the Company's knowledge, no director or executive officer of the Company is at the date hereof, or has been within the ten years prior to the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that, while that person was acting in that capacity:

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

To the best of the Company's knowledge, no director or executive officer or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is at the date hereof, or has been within the ten years prior to the date hereof, a director or executive officer of any company (including the Company) 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.

Except as disclosed elsewhere herein, no director, executive officer, promoter or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is or has been, within ten years prior to the date hereof, bankrupt or 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 that individual.

Except as disclosed elsewhere herein, no director, executive officer, promoter or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or 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

Other than as set out herein, none of the members of the Board or its senior management has an existing or potential material conflict of interest with the Company or any of its subsidiaries. There are no family relationships between members of the Board.

EXECUTIVE COMPENSATION

The following information is presented in accordance with National Instrument Form 51-102F6 ("Form 51-102F6").

Named Executive Officers

For the purposes of this Executive Compensation Disclosure, a Named Executive Officer ("NEO") of the Company means each of the following individuals: (i) a chief executive officer ("CEO") of the Company; (ii) a chief financial officer ("CFO") of the Company, (iii) each of the Company'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, for the August 31, 2011 financial period; and (iv) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity at August 31, 2011.

During the Company's most recently completed financial year ended August 31, 2011, the Company had two NEOs, Ron Shenton, the CEO, President and a director of the Company and Brian Roberts, the CFO, Secretary and a director of the Company.

Compensation

Discussion and Analysis

The Company has a compensation committee ("**Compensation Committee**") comprised of Luca Riccio and William Tonelli, each of whom are independent directors. The Compensation Committee is responsible for determining all forms of compensation, including incentive stock options, granted to the officers and directors of the Company, and for reviewing recommendations respecting compensation, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Compensation Committee considers: i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Company's shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general.

With respect to forms of compensation, the Company has paid only nominal amounts by way of compensation to its executive officers. The Company has not granted share-based awards, does not have any form of non-equity incentive plan, and does not have any form of pension plan. Subsequent to the completion of the Offering, it is expected that the forms of compensation will be comprised of incentive stock options and cash consulting fees. The Compensation Committee has the discretion to pay cash bonuses to the executive officers, however, there is no formal bonus plan or other formal arrangements pursuant to which bonuses may be earned and the Company did not pay any bonuses to its executive officers in the financial period ended August 31, 2011.

The Company's process for determining executive compensation is done on a case by case basis and involves discussion by the Compensation Committee of the factors the Compensation Committee deems relevant to each case. There are no formally defined objectives, benchmarks criteria and analysis that are used in all cases.

Base Salary

It is expected that once the Company becomes a reporting Company, base salary will be the principal component of the 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

In connection with the Offering and the proposed listing of the Shares on the Exchange, the Company has adopted a Stock Option Plan. The Plan will be used to provide share purchase options which will be granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Compensation Committee will take into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Exchange, and closely align the interests of the executive officers with the interests of shareholders.

The Compensation Committee has the responsibility to administer the compensation policies related to the executive management of the Company, including option based awards.

Summary

The following table sets forth all direct and indirect compensation for, or in connection with, services provided to the Company for the financial year ended August 31, 2011 in respect of each NEO.

NEO Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Ron Shenton	2010 ⁽¹⁾	Nil	Nil	235,000 incentive stock options exercisable at \$0.15	Nil	Nil	Nil	12,500 ⁽³⁾	12,500
Brian Roberts	2010 ⁽¹⁾	Nil	Nil	235,000 incentive stock options exercisable at \$0.15	Nil	Nil	Nil	12,500 ⁽³⁾	12,500

Notes:

- (1) Period from November 12, 2010 (date of incorporation) to August 31, 2011.
- (2) The options are effective as of the Listing Date and have a term of 5 years.
- (3) Amounts paid as consulting fees to companies controlled by each NEO.

Narrative Discussion

For the financial period ended August 31, 2011, the Company paid consulting fees in the amount of \$12,500 to each of the named NEOs. There are no employment agreements or arrangements in place between the Company and the NEOs. For the period subsequent to August 31, 2010, the Company will pay consulting fees in the amount of \$2,500 per month to each of its named NEOs.

Aside from the issuance of Stock Options, the Company does not have any current intention to make any material changes to the compensation of its NEOs. As discussed above, the Company has the discretion to provide additional compensation to the NEOs if warranted, as determined on a case by case basis from time to time. Subsequent to the year ended August 31, 2011, the Company granted 235,000 Incentive Stock Options to each of its NEOs, having an exercise price of \$0.15 per share and expiring 5 years from the listing date.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Company at the end of the most recently completed financial year to each of the NEOs. Incentive stock options were fully vested at the time of grant.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (\$)	Number of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested (\$)
Ron Shenton	235,000	\$0.15	5 years from listing date	N/A	N/A	N/A
Brian Roberts	235,000	\$0.15	5 years from listing date	N/A	N/A	N/A

Note:

(1) Five years from the Listing Date.

Incentive Plan Awards- Value Vested Or Earned During The Year

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the NEOs.

Narrative Discussion

As discussed above, in connection with the Offering and the proposed listing of the Shares and Warrants on the Exchange, on November 15, 2010, the Company adopted the Stock Option Plan. The maximum aggregate number of Shares that may be reserved for issuance under the Stock Option Plan is 10% of the issued shares of the Company at the time that an option is granted. As discussed above, since the adoption of the Stock Option Plan, the Company has granted an aggregate of 470,000 Incentive Stock Options to the current NEOs. Please also see "*Options to Purchase Securities-Stock Option Plan*" above. Prior to the adoption of the Stock Option Plan, the Company did not have any form of incentive plan.

Pension Plan Benefits

The Company does not have any form of pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.

Termination and Change of Control Benefits

The Company has no contracts, agreements, plans or arrangements that provide for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the company or change in a NEO's responsibilities.

Director Compensation

During the fiscal year ended August 31, 2011, no compensation was provided by the Company to the directors of the Company.

Narrative Discussion

The Company has no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services as directors, for committee participation, for involvement in special assignments or for services as a consultant or expert during the most recently completed financial year.

As discussed above, the Company has adopted the Stock Option Plan for the purpose of granting incentive stock options to the directors, officers, employees and other eligible persons. The purpose of granting such options will be to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders. The maximum aggregate number of Shares that may be reserved for issuance under the Stock Option Plan is 10% of the issued shares of the Company at the time that an option is granted.

The following table describes all amounts of compensation provided to the directors of the Company, who are each not also NEOs, for the year ended August 31, 2011.

