

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

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. No regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. These securities have not and will not be registered under the United States Securities Act of 1933, as amended, or the securities laws of any state of the United States of America, and may not be offered or sold in the United States unless registered under applicable securities laws or unless an exemption from such registration is available.

PRELIMINARY PROSPECTUS

Initial Public Offering
in the Provinces of British Columbia, Alberta and Ontario

Dated: January 16, 2012

ALEXANDRA CAPITAL CORP.
(a Capital Pool Company)
#490 – 580 Hornby Street
Vancouver, British Columbia
V6C 3B6
Telephone: (604) 687-6991

\$200,000

2,000,000 common shares at \$0.10 per share

Alexandra Capital Corp. (the "Company") hereby offers 2,000,000 common shares (the "Common Shares") to the public at a price of \$0.10 per Common Share. The purpose of this offering (the "Offering") is to provide the Company with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the Exchange and in the case of a Non Arm's Length Qualifying Transaction must also receive Majority of the Minority Approval, as hereinafter defined, in accordance with Exchange Policy 2.4 ("CPC Policy"). The Company is a Capital Pool Company ("CPC"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, as hereinafter defined, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Company" and "Use of Proceeds".

	Price to the Public ⁽¹⁾	Agent's Commission ⁽²⁾	Proceeds to the Company ⁽³⁾
Per common share	\$0.10	\$0.01	\$0.09
Total Offering ⁽⁴⁾	\$200,000	\$20,000	\$180,000

Notes:

⁽¹⁾ A total of 2,000,000 Common Shares are offered hereunder, not including the Agent's Warrants (as defined herein) at a price of \$0.10 per share. The Agent's Warrants are qualified and distributed under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

⁽²⁾ The Agent will receive a total commission of 10% of the gross proceeds of this Offering or \$20,000, being \$0.01 per Common Share sold, payable in cash. In addition, the Agent will be granted non-transferable warrants (the "Agent's Warrants") to acquire Common Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering exercisable for a period of 24 months from the date the Company's common shares are listed for trading on the Exchange and which may be exercised at a price of \$0.10 per common share ("Agent's Warrants"). The Company will reimburse the Agent for out-of-pocket expenses incurred in

connection with this Offering (including legal fees) estimated to be \$10,000 (excluding disbursements and taxes). See "Plan of Distribution". The Company will pay the Agent an administration fee of \$10,000.

⁽³⁾ Before deduction of the balance of the costs of this offering, estimated to be \$50,000 including listing fees and expenses but excluding the Agent's expenses and administration fee.

⁽⁴⁾ The latest date that the distribution is to remain open as may be permitted by securities legislation is 90 days after the date of issuance of receipts for the final prospectus by the Executive Director of the British Columbia Securities Commission, the Executive Director of the Alberta Securities Commission and the Executive Director of the Ontario Securities Commission (unless an amendment to the final prospectus is filed).

The Offering is made on a "commercially reasonable efforts" basis by Canaccord Genuity Corp. (the "Agent") and is subject to a minimum subscription of 2,000,000 shares. See "Plan of Distribution". The offering price of the Common Shares was determined by negotiation between the Company and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the Offering is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

The Company has applied to list its common shares on the TSX Venture Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent's Warrants, trading in all securities of the Company is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading, except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 40,000 of the total Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 80,000 of the total number of Common Shares offered under this prospectus.

Investment in the Common Shares offered by this Prospectus is highly speculative due to the nature of the Company's business and its present stage of development.

This Offering is only suitable for those who are prepared to lose their entire investment. The Company does not have business operations or assets other than cash and short-term investments, and has no written or oral agreements for the acquisition of a business or assets at the time of this Offering. The financial risk of the Company's future activities will be borne to a significant degree by purchasers of Common Shares under the Offering. A purchaser of Common Shares offered by this prospectus will incur an immediate of \$0.042 or 42% if this Offering is completed. Dilution has been computed on the basis of total gross proceeds to be raised hereunder and from sales of common shares before filing the preliminary prospectus, without deduction of expenses incurred by the Company in connection with this Offering. Investors will be relying on management's ability to find and finance business opportunities, and no specific shareholder approval of a proposed Qualifying Transaction will be sought by the Company unless the proposed Qualifying Transaction is with a Non-Arm's Length Party or if such approval is otherwise required under applicable corporate or securities law. If a business prospect is identified by the Company and acquisition or participation is warranted, additional funds may be required to complete the acquisition or participation and there is no guarantee that the Company will be able to obtain such financing. An acquisition financed by the issuance of common shares in the capital of the Company will result in further dilution to investors hereunder and may result in a change of control of the Company. There is currently no established market through which the Common Shares offered by this prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. The Exchange may suspend from trading or delist the common shares of the Company where the Company has failed to complete a Qualifying Transaction within 24 months after the date of listing or where the Company has failed to acquire and develop operating assets acceptable to the Exchange by that date. The British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission may issue interim cease trade orders against the