Director Name (1)	Fees Earned (\$)	Share-Based Awards (\$)	Option- Based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Luca Riccio	Nil	Nil	235,000 incentive stock options exercisable at \$0.15	Nil	Nil	Nil	Nil
William Tonelli	Nil	Nil	235,000 incentive stock options exercisable at \$0.15	Nil	Nil	Nil	Nil

Note:

- (1) Relevant disclosure has been provided in the *Summary Compensation Table* above, for directors who receive compensation for their services as a director who are also NEOs
- (2) Options granted subsequent to year end August 31, 2011 and expiring 5 years from Listing Date.

Outstanding Share-Based Awards and Option-Based Awards to Directors

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the Directors.

Incentive Plan Awards- Value Vested or Earned During the Year

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the Directors.

Narrative Discussion

As discussed above, on November 15, 2010 and in connection with the Offering and the proposed listing of the Shares and Warrants on the Exchange, the Company has adopted the Stock Option Plan. The maximum aggregate number of Shares that may be reserved for issuance under the Stock Option Plan is 10% of the issued shares of the Company at the time that an option is granted.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Except as otherwise disclosed herein, no director or officer of the Company, or any associate of any such director or officer is or, has been indebted, other than routine indebtedness, to the Company or to any other entity that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company since the beginning of the most recently completed financial year.

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

Currently, the Board is comprised of four (4) members, two (2) of whom are independent and two (2) of whom are not independent. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing the operations of the Company and have full access to management. The independent directors are also able to meet at any time without members of management and non-independent directors being present. The independent directors discharge their responsibilities for independent oversight of management through their representation on the Board.

The following directors are independent in that they do not have a direct or indirect material relationship with the Company or one which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment:

- Luca Riccio
- William Tonelli

The following directors are not independent:

- Ron Shenton
- Brian Roberts

Mr. Shenton is not independent by virtue of being the President and Chief Executive Officer of the Company. Mr. Roberts is not independent by virtue of being the Chief Financial Officer and Secretary of the Company.

Directorships

The following directors of the Company are also directors of other reporting Companies:

<u>Name of Director</u>	<u>Name of Other Reporting Company(s)</u>
Ron Shenton	Tosca Mining Corp.
Brian Roberts	Tosca Mining Corp.
Luca Riccio	Tosca Mining Corp., Yale Resources Ltd.
William Tonelli	none

Orientation and Continuing Education

The Board does not have any formal procedures to orient new Board members nor does it have a formal policy of providing continuing education for directors. When a new director is appointed, he or she has the opportunity to meet other directors, executives, management and employees of the Company with orientation tailored to the needs and experience of the new director, as well as overall needs of the Board. New Board members are provided with information respecting the Company and its business and operations.

The Company relies upon the advice of its professional advisors to update the knowledge of its Board members in respect of changes in relevant policies and regulations. A number of directors are also directors of other publicly traded companies and are benefiting from exposure to boards of such companies. New Board members are generally selected on the basis of their breadth of experience with respect to the mining business, having regard to the requirements for appropriate skill sets required by the Company.

As an ongoing process, the Board is to consider executive and management development (including training and monitoring of senior executives and management) to be based mainly on periodic reports from the Compensation Committee and the President and Chief Executive Officer. Board members are encouraged to communicate with executives, management, auditors, and technical consultants to keep themselves current with business and affairs of the Company and with respect to developments within the mining industry. Board members have free and full access to the Company's records at all times.

Ethical Business Conduct

The Board relies upon the selection of directors, officers, employees and consultants whom it considers as meeting the highest ethical standards to promote a culture of ethical business conduct.

The Board itself must comply with the conflict of interest provisions of applicable Canadian corporate law, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director and executive officer has a material interest.

Nomination of Directors

The directors, as a group, are responsible for making recommendations in respect of filling of vacancies on the Board and as to nominees for the Board. On an annual basis, the Board reviews its strategies to determine the composition of the Board and the appropriate candidates to be put forth for election as directors at annual general meetings. The review takes into account the desirability of maintaining a balance of skills, experience and background, required for the discharge of its fiduciary duty to the Company.

Compensation

The Compensation Committee is appointed by the Board to, among other things, discharge the Board's responsibilities relating to compensation of the Company's directors and officers. The Compensation Committee periodically reviews the adequacy and form of compensation to ensure it realistically reflects the responsibilities and risks involved in being an effective director or officer and that compensation allows the Company to attract qualified candidates. Such review includes an examination of publicly available data as well as independent compensation surveys.

The Compensation Committee annually reviews and approves corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluates the Chief Executive Officer's performance in light of those goals and objectives and sets the Chief Executive Officer's compensation level based on this evaluation. The Compensation Committee meets without the presence of other executive officers when approving the Chief Executive Officer's compensation.

Other Board Committees

Apart from the Audit Committee and Compensation Committee, there are no other Board committees.

The Board, as a group, is responsible for developing and establishing corporate governance guidelines and practices for the Board and the Company is responsible for assessing the overall effectiveness and composition of the Board and providing recommendations to the Board for suitable nominations of directors at annual general meetings of Shareholders and the filling of vacancies on the Board.

Assessments

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and each of its committees.

AUDIT COMMITTEE DISCLOSURE

Audit Committee Charter

The Audit Committee operates under a written charter that sets out its responsibilities and composition requirements. A copy of the charter is attached to this Prospectus as Schedule "A".

Composition of the Audit Committee

The members of the Audit Committee are Brian Roberts, Luca Riccio and William Tonelli. Each member of the Audit Committee is financially literate and Luca Riccio and William Tonelli are independent directors.

Relevant Education and Experience

The following relevant education and experience of the members of the Audit Committee have been used in assessing their financial literacy:

Mr. Brian Roberts is the principal of B. Roberts & Associates of Delta, B.C., a private financial and business consulting firm involved in the evaluation, turnaround and management of both private and public companies since 1984. Mr. Roberts is a 1978 Bachelor of Commerce graduate from the University of Alberta.

Dr. Luca Riccio, Ph.D. (University of Western Ontario), P.Geo. Dr. Riccio is the President of Riccio Geoconsulting Ltd. and former Vice President, Exploration of Crystallex International. Dr. Riccio has been involved in the evaluation and/or supervision of gold, base metal, chromite, nickel-copper and other projects in the Americas, Europe and Asia.

William Tonelli, MBA(University of Western Ontario), Chartered Accountant since 1975. Mr. Tonelli has been a member of the Institute of Chartered Accountants of British Columbia and the Canadian Institute of Chartered Accountants since 1975 and also holds a Master's Degree in Business Administration from the University of Western Ontario.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Exemption

The Company is relying upon the exemption provided by section 6.1 on NI 52-110 pursuant to which the Company is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year ended August 31, 2011 has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. It is noted that the Company was not a reporting Company in any jurisdiction during the applicable time period.

Pre-Approval Policies and Procedures

The Audit Committee Charter provides that the Audit Committee shall pre-approve all non-audit services to be provided by the external auditors of the Company.

External Auditor Service Fees

Morgan and Company have served as the Company's auditors since December 2010. Fees payable to Morgan and Company for services rendered for the period ended August 31, 2011 is detailed below:

	Year ended August 31, 2011
Audit Fees ⁽¹⁾	\$12,000
Audit-Related Fees ⁽²⁾	Nil
Tax Fees ⁽³⁾	Nil
All Other Fees	Nil
Total ⁽⁴⁾	Nil

Notes:

- (1) Audit fees were for professional services rendered by the auditors for the audit of the Company's financial statements in connection with statutory and regulatory filings.
- (2) Audit-related fees are for services rendered by the Company's auditors related to the performance of the audit of the Company's financial statements and are not reported under the category "Audit Fees" above.
- (3) Tax fees were for tax compliance.
- (4) These fees only represent professional services rendered and do not include any out-of-pocket disbursements or fees associated with filings made on the Company's behalf. These additional costs are not material as compared to the total professional services fees for each year.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement dated ●, 2011, between the Company and the Agent, the Company has retained the Agent to act as its agent to offer for sale to the public in the provinces of British Columbia, Alberta and Ontario, on a commercially reasonable efforts basis, 4,000,000 Units at a price of \$0.15 per Unit for aggregate gross proceeds to the Company of \$600,000 in accordance with the terms and subject to the conditions of the Agency Agreement. The price of the Units was established by negotiation between the Company and the Agent based on several factors and may bear no relationship to the price that will prevail in the market. Each unit consists of one (1) Share and one-half of one transferable common share purchase warrant (each whole warrant a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional common share of the Company (a "Warrant Share") at any time on or before 24 months following the Closing of the Offering at an exercise price of \$0.20 per Warrant Share for a period of 12 months following the Closing and at an exercise price of \$0.30 per Warrant Share for the subsequent 12 month period following the Closing.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Units offered hereunder on behalf of the Company, but is not obligated to buy any Units that are not sold. The obligations of the Agent under the Agency Agreement may be terminated at the discretion of the Agent and the Agent may withdraw subscriptions for Units on behalf of subscribers on the basis of its assessment of the state of the financial markets or upon the occurrence of certain stated events, including any material adverse change in the business or financial condition of the Company. At the direction and/or approval of the Company, the Agent may offer selling group participation to other registered dealers.

Pursuant to the Agency Agreement, the Company has agreed to pay the Agent a cash commission (the "Agent's Commission") equal to 10% of the gross proceeds of the Offering (\$60,000), and the Agent will also be granted Agent's

Options. Each Agent's Option entitles the Agent to purchase common shares equal in number to 10% of the aggregate number of Units sold under the Offering. The Agent's Options may be exercised at a price of \$0.15 per common share for a period of two years following the Closing.

The Agent hereby conditionally offers, as Agent on behalf of the Company, 4,000,000 Units on a commercially reasonable efforts basis, subject to prior sale if, as, and when issued by the Company and accepted by the Agent in accordance with the Agency Agreement. All funds received from subscribers for Units will be held by the Agent until closing pursuant to the terms of the Agency Agreement. In the event that closing has not occurred 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 Units subscribed for will be issued in registered form to the CDS, unless the Agent elects for electronic book entry delivery, and will be deposited with CDS of the date of closing. All of the purchasers of Units will receive only a client confirmation from the Agent as to the Units purchased except that certificates representing the Units in registered and definitive form may be issued in certain other limited circumstances.

This prospectus qualifies the distribution of the Shares, Warrants and Warrant Shares issuable in respect of the Offering and the Agent's Options and the Agent's Option Shares.

As at the date of the Prospectus, Infinity Minerals 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 other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

There is currently no public market for the Shares. The Company has applied to list the Shares and Warrants on the TSXV. Listing on the TSXV is subject to the Company fulfilling all of the listing requirements of the TSXV, including minimum distribution and financial requirements.

Except as disclosed in this Prospectus, the Company has not made nor will it make any payments in cash, securities, or other consideration to a promoter, finder or any other person or company in connection with this Offering. The directors, officers and other insiders of the Company may participate in this Offering.

RISK FACTORS

An investment in the Units is considered to be speculative due to the nature of the Company's business and the present stage of its development. The following risk factors, as well as risks not currently known to the Company could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from estimates described in forward-looking statements relating to the Company. A prospective investor should carefully consider the risk factors set out below.

Risks Relating to the Company and the Industry

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on the Rainbow Property, currently the Company's only interest in a mineral resource property. Development of the Rainbow Property will only follow upon obtaining satisfactory results. Exploration for and the development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Further, the Company is subject to many risks common to start-up enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance the

Company will be successful in achieving a return on a shareholder's investment and the likelihood of success must be considered in light of its early stage operations.

Exploration, Development and Operating 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 Company may be affected by numerous factors which are beyond the control of the Company and which 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 of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company'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.

There is no certainty that the expenditures made by the Company towards the search for and evaluation of mineral deposits will result in discoveries of commercial quantities of ore.

Acquisition of Additional Mineral Properties

If the Company loses or abandons its interest in the Rainbow 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 Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Commercial Ore Deposits

The Rainbow Property is in the exploration stage and is without known bodies of commercial ore. Development of the Rainbow Property 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.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Such occurrences could result in damage to mineral properties or facilities thereon, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers being reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover certain risks at economically feasible premiums. In addition, insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. As a result, the Company may become subject to liability for pollution or other hazards that may not be insured against. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Permits and Government Regulations

The future operations of the Company may require permits from various governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational

health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on any of its properties.

Mining and exploration activities are also subject to various laws and regulations relating to the protection of the environment. Although the Company believes that its exploration activities are currently carried out in accordance with all of the applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail the production or development of the Company's properties. Amendments to current laws and regulations governing the operations and activities of the Company or a more stringent implementation thereof could have a material adverse effect on the Company's business, financial condition and results of operations.

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, the 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 be subject to civil or criminal fines or penalties for violations of applicable laws or regulations.

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

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Mineral Titles

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral concessions may be disputed. Although the Company believes it has taken reasonable measures to ensure proper title to its interests in any properties, there is no guarantee that title to any such properties will not be challenged or impaired. Third parties may have valid claims underlying portions of the Company's interests, including prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate on such properties as permitted or to enforce its rights with respect to such properties.