Company's securities if the common shares of the Company are suspended from trading on the Exchange, and will issue such interim cease trade orders if the Company is delisted from the Exchange. In the event the common shares of the Company are de-listed by the Exchange, all seed shares purchased at less than the Offering price by insiders of the Company will be forfeited and cancelled. Notwithstanding that a transaction may meet the definition of a Qualifying Transaction, the Exchange may not approve a Qualifying Transaction where the Company fails to meet the initial listing requirements of the Exchange upon completion of the Qualifying Transaction or in certain other events at the discretion of the Exchange. See "Risk Factors", "Dilution", "Business of the Company", "Directors, Officers and Promoters" and "Use of Proceeds".

Upon completion of this Offering, but without giving effect to the Agent's Warrants, this issue will represent 16.7% of the common shares then outstanding. Upon completion of this Offering, the public will own 2,000,000 common shares representing 16.7% of the common shares then outstanding and promoters, insiders, holders of escrow shares and the Agent as a group will own common shares representing 83.3% of the common shares then outstanding. See "Share Capital – Principal Holders of Securities".

No person is authorized by the Company to provide any information or to make any representations other than those contained in this prospectus in connection with the issue and sale of the securities offered pursuant to this prospectus. See "Plan of Distribution".

Mr. Blake Olafson, a director of the Company who is signing the Certificate of the Company to this prospectus on behalf of the board of directors of the Company, resides outside of Canada. It may not be possible for investors to enforce judgements obtained in Canada against Mr. Olafson.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the Closing unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

The Common Shares are offered subject to prior sale, if, as, and when issued and in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of Max Pinsky Personal Law Corporation, Vancouver, British Columbia on behalf of the Company and by Miller Thomson LLP on behalf of the Agent, of such legal matters for which approval has been specifically sought by the Company or the Agent.

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GLOSSARY

“Affiliate” means a company that is affiliated with another company as described below.

A company is an “Affiliate” of another company if:

- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same person.

A company is “controlled” by a person if:

- (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that person, and
- (b) the voting securities, if voted, entitle the person to elect a majority of the directors of the company.

A person is deemed to beneficially own 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 Agreement dated •, 201• between the Agent and the Company whereby the Company has appointed the Agent as its agent for the Offering.

“Agent” means Canaccord Genuity Corp.

“Agent’s Warrants” means the share purchase warrants granted by the Company to the Agent to purchase up to 200,000 common shares which expires 24 months from the date the Company’s common shares are listed for trading on the Exchange and which may be exercised at a price of \$0.10 per common share.

“Aggregate Pro Group” means all persons who are members of any Pro Group whether or not the member is involved in a contractual relationship with the Company to provide financing sponsorship and other advisory services.

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

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction, and

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

“Associate” when used to indicate a relationship with a person or company, means

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

- (b) any partner of the person or company,
- (c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity,
- (d) in the case of a person, who is an individual
 - (i) that person's spouse or child, or
 - (ii) any relative of the person or of his spouse who has the same residence as that person; but
- (e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships with respect to that Member firm, Member corporation or holding company.

"CPC" means a corporation:

- (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and
- (b) in regard to which the Final Exchange Bulletin has not yet been issued.

"CPC Policy" means the TSX Venture policies regarding CPCs which govern all newly created CPCs on the TSX Venture;

"company" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity that is not an individual.