Loss of Interest in Properties

The Company's ability to develop the Rainbow Property may be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make periodic payments required for the maintenance of the property and could result in a delay or postponement of further exploration and the partial or total loss of the Company's interest in the property.

Fluctuating Price of Gold

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of base and precious metals such as gold. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and

increased production due to new extraction developments and improved extraction and production methods. These factors may affect the price of base and precious metals, and, therefore, the economic viability of any of the Company's future exploration projects cannot accurately be predicted.

Competition

The mining industry is intensely competitive in all of its phases and the Company competes with many companies possessing greater financial and technical resources than itself. Competition in the precious metals mining industry is primarily for: mineral rich properties that can be developed and produced economically; technical expertise to find, develop, and operate such properties; labour to operate the properties; and capital for the purpose of funding such properties. Many competitors not only explore for and mine precious metals, but conduct refining and marketing operations on a global basis. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop mining properties. Existing or future competition in the mining industry could materially adversely affect the Company's prospects for mineral exploration and success in the future.

Dependence on Key Management Personnel, Employees and Consultants

The success of the Company is and/or will be dependent on a relatively small number of key management personnel, employees and consultants. The loss of the services of one or more of such key management personnel could have a material adverse effect on the Company. The Company's ability to manage its exploration and future development activities, and hence its success, will depend in large part on the efforts of these individuals. The Company faces intense competition for qualified personnel, and there can be no assurance that the Company will be able to attract and retain such personnel.

Financing Risks

The Company has no history of earnings, and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on the Common shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its equity shares. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially minable deposit exists on any of its properties. While the Company may generate additional working capital through further equity offerings, there is no assurance that any such funds will be available on terms acceptable to the Company, or at all. If available, future equity financing may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

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 that affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Capital Cost Estimates

Capital and operating cost estimates made in respect of the Company's current and future development projects and mines may not prove to be accurate. Capital and operating costs are estimated based on the interpretation of geological data, feasibility studies, anticipated climatic conditions and other factors. Any of the following events, among the other events and uncertainties described in this Prospectus, could affect the ultimate accuracy of such estimates: unanticipated changes in grade and tonnage of ore to be mined and processed; incorrect data on which engineering assumptions are made; delay in construction schedules, unanticipated transportation costs; the accuracy of major equipment and construction cost estimates; labour negotiations; changes in government regulation (including regulations regarding prices, cost of consumables, royalties, duties, taxes, permitting and restrictions on production quotas on exportation of minerals); and title claims.

Increased Demand for Services and Equipment

Increased demand for services and equipment could cause project costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and could increase potential scheduling difficulties and costs due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development or construction costs or result in project delays or both. Any such material increase in costs would adversely affect the Company's results of operations and financial conditions.

Litigation

The Company is subject to litigation risks. All industries, including the mining industry, are subject to legal claims, with and without merit. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's mining and project development operations.

Conflicts of Interest

The Company is dependent on certain directors of the Company who are, and may in the future be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnership or joint ventures which are or may be potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company.

In accordance with the applicable laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interest of the Company. Any decision made by any of such directors and officers involving the Company is made in accordance with their fiduciary duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each director is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set out in the BCBCA and other applicable laws. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Risks Relating to the Offering

Offering Price

The Offering Price of the Units has been determined by the Board through negotiation with the Agent, yet may not be indicative of the value of the Units after the Offering. The value of the Shares forming part of the Units and any shares acquired on exercise of the Warrants could be subject to significant fluctuations in response to variations in quarterly and yearly operating results, the success of the Company's business strategy, competition or other applicable regulations which may affect the business of the Company and other factors. These fluctuations may affect the value of the Common shares.

Volatility of Stock Exchange Prices and Volume

The market price of a publicly traded stock is affected by many variables not all of which are directly related to the success of the Company. In recent years, the securities markets have experienced a high level of price and volume volatility and the market price of securities of many companies has experienced wide fluctuations, which have not necessarily been related to the operating performance underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of the Company's securities. In addition, sales or issuances of substantial amounts of Common shares, or rights to acquire such shares or the availability of Common shares for sale, could adversely affect the market prices for the Company's securities. A decline in the market prices of securities of the Company could impair the Company's ability to raise additional capital through the sale of Common shares.

Discretion in the Use of the Funds Available

The Company intends to use the Funds Available as set forth in the section of this Prospectus entitled "*Use of Proceeds*". The Company maintains broad discretion to spend the proceeds in ways that it deems most efficient. The application of the proceeds to various items may not necessarily enhance the value of the Common shares. The failure to apply the Funds Available in accordance with the intended use as described in the section of this Prospectus entitled "*Use of Proceeds*" could adversely affect the Company's business and consequently, could adversely affect the price of the Common shares on the open market.

Unallocated Funds Available

As of the date of this Prospectus, the Company has no definitive plans for the expenditure of the unallocated portion of the Funds Available. Currently, none of such Funds Available have been allocated for future acquisitions of mining claims/concessions while approximately \$327,000 has been allocated for general working capital purposes. All such potential acquisitions and expenditures of the Funds Available in connection with the general working capital purposes shall be at the sole discretion of the management of the Company, and as of the date of this Prospectus, there can be no assurances as to how such funds will be expended. The Company is not a party to any definitive agreement in respect of strategic investments or

acquisitions and no assurance can be given that such agreement will ever be entered into and in such events the use of proceeds allocated to potential acquisitions will be at the sole discretion of the management of the Company.

Market for Securities

There is presently no known market for the Common shares. An active public market for the Common shares might not develop or be sustained after the Offering.

Dilution

Issuances of additional securities will result in a dilution of the equity interests of any person who may become a shareholder as a result of or subsequent to the Offering. The Company may issue additional shares in the future if further capital is required and on the exercise of options or other rights to acquire Common shares that the Company may in the future issue. If additional Common shares or securities exercisable or convertible into Common shares are sold or issued, such sales or issuances may substantially dilute the interests of the Company's Shareholders.

Dividends

The Company has not yet earned a profit and intends to retain any future earnings to finance growth and expand operations and does not anticipate paying any dividends in the foreseeable future. See the section of this Prospectus entitled "*Dividend and Distributions*".

Effecting Service of Process

Some or all of the Company's directors may reside outside of Canada. Substantially all of the assets of these persons may be located outside of Canada. It may not be possible for investors to effect service of process within Canada upon the directors, officers and experts named herein. It may also not be possible to enforce against the Company, certain of its directors and officers, and certain experts named herein, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

PROMOTERS

Ron Shenton and Brian Roberts may be considered to be Promoters of the Company in that they took the initiative in founding and organizing the Company. Mr. Shenton and Mr. Roberts own, directly or indirectly, 2,015,700 and 170,000 common shares, respectively, and neither has received any compensation in his capacity as Promoter of the Company. See the section of this Prospectus entitled "*Principal Shareholders*".