"Company" means Alexandra Capital Corp., a British Columbia company;

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

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

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

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

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

- (a) a director or senior officer of the Issuer;
- (b) a director or senior officer of a Company that is an Insider or subsidiary of the Issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, Voting Shares carrying more than 10% of the voting rights attached to all outstanding Voting Shares of the Issuer; or
- (d) the Issuer itself if it holds any of its own securities.

“Initial Public Offering” or “IPO” means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first Prospectus.

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

- (a) Non Arm’s Length Parties to the CPC;
- (b) Non Arm’s Length Parties to the Qualifying Transaction; and
- (c) in the case of a Related Party Transaction:
 - (i) if the CPC holds its own shares, the CPC, and
 - (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction at a properly constituted meeting of the common shareholders of the CPC.

“Member” means a person who has executed the form of members agreement prescribed by the Exchange from time to time and who is accepted and becomes a member of the Exchange.

“NEX” means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet Exchange tier maintenance requirements for Tier 2 Issuers may continue to trade.

“Non Arm’s Length Party” means in relation to a company, a promoter, officer, director, other insider or Control Person of that company) including another company and any Associates or Affiliates of any of such persons. In relation to an individual, means any Associate of the individual or any company of which the individual is a promoter, officer, director, insider or Control Person.

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

“Non Arm’s Length Qualifying Transaction” means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

“Offering” means the offering to the public by the Company of 2,000,000 Common Shares pursuant to this prospectus.

“person” means a Company or individual.

“Principal” means:

- (a) a person or company, or their respective Associates or Affiliates, who acted as a promoter of the issuer within two years before the IPO prospectus or Final Exchange Bulletin;
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a **20% holder** – a person or company that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions;
- (d) a **10% holder** – a person or company that:

- (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
- (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

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

A company more than 50% held by one or more principals will be treated as a principal. (In calculating this percentage, securities of the entity that may be issued to the principals under outstanding convertible securities are included in both the principals' securities of the entity and the total securities of the entity outstanding.)

A principal's spouse and relatives that live at the same address as the principal will also be treated as principals.

"Pro Group" means:

- (a) Subject to subparagraphs (b), (c) and (d) and (e) "Pro Group" shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;
 - (iv) Affiliates of the Member; and
 - (v) Associates of any parties referred to in subparagraphs (i) through (iv).
- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;
- (d) The Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:
 - (i) the Person is an affiliate or associate of the Member acting at arm's length of the Member;
 - (ii) the associate or affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the associate or affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

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

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

"Seed Shares" means securities issued before an Issuer's IPO, or by a private Target Company before an RTO, COB or Qualifying Transaction, regardless of whether the securities are subject to Resale Restrictions or are free trading.

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

“Sponsor” has the meaning specified in TSX Venture Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

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

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Max Pinsky Personal Law Corporation, counsel to the Company, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the **“Tax Act”**), on the date of their issue the Common Shares, if listed on a “designated stock exchange” (which includes the TSX Venture Exchange), will be a qualified investment under the Tax Act for a trust governed by a registered retirement savings plan (“RRSP”), registered retirement income fund (“RRIF”), registered education savings plan, deferred profit sharing plan, registered disability savings plan and tax-free savings account (“TFSA”) (collectively the “Plans”), each as defined in the Tax Act.

The Common Shares are not currently listed on a “designated stock exchange”. Application has been made to the Exchange for the listing of the Common Shares the day before the closing (the “Closing”) of the Offering, followed by an immediate halt in order to allow the Company to satisfy the conditions of the Exchange. The Company will rely upon the Exchange to proceed in this manner to render the Common Shares issued on the Closing to be a “qualified investment” for the Plans at the time of issuance (the “Company’s Reliance”). If the Company’s Reliance is incorrect, the Common Shares will not be a “qualified investment” for a Plan as set out in the first paragraph of this section.

Notwithstanding that the Common Shares may be a “qualified investment” for a trust governed by a TFSA, RRSP or RRIF, (“Registered Plan”) the holder of a TFSA or an annuitant of a RRSP or RRIF will be subject to a penalty tax with respect to the Common Shares held in a Registered Plan if such securities are a “prohibited investment” within the meaning of the Tax Act. The Common Shares will generally not be a “prohibited investment” for a Registered Plan provided that (i) the holder or annuitant 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 or annuitant and any corporation, partnership or trust in which the holder has a significant interest. Prospective holders that intend to hold Common Shares in a Registered Plan are urged to consult their own tax advisors to ensure that the securities would not constitute a “prohibited investment” in their particular circumstances.

PROSPECTUS SUMMARY

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

COMPANY: The Company was incorporated in British Columbia on October 17, 2011 as Alexandra Capital Corp.

OFFERING: A total of 2,000,000 Common Shares are being offered under this prospectus at a price of \$0.10 per Common Share. In addition, the Company will grant warrants to the Agent to purchase up to 200,000 Common Shares which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange at a price of \$0.10 per Common Share, which warrants are qualified under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

PRICE: \$0.10 per Common Share

BUSINESS OF THE COMPANY:

The Company is a CPC as defined in the CPC Policy of the Exchange. The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than cash and cash equivalents, sales tax receivables, short-term investments and deferred finance charges. See "Business of the Company".

DIRECTORS AND MANAGEMENT:

The Directors and Officers of the Company are as follows:

Suzanne L. Wood	President & CEO/Secretary/CFO/Director
Timothy J. Crowhurst	Director
Blake G. Olafson	Director

See "Directors, Officers and Promoters".

AGENT: Canaccord Genuity Corp.

USE OF PROCEEDS:

The net proceeds from the Offering will be \$110,000 after deducting the costs of the Offering, estimated at \$90,000 inclusive of the Agent's commission, fee and expenses. The net proceeds of this Offering, together with working capital on hand of approximately \$500,000 as of November 30, 2011, \$610,000 in total, will be used to provide the Company with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized from the Offering and all prior sales of securities of the Company or \$210,000 may be used for purposes other than evaluating a business or assets. Assuming the Company requires the maximum period of 24 months to identify a Qualifying Transaction, estimated corporate and administrative expenses would be \$36,000 leaving the Company with \$574,000 (excluding interest thereon) to identify and evaluate potential acquisitions and complete the Qualifying Transaction. The Company may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. See "Use of Proceeds" and "Risk Factors".

COMMON SHARES HELD IN ESCROW:

All of the currently issued and outstanding Common Shares of the Company that were issued prior to the Offering at a price below \$0.10 per share, being 10,000,000 Common Shares have been deposited in escrow pursuant to the terms of an Escrow Agreement, as hereinafter defined, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin.

RISK FACTORS:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Company's business and its present stage of development. The Company was only recently incorporated and has no active business or assets other than cash, and has no written or oral agreements for the acquisition of a business or asset at this time. The Company does not have a history of earnings nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Company and can afford to risk the loss of their entire investment. Until completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.

The Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction. If a suitable business or asset is identified, management may determine that current market conditions make the terms of the acquisition economic. The Company may find that even if the terms of the acquisition are economically sound, it may not be able to finance the acquisition and additional funds will be required to complete the transaction. The Exchange may refuse to accept a transaction as a Qualifying Transaction. The Company will be in competition with others having greater resources. The net proceeds from the Offering will be sufficient to identify only a limited number of businesses or assets and, if so identified, the Company may not be able to finance the acquisition unless it obtains additional funds. The Exchange may suspend from trading or delist the common shares of the Company if the Company fails to complete a Qualifying Transaction within 24 months following the date the common shares are listed on the Exchange. In the event common shares of the Company are de-listed by the Exchange, all seed shares purchased at less than the Offering price by insiders of the Company will be forfeited and cancelled. The Company is relying solely on the past business experience of its Directors and Officers to identify a Qualifying Transaction of merit. The success of the Company is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Company. There is currently no public market for the common shares of the Company and there can be no assurance that an active and liquid public market for the Company's common shares on a stock exchange will develop or be sustained after the Offering and an investor may find it difficult to resell the common shares. The directors and officers of the Company will not be devoting all of their time to the affairs of the Company, but will be devoting such time as they consider is required to effectively manage the Company. There are potential conflicts of interests as some of the directors and officers of the Company are also engaged and will continue to be engaged in the search for assets or business prospects for themselves or on behalf of others, including other listed companies. Where the acquisition is financed by the issuance of common shares from the Company's treasury, control of the Company may change and shareholders may suffer further dilution to their investment. The financial risk of the Company's future activities will be borne to a significant degree by purchasers of common shares under the Offering. Dilution of \$0.042 per common share (42%) will be experienced by investors hereunder. Dilution has been computed on the basis of total gross proceeds to be raised hereunder and from sales of common shares before filing the preliminary prospectus, without deduction of expenses incurred by the Company in connection with this Offering.