Other than as disclosed elsewhere herein, no person who is or was a Promoter of the Company within the last two years:

- (a) received anything of value directly or indirectly from the Company or a subsidiary of the Company;
- (b) sold or otherwise transferred any asset to the Company or a subsidiary of the Company within the last 2 years;
- (c) except as otherwise disclosed herein, has been a director, officer or promoter of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied such company access to any statutory exemptions for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;
- (d) has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or
- (f) has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not involved in any material legal proceedings, nor is it aware of any proceedings that are contemplated that it believes would have a material adverse effect upon its financial condition or results of operations. In the ordinary course of the Company's business, claims are asserted or made against the Company. To date, no reservation or provision has been made in the financial statements in connection with such claims.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein: (a) no director or executive officer of the Company; (b) no person or company that beneficially owns, controls or directs, directly or indirectly, more than ten percent of any class or series of the issued and outstanding voting securities of the Company; and (c) no associate or affiliate of any of the persons described in (a) or (b) directly above, has had any material interest, direct or indirect, in any transaction since the Company's incorporation which has materially affected or would materially affect the Company or any of its subsidiaries, except with an interest arising from the ownership of Common shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of shares who are resident in Canada.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Company is not a "related party" or "connected party" to the Agent as such terms are utilized under National Instrument 33-105 – Underwriting Conflicts.

AUDITORS, REGISTRAR AND TRANSFER AGENT

The Company's auditors are Morgan and Company with an office at Suite 1408, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1C7. The registrar and transfer agent for the Company is Computershare Investor Services Inc. with an office at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V5C 3B9

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the following are the only material contracts entered into by the Company since incorporation on November 12, 2010 which are currently in effect and considered to be material:

1. Mineral Property Purchase Agreement respecting the Rainbow Property dated November 15, 2010 between the Company and Ron Shenton. For information respecting the Mineral Property Purchase Agreement, please see the section of this Prospectus entitled "*Description of the Business*";
2. IPO Escrow Agreement dated September 15, 2011 between the Company, Computershare and certain of the Company's Principals as more properly described in the section of this Prospectus entitled "*Escrowed Securities and Securities Subject to Restriction on Transfer*";
3. Agency Agreement between the Company and the Agent dated ●, 2011. For information respecting the Agency Agreement, please see the section of this Prospectus entitled "*Plan of Distribution*";
4. Stock Option Plan of the Company dated November 15, 2010. See "*Options and Other Rights to Purchase Securities – Stock Option Plan*";
5. Transfer Agent Agreement between the Company and Computershare dated September 20, 2011; and.
6. Warrant Indenture to be dated the day of Closing an entered into between the Company and Computershare. See "*Plan of Distribution*".

A copy of any material contract and the Technical Report may be inspected during distribution of the Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Company's offices at Suite 400 – 409 Granville Street, Vancouver, British Columbia.

EXPERTS

Certain legal matters relating to the Offering will be passed upon by Tupper Jonsson & Yeadon, counsel to the Company, Thorsteinssons LLP, special tax counsel to the Company and by McCullough O'Connor Irwin LLP, counsel for the Agent. As at the date hereof, the Company is advised that the designated professionals (as such term is defined in Form 51-102F1 – *Annual*

Information Form), as a group, will own, directly or indirectly, less than one percent of the outstanding Shares on completion of the Offering.

Morgan and Company, Chartered Accountants, auditors of the Company, prepared the audit reports on the Company's audited financial statements included in and forming part of this Prospectus. Morgan and Company reports that they are independent of the Company in accordance with the rules of professional conduct of the Institute of Chartered Accountants of British Columbia.

The Technical Report along with the accompanying certificates of qualified persons and consent of qualified persons have been prepared by Carl Von Einsiedel who is an independent Qualified Person. Based on information provided by the relevant person, Carl Von Einsiedel does not have any registered or beneficial interest in any securities or other property of the Company or of an associated party or an affiliate of the Company.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia, Alberta and Ontario 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. Securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contain a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Audited financial statements of the Company for the financial year ended August 31, 2011 are included at Schedule "B" hereto.

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

INFINITY MINERALS CORP. (THE "CORPORATION")

1. PURPOSE

- 1.1. The audit committee of the Company (the "Committee") is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Committee's role is to:
- (a) support the board of directors of the Company (the "Board") in meeting its responsibilities to shareholders;
 - (b) enhance the independence of the external auditor;
 - (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board;
 - (d) increase the credibility and objectivity of the Company's financial reports and public disclosure.
- 1.2. The Committee will make recommendations to the Board regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee's responsibilities as described herein.
- 1.3. The Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board from time to time prescribe.

2. MEMBERSHIP

- 2.1. The Committee will consist of at least three members, the majority of whom are neither officers nor employees or control persons of the Company nor any of its associates or affiliates in accordance with Policy 3.1 of the TSX Venture Exchange Corporate Finance Manual and who meet the independence requirements of National Instrument 52-110 – Audit Committees, as same may be amended from time to time..
- 2.2. The members of the Committee shall be appointed by the Board. The Committee members may be replaced by the Board, as the Board shall determine from time to time. There shall be a chair of the Committee, who shall be appointed by the Board.

3. AUTHORITY

- 3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Committee has specific authority to:
- (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities;
 - (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and
 - (c) approve interim financial statements and interim management's discussion and analyses on behalf of the Board.
- 3.2. 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 being necessary or advisable in order to perform its duties and responsibilities.

4. DUTIES AND RESPONSIBILITIES

4.1. 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 quarterly 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 fulfillment of its duties and responsibilities.

4.2. 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 pre-approve the retention of the independent auditor for all audit and any non-audit services, including tax services, and the fees for such non-audit services which are provided to the Corporation or its subsidiary entities.
- (c) to 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.

4.3. 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

4.4. 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.

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

- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
- (b) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) the annual information form;
 - (i) annual and interim management's discussion and analysis;
 - (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;
- (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
- (d) 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;
- (e) review and report on the integrity of the Company's consolidated financial statements
- (f) review the minutes of any Committee meeting of subsidiary companies;
- (g) 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;
- (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information;
- (i) 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; and

- (j) evaluate, annually, the adequacy of this Charter and recommend any proposed changes to the Board.