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

As a result of these factors, this Offering is suitable only for those investors who are willing to rely solely on the management of the Company and who can afford to lose all of their investment.

See "Risk Factors", "Business of the Company", "Directors, Officers and Promoters", "Dilution" and "Use of Proceeds".

THE COMPANY

The Company was incorporated on October 17, 2011 pursuant to the provisions of the *Business Corporations Act* (British Columbia). The Company is a CPC as defined in the CPC Policy.

The head office and the registered office of the Company is located at #490 – 580 Hornby Street, Vancouver, British Columbia, V6C 3B6, telephone: (604) 687-6991, fax (604) 684-0342.

The Company has no subsidiaries.

BUSINESS OF THE COMPANY

CPC Policy Overview

A CPC is a company formed by individuals acceptable to the Exchange with a history of successful involvement with listed companies which has completed an IPO of securities as an unallocated or uncommitted pool of investment funds to be used primarily to investigate business opportunities for acquisition by the CPC. The proposed acquisition must meet Exchange criteria for a Qualifying Transaction acceptable to the Exchange, and, when acquired, will qualify the CPC for listing as a regular Tier 1 or Tier 2 company on the Exchange. The use of proceeds of a CPC is restricted. See “Use of Proceeds”.

Once a Qualifying Transaction has been identified, the CPC must issue a comprehensive news release and seek Exchange approval for the acquisition. Any proposed Qualifying Transaction must be approved by the Exchange and must also receive Majority of the Minority Approval in accordance with the CPC Policy where the proposed Qualifying Transaction is with a Non-Arm’s Length Party or where such approval is otherwise required under applicable corporate or securities law.

Interested parties may obtain a copy of the CPC Policy from the Exchange’s internet web site (www.tmx.com).

Preliminary Expenses

The Company has incurred actual expenses to November 30, 2011 in the aggregate amount of \$15 in respect of office expenses and \$386 in respect of incorporation fees. The Company also paid \$10,000 as a retainer to the Agent and a retainer of \$5,000 to its counsel (of which \$390 was applied to the incorporation fee and related taxes). Since November 30, 2011, the Company has incurred actual expenses totaling approximately \$● in respect of fees of the Agent, fees of the Exchange related to the Company’s listing application and fees of securities regulatory authorities related to filing of this prospectus. Part of the net proceeds of the Offering will be utilized to satisfy additional obligations of the Company related to this Offering, including the expenses of its auditor, legal fees of the Agent and its legal counsel, and fees of the Exchange and securities regulatory authorities. See “Use of Proceeds”.

Since November 30, 2011, the date of the audited financial statements included in this Prospectus, the Company has incurred expenses of \$● for administration and rent, office supplies, telephone and regulatory fees.

Proposed Operations until Completion of a Qualifying Transaction

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

Until Completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include raising additional funds in order to finance an acquisition. Except as described under “Private Placements for Cash” and “Restrictions on Use of Proceeds”, the funds raised pursuant to this Offering and any

subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

Under the CPC Policy the Company may advance up to a maximum of \$25,000 as a non-refundable deposit, unsecured deposit or advance to a Target Company or the principals of a Target Company. The CPC Policy also permit, subject to Exchange acceptance, the advance of up to an aggregate of \$225,000 as a refundable deposit or secured loan to a Target Company or principals of a Target Company, subject to the conditions set out in the CPC Policy.

Method of Financing

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

Criteria for a Qualifying Transaction

The Company proposes to identify acquisitions of interest in assets or businesses through discussions with various business associates and contacts of the Company's directors and officers. Approval of any proposed Qualifying Transaction will be made by the Company's board of directors. The board of directors will evaluate proposed acquisitions based on business fundamentals, economic viability and potential for success using the expertise and experience of the directors and officers. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Company and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Once a prospective acquisition target has been identified and evaluated, the Company will proceed to negotiate the terms upon which it may acquire an interest in the asset or business. The acquisition of, or participation in, assets or businesses may arise in numerous ways and management of the Company has not placed any restrictions on such acquisitions or participation. The Company has not established pre-determined criteria for such participation or acquisitions. The Company, in considering whether to approve the terms of a Qualifying Transaction, will be guided by, among other criteria, the following:

- (i) the prospects for growth, having regard to existing or potential market share;
- (ii) the skill of the existing management team, either as it exists or as it may be modified as a consequence of the acquisition; and
- (iii) basic financial considerations such as the overall cost of the acquisition and the necessity of obtaining further debt or equity financing required to complete or exploit the acquisition.