5. MEETINGS

- 5.1. The quorum for a meeting of the Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and hear each other.
- 5.2. The members of the Committee may determine their own procedures.
- 5.3. The Committee may establish its own schedule that it will provide to the Board in advance.
- 5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Committee and to attend and be heard thereat.
- 5.5. A member of the Committee or the external auditor may call a meeting of the Committee.
- 5.6. The Committee will meet separately with the president of the Company and separately with the chief financial officer of the Company at least annually to review the financial affairs of the Company.
- 5.7. The Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.
- 5.8. The chair of the Committee must convene a meeting of the Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board or the shareholders.

6. REPORTS

- 6.1. The Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board's meeting at which those recommendations are presented.

6. MINUTES

- 7.1. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

SCHEDULE "B"

2011 ANNUAL AUDITED FINANCIAL STATEMENTS OF INFINITY MINERALS CORP.

AUDITORS' CONSENT

We have read the prospectus of Infinity Minerals Corp. (the "Company") dated November 21, 2011 relating to the issue and sale of 4,000,000 units of the Company at a price of \$0.15 per unit. We have complied with Canadian generally accepted standards for an auditors' involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Company on the statement of financial position of the Company as at August 31, 2011, and the statements of comprehensive loss, shareholders' equity, and cash flows for the period from November 12, 2010 (inception) to August 31, 2011. Our report is dated November 21, 2011, (except as to Note 9(ii) which is as of December __, 2011).

Vancouver, Canada

November 21, 2011

Chartered Accountants

Infinity Minerals Corp.

Financial Report

For the period from November 12, 2010 (inception) to August 31, 2011

Expressed in Canadian Dollars

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Infinity Minerals Corp.

Report on the financial statements

We have audited the accompanying financial statements of Infinity Minerals Corp., which comprise the statement of financial position as at August 31, 2011 and the statements of comprehensive loss, shareholders' equity, and cash flows for the period from November 12, 2010 (inception) to August 31, 2011, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of the 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.

Auditor's responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Infinity Minerals Corp. as at August 31, 2011, and its financial performance and its cash flows for the period from November 12, 2010 (inception) to August 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 describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Vancouver, Canada

November 21, 2011,
Except as to Note 9(ii),
which is as of December __, 2011

Chartered Accountants

Infinity Minerals Corp.
Statement of financial position
(Expressed in Canadian dollars)

	August 31, 2011
ASSETS	
Current assets	
Cash	\$ 66,674
Term deposit	301,340
BC mining tax credit receivable	20,479
HST recoverable	7,166
	395,659
Non-current assets	
Deferred finance fee (Note 4)	27,500
Exploration and evaluation assets (Note 3)	110,715
	138,215
TOTAL ASSETS	\$ 533,874
LIABILITIES	
Current liabilities	
Trade payables and accrued liabilities	\$ 16,423
TOTAL LIABILITIES	16,423
SHAREHOLDERS' EQUITY	
Share capital (Note 4)	582,657
Deficit	(65,206)
TOTAL EQUITY	517,451
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 533,874

On behalf of the Board of Directors:

"Ron Shenton"

Director

"Brian Roberts"

Director

Infinity Minerals Corp.
Statement of comprehensive loss
(Expressed in Canadian dollars)

	Period From November 12, 2010 (inception) to August 31, 2011
Expenses	
Legal and audit	\$ 39,158
Management fees (Note 5)	25,000
Office and general	1,326
Loss before other items	65,484
Other items	
Part XII.6 tax expense	1,062
Interest income	(1,340)
Net Loss and comprehensive loss for the period	\$ 65,206
Loss per share - basic and diluted	\$ (0.01)
Weighted average number of shares outstanding	8,621,703

Infinity Minerals Corp.
Statement of changes in shareholders' equity
For the period from November 12, 2010 (Inception) to August 31, 2011
(Expressed in Canadian dollars)

	Share capital		Deficit	Total
	Number of shares	Amount		
Balance at November 12, 2010	-	\$ -	\$ -	\$ -
Issue of incorporation share	1			
Return to treasury	(1)			
Net loss for the period	-	-	(65,206)	(65,206)
Shares issued for cash – private placement	7,500,000	562,500	-	562,500
Shares issued for mineral property interests	2,015,700	20,157	-	20,157
Balance at August 31, 2011	9,515,700	\$ 582,657	\$ (65,206)	\$ 517,451

See accompanying notes to the financial statements

Infinity Minerals Corp.
Statement of cash flows
(Expressed in Canadian dollars)

	Period From November 12, 2010 (inception) to August 31, 2011
Operating activities	
Net loss for the period	\$ (65,206)
Deduct interest income relating to investing activities	(1,340)
Changes in non-cash working capital items:	
BC mining tax credit receivable	(20,479)
Recoverable taxes	(7,166)
Trade payables and accrued liabilities	16,423
Net cash flows used in operating activities	(77,768)
Investing activities	
Term deposit	(301,340)
Expenditures on deferred exploration costs	(90,558)
Interest income	1,340
Net cash flows used in investing activities	(390,558)
Financing activities	
Proceeds on issuance of common shares	562,500
Deferred finance fee	(27,500)
Net cash flows from financing activities	535,000
Increase in cash and cash equivalents	66,674
Cash and cash equivalents, beginning	-
Cash and cash equivalents, ending	\$ 66,674

Supplemental disclosure with respect to cash flows

The significant non-cash investing and financing transaction for the period ended August 31, 2011 was the issue of 2,015,700 common shares in exchange for mineral property interests of \$20,157 to a director of the Company. These shares are subject to an escrow agreement.

See accompanying notes to the financial statements

1. Nature and continuance of operations

Infinity Minerals Corp. (the "Company") was incorporated on November 12, 2010, under the laws of the province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties.

On November 15, 2010, the Company signed a Mineral Property Purchase Agreement ("MMPA") to acquire a 100% interest in the Rainbow Claim Group comprising of 318 hectares located in the Greenwood Mining Division, Midway, British Columbia. The Company issued 2,015,700 common shares in exchange for mineral property interests of \$20,157 to a director of the Company. These shares are subject to an escrow agreement.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company has incurred losses from inception of \$65,206, but has raised \$562,500. The Company needs to raise sufficient capital to fund exploration and evaluation costs, administration expenses and future acquisitions. The Company's ability to continue as a going concern is dependent upon its ability to attain future profitable operations and to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. As at August 31, 2011, the Company had not yet achieved profitable operations and expects to incur further losses in the development of its business plan, all of which casts significant doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company not be able to continue as a going concern.

2. Significant accounting policies and basis of preparation

The financial statements were authorized for issue on October 13, 2011 by the directors of the Company. The directors of the Company have the power to amend and reissue the financial statements.

Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of preparation

The financial statements of the Company have been prepared on an accrual basis and are presented in Canadian dollars unless otherwise noted.