Shareholder Approval of a Non-Arm's Length Qualifying Transaction

Upon the Company reaching an Agreement in Principle, the Company must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Company's Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Trading Halts, Suspensions and Delisting". Within 75 days after issuance of such news release, the Company is required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction or where shareholder approval is otherwise required. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction or where shareholder approval is not otherwise required. The information circular or filing statement must contain prospectus level disclosure about the Target Company and the Company, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Exchange Form 3B1/Form 3B2. Upon acceptance by the Exchange, the Company must either:

- (i) File the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or
- (ii) mail the information circular and related proxy materials to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval at a meeting of shareholders.

The Company will only seek Majority of the Minority Approval if a proposed Qualifying Transaction is with a Non-Arm's Length Party.

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

- (i) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of the Minority Approval of the Qualifying Transaction;
- (ii) confirmation of closing of the Qualifying Transaction; and
- (iii) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

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

Potential Qualifying Transaction

The Company has not identified a potential Qualifying Transaction at the date of this prospectus.

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

A trading halt may also be imposed by the Exchange where the Company fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the

CPC fails to post-meeting or file final documentation, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

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

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

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

either:

- (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Company at a discount to the Offering Price in accordance with section 11.2(a) of the CPC policy; or
- (ii) subject to majority shareholder approval, cancel an amount of the escrow Common Shares purchased by Non-Arm's Length Parties to the Company so that the average cost of the remaining escrowed Common Shares is at least equal to the Offering Price.

If the Company lists the Common Shares on NEX, it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by
 - (i) a Member firm of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and
 - (iii) associates of any such person:
collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or
- (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The Company has raised an aggregate of \$500,000 from the prior sale of Common Shares, of which \$10,000 was paid to the Agent as a retainer against its expenses, \$5,000 to its counsel as a retainer against legal fees and disbursements (of which \$390 was applied to the incorporation fee and related taxes) and \$15,000 plus HST was paid to the Exchange for its minimum listing fee. Accordingly, the Company has approximately \$470,000 and anticipates receiving gross proceeds from the sale of all the Common Shares offered by this prospectus of \$200,000. The Company has incurred expenses of approximately \$30,000 to date in connection with its IPO and anticipates additional expenses of approximately \$60,000. There are no provisions or arrangements for holding any part of the net proceeds of the Offering in trust or escrow subject to the fulfillment of conditions.

The following indicates the principal uses to which the Company proposes to put the total funds available to it upon the completion of the Offering:

Cash proceeds raised prior to this Offering ⁽¹⁾	\$500,000
Expenses and costs relating to raising the prior cash proceeds	Nil
Cash proceeds to be raised pursuant to this Offering ⁽²⁾	\$200,000
Expenses and costs relating to the Offering (including listing fees, Agent's commission, Agent's administration fee, legal fees, audit fees and expenses but excluding disbursements and taxes) ⁽²⁾	<u>(\$90,000)</u>
Estimated funds available (on completion of the Offering)	<u>\$610,000</u>

Funds available for identifying and evaluating assets or business prospects ⁽³⁾	\$574,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction ⁽⁴⁾	<u>\$36,000</u>
TOTAL:	<u>\$610,000</u>

Notes:

⁽¹⁾ See "Prior Sales".

⁽²⁾ In the event the Agent exercises the Agent's Warrants, there will be available to the Company a maximum of an additional \$20,000 which will be added to the working capital of the Company. There is no assurance that these warrants will be exercised.

⁽³⁾ In the event the Company enters into an Agreement in Principle prior to spending the entire \$574,000 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

⁽⁴⁾ See "Restrictions on Use of Proceeds".