Significant accounting judgments, estimates and assumptions

The preparation of the Company's Financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

2. Significant accounting policies and basis of preparation (cont'd)

Significant accounting judgments, estimates and assumptions (cont'd)

Areas requiring a significant degree of estimation and judgment relate to the recoverability of the carrying value of exploration and evaluation assets and the fair value measurements for financial instruments, the recognition and valuation of provisions for restoration and environmental liabilities, qualifying expenditures for refundable and non-refundable tax credits, timing of receipt of refundable tax credits, and the recoverability and measurement of deferred tax assets and liabilities. Actual results may differ from those estimates and judgments.

Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits are recorded when there is reasonable certainty that they will be received and when there are no unfulfilled obligations remaining. Government tax credits are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets and other financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

2. Significant accounting policies and basis of preparation (cont'd)

Financial instruments (cont'd)

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

Impairment of assets

The carrying amount of the Company's long-lived assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are included in the determination of net loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

2. Significant accounting policies and basis of preparation (cont'd)

Cash

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. As at August 31, 2011, the Company had no cash equivalents.

Short-term investments

Short-term investments consist of variable rate guaranteed investment certificates ("GICs") with original terms of one year or less but greater than three months. Short-term investments are designated as held-for-trading and are recorded at fair value.

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the Canadian taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Flow-through shares:

Share capital includes flow-through shares which is a unique Canadian tax incentive pursuant to certain provisions of the Canadian Income Tax Act. Proceeds from the issuance of flow-through shares are used to fund qualified Canadian exploration and evaluation projects and the related income tax deductions are renounced to the subscribers of the flow-through shares. The premium paid for flow-through shares in excess of the market value of the shares without flow-through features, at the time of issue, is credited to other liabilities and recognized in income at the time qualifying expenditures are incurred. The Company recognizes a deferred tax liability with a corresponding charge in the statement of operations and comprehensive loss to income when the qualifying exploration and evaluation expenditures are renounced.

2. Significant accounting policies and basis of preparation (cont'd)

Income taxes (cont'd)

Flow-through shares (cont'd)

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures with a two-year period. The portion of the proceeds received but not yet expended at the end of the Company's period is disclosed separately as flow-through expenditure commitments.

The Company may also be subject to a Part XII.6 tax of flow-through proceeds, renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid. As of August 31, 2011, the Company had accrued \$1,062 in Part XII.6 taxes owing.

Net Loss per Share

Basic loss per share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the period. Dilutive earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. In periods where a net loss is incurred, potentially dilutive common shares are excluded from the loss per share calculation as the effect would be anti-dilutive and basic and diluted loss per common share is the same. In a profit year, under the treasury stock method, the weighted average number of common shares outstanding used for the calculation of diluted earnings per share assumes that the proceeds to be received on the exercise of dilutive stock options and warrants are used to repurchase common shares at the average price during the year.

Restoration and environmental obligations

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur.

At August 31, 2011, the Company had no restoration and environmental obligations.

2. Significant accounting policies and basis of preparation (cont'd)

Share-based Payments

The Company accounts for stock options issued to employees at the fair value determined on the grant date using the Black-Scholes option pricing model. The fair value of the options is recognized as an expense using the graded vesting method where the fair value of each tranche is recognized over its respective vesting period. When stock options are forfeited prior to becoming fully vested, any expense previously recorded is reversed.

Share-based payments made to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined that the fair value of the goods or services cannot be reliably measured. These payments are recorded at the date of the goods and services are received.

Warrants issued are recorded at estimated fair values determined on the grant date using the Black-Scholes model. If and when the stock options or warrants are ultimately exercised, the applicable amounts of their fair values in the reserves account are transferred to share capital.

Amendments to IFRS 7 "Financial Instruments: Disclosures"

This amendment increases the disclosure required regarding the transfer of financial assets, especially if there is a disproportionate amount of transfer transactions that take place around the end of a reporting period. This amendment is effective for annual periods beginning on or after July 1, 2011

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". This new standard is effective for annual periods beginning on or after January 1, 2013.

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the financial statements.

3. Exploration and evaluation assets

On November 15, 2010, the Company signed a Mineral Property Purchase Agreement ("MMPA") to acquire a 100% interest in the Rainbow Claim Group comprising of 318 hectares located in the Greenwood Mining Division, Midway, British Columbia. The Company issued 2,015,700 common shares in exchange for mineral property interests of \$20,157 to a director of the Company. These shares are subject to an escrow agreement.

3. Exploration and evaluation assets (cont'd)

The composition of accumulated acquisition and deferred exploration costs is:

Acquisition costs:

Balance, beginning of period	\$ -
Additions	<u>20,157</u>
Balance, end of period	<u>20,157</u>

Deferred exploration costs:

Balance, beginning of period	<u>-</u>
BC mining tax credit	(20,479)
Claim staking	1,259
Equipment rental	23,225
Geochemical analysis	19,512
Geological Field work	41,235
Geological and geophysical services	<u>25,806</u>
Incurred during period	<u>90,558</u>
Balance, end of period	<u>\$ 110,715</u>

4. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

During the period November 12, 2010 to August 31, 2011 the Company received cash proceeds of \$187,500 for 2,500,000 flow-through common shares and \$375,000 for 5,000,000 non flow-through common shares. At August 31, 2011 there were 9,515,700 issued and fully paid common shares. A total of 2,485,700 of the common shares issued by the Company are subject to an escrow agreement pursuant to which they are to be released in tranches over 36 months from the Company's listing date.

Stock option plan

The Company has a 10% rolling stock option plan for its directors, employees and consultants to acquire common shares of the Company at a price determined by the fair market value of the shares at the date of grant. The Company may issue up to 951,570 common shares under the plan at August 31, 2011. At August 31, 2011 no stock options had been granted. The Company's stock option plan provides for immediate vesting or vesting at the discretion of the Board at the time of the option grant. Stock options granted to investor relations' consultants vest over a twelve month period, with one quarter of such options vesting in each three month period.

5. Related party transactions

In addition to the property purchase from a Director of the Company, as described in Note 3, the Company incurred the following transactions with directors, officers and companies that are controlled by directors of the Company.

Key management personnel compensation

	August 31, 2011
Management fees	\$ 25,000
	<u>\$ 25,000</u>

6. Income taxes

The actual income tax provision differs from the expected amounts calculated by applying the Canadian combined statutory federal and provincial corporate income tax rates to the Company's loss before income taxes. The components are as follows for the period ended August 31, 2011.