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

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

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy as set out below, and as described in "Restrictions on Use of Proceeds", proceeds realized from the sale of all securities issued by the Company will be used by the Company only to identify and evaluate businesses or assets, prepare the required disclosure and obtain shareholder approval for a proposed Qualifying Transaction.

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

- (a) valuations or appraisals;
- (b) business plans;
- (c) feasibility studies and technical assessments;
- (d) sponsorship reports;
- (e) engineering or geological reports;
- (f) financial statements, including audited financial statements;
- (g) fees for legal and accounting services; and
- (h) Agents' fees, costs and commissions.

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

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

Restrictions on Use of Proceeds

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

- (a) listing and filing fees (including SEDAR fees);
- (b) other costs for the issuance of securities, (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and
- (c) administrative and general expenses of the Company, including:
 - (i) office supplies, office rent and related utilities;
 - (ii) printing costs (including the printing of this prospectus and share certificates);
 - (iii) equipment leases; and

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

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

Private Placements for Cash

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

Prohibited Payments to Non Arm’s Length Parties

Except as described under “Options to Purchase Securities” and “Restrictions on Use of Proceeds”, the Company has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm’s Length Party to the Company or a Non Arm’s Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

- (a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors’ fees, finder’s fees, loans, advances and bonuses, and
- (b) deposits and similar payments.

Further, no such payments will be made on or after the Completion of a Qualifying Transaction if such payment relates to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction.

Notwithstanding the above, the Company may reimburse a Non Arm’s Length Party to the Company for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a promoter of the Company or in the case of a law firm, no member of the firm, owns greater than 10% of the outstanding Common Shares of the Company), and the Company may also reimburse a Non Arm’s Length Party to the Company for reasonable out-of-pocket expenses incurred in pursuing the business of identifying and evaluating assets or businesses with a view to a potential Qualifying Transaction.

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent’s Warrants

Pursuant to an Agency Agreement between the Company and the Agent, the Company has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 2,000,000 Common Shares as provided in this prospectus, at a price of \$0.10 per Common Share, for gross proceeds of \$200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of ten (10%) percent of the aggregate gross proceeds from the sale of the Common Shares, payable in cash. The Company has agreed to pay to the Agent an administrative fee of \$10,000 and will pay the Agent’s legal fees and other expenses, estimated at \$10,000 (excluding disbursements and taxes).

The Company has also agreed to grant to the Agent the Agent’s Warrants entitling it to purchase up to 200,000 common shares which may be exercised for a period of 24 months from the date the common shares of the Company are listed on

the Exchange at a price of \$0.10 per common share. The issuance of the Agent's Warrants is qualified under this prospectus. The Agent's Warrants are non-transferable. Not more than 50% of the common shares received on the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Company and may make co-brokerage arrangements with other investment dealers at no additional cost to the Company. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement. The Company has also agreed to grant to the Agent a right of participation in connection with any future brokered equity financing of the Company, commencing on the date the common shares of the Company are listed and posted for trading on the Exchange and expiring on the later of 24 months thereafter or the date of closing of the Qualifying Transaction. During this period, the Agent will have an additional right of first refusal to be retained by the Company as its sponsor in connection with the Company's proposed Qualifying Transaction.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is of 2,000,000 Common Shares for total gross proceeds of \$200,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 40,000 of the total Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4% or 80,000 of the total number of Common Shares under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until closing of the Offering. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Company has agreed to grant to the Agent the Agent's Warrants entitling it to purchase up to 200,000 common shares which may be exercised for a period of 24 months from the date the common shares of the Company are listed on the Exchange at a price of \$0.10 per common share. The issuance of the Agent's Warrants is qualified under this prospectus.

Determination of Price

The distribution price has been determined by negotiation between the board of directors of the Company and the Agent.

Listing Application

The Company has applied to list its common shares on the Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange.

Restrictions on the Agent

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

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

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Pro Group or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation.

The Agent has advised the Company that to the best of its knowledge and belief, neither it, nor any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing:

- (a) has subscribed for Common Shares of the Company, or
- (b) are permitted to subscribe for Common Shares of the Company pursuant to this distribution.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent's Warrants no securities of the Company will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities regulatory authorities and the time the common shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SECURITIES OFFERED

Common Shares

The holders of the Company's common shares