Loss before income taxes	\$ (65,206)
Statutory income tax rate	<u>27%</u>
Expected tax recovery	(18,000)
Increase (decrease) resulting from:	
Non-deductible permanent differences	1,000
Changes in tax rates	1,000
Increase in valuation allowance	<u>16,000</u>
Deferred taxes (recovery)	<u>-</u>

The significant components of the Company's future income tax assets and liabilities, at substantially enacted tax rates are as follows:

Exploration and evaluation assets	\$ (2,000)
Cumulative eligible capital	2,000
Non-capital losses	15,000
Share issue costs	<u>6,000</u>
Net deferred tax asset (liability) before valuation allowance	21,000
Increase in valuation allowance	<u>(21,000)</u>
Net deferred tax liability	<u>-</u>

6. Income taxes (cont'd)

The Company has non-capital losses carried forward for income tax purposes of approximately \$59,000 which can be applied against future years' taxable income. These losses will expire through to 2031. Future tax benefits which may arise as a result of these non-capital losses have been offset by a valuation allowance and have not been recognized in these financial statements. At August 31, 2011, the Company has cumulative exploration and development expenses in the amount of approximately \$103,000, which can be carried forward indefinitely.

7. Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The Company's bank accounts are held with a major bank in Canada. As all of the Company's cash and cash equivalents are held by one bank in Canada, there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The Company is not exposed to credit risk on recoverable taxes, as these are due from the Government of Canada.

Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and banking facilities.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at August 31, 2011:

	Within one year	Between one and five years	More than five years
Trade payables and accrued liabilities	\$ 16,423	\$ -	\$ -
	\$ 16,423	\$ -	\$ -

Market risk

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

Foreign currency exchange rate risk and commodity price risk

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Commodity price risk is the risk that market values and future incomes will fluctuate because of changes in commodity prices. The Company does not have any direct exposure to foreign currency exchange rate risk or commodity price risk. The Company had no forward exchange rate contracts or commodity price contracts in place as at August 31, 2011.

7. Financial risk management (cont'd)

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As at August 31, 2011, the Company did not have any significant interest rate risk.

The Company had no interest rate swap or financial contracts in place as at August 31, 2011.

Capital Management

The Company defines capital that it manages as shareholders' equity that is expected to be realized in cash. The Company raises capital through private and public share offerings and related party loans and advances. Capital is managed in a manner consistent with the risk criteria and policies provided by the board of directors and followed by management. All sources of financing and major expenditures are analyzed by management and approved by the board of directors.

The Company's primary objectives when managing capital is to safeguard and maintain the Company's financial resources for continued operations and to fund expenditure programs to further advance mineral property interests.

The Company is meeting its objective of managing capital through detailed review and due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to maintain sufficient resources.

The Company is able to scale its expenditure programs and the use of capital to address market conditions by reducing expenditures and the scope of operations during periods of commodity pricing decline and economic downturn.

There were no changes in the Company's approach to capital management during the period from November 12, 2010 to August 31, 2011.

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

Classification of financial instruments

The following is an analysis of the Company's financial assets measured at fair value as at August 31, 2011:

	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 66,674	\$ -	\$ -
Term deposits	\$ 301,340	\$ -	\$ -
	Level 1	Level 2	Level 3
Trade payables and accrued liabilities	\$ 16,423	\$ -	\$ -

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- 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 or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

8. Segmented information

Operating segments

The Company operates in a single reportable operating segment – the acquisition, exploration and development of mineral properties.

Geographic segments

The Company's non-current assets are located in Canada.

9. Commitments and contingencies

i) Flow-through

In December 2010, the Company received cash proceeds of \$187,500 for the issue of 2,500,000 flow-through common shares. The Company is committed to expending these funds on qualifying exploration in accordance with the provisions of the Canadian Income Tax Act. As at August 31, 2011, the Company has an obligation to spend approximately \$180,000 in connection with tax benefits renounced and flow-through shares issued during the year.

ii) IPO

On July 27, 2011 the Company committed to complete a public offering of up to 4,000,000 units (the "Units") (the "Offering"). Each Unit will be offered at a price of \$0.15 per Unit for total gross proceeds of \$600,000. Each Unit shall consist of one common share and one half of one tradable common share purchase warrant. Each whole warrant will be exercisable into one additional common share of the Company for 2 years following the closing date of the Offering at an exercise price of \$0.20 for a period of 12 months from the closing of the offering and at an exercise price of \$0.30 for a subsequent 12 month period following the closing of the Offering. The Company will apply for a listing of the shares and warrants on the TSX Venture Exchange. The closing date of the Offering is expected to be no later than December 31, 2011. Fees associated with the Offering include a commission of 10% of the gross proceeds, a corporate finance fee of \$25,000, and all associated expenses. As of August 31, 2011, the Company has paid \$27,500 in deferred finance fees with respect to the Offering.

In addition to the fees noted above, the Company will also issue the agent compensation options (the "Compensation Options") upon closing equal to 10% of the aggregate number of Units sold pursuant to the Offering. The Compensation Options will entitle the agent to purchase one common share for a period of 24 months from the closing date, at an exercise price of \$0.15 per common share.

10. Subsequent event

On September 15, 2011, the Company granted 940,000 stock options to its directors and officers. The stock options are exercisable at \$0.15 per common share for five years from the listing date of the Company's shares on the TSX Venture Exchange.

AUDITORS' CONSENT

We have read the prospectus of Infinity Minerals Corp. (the "Company") dated November 21, 2011 relating to the issue and sale of 4,000,000 units of the Company at a price of \$0.15 per unit. We have complied with Canadian generally accepted standards for an auditors' involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Company on the statement of financial position of the Company as at August 31, 2011, and the statements of comprehensive loss, shareholders' equity, and cash flows for the period from November 12, 2010 (inception) to August 31, 2011. Our report is dated November __, 2011, (except as to Note 9(ii) which is as of December __, 2011).

Vancouver, Canada

November __, 2011

Chartered Accountants

CERTIFICATE OF INFINITY MINERALS CORP.

Dated: November 21, 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.

“Ron Shenton”
RON SHENTON
President and Chief Executive Officer

“Brian Roberts”
BRIAN ROBERTS
Chief Financial Officer and Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

“Luca Riccio”
LUCA RICCIO
Director

“William Tonelli”
WILLIAM TONELLI
Director

CERTIFICATE OF PROMOTERS

Dated: November 21, 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.

“Ron Shenton”
RON SHENTON

“Brian Roberts”
BRIAN ROBERTS

CERTIFICATE OF THE AGENT

Dated: November 21, 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.

PI FINANCIAL CORP.

"Bert Quattrociochi"

BY: BERT QUATTROCIOCCHI

Executive Vice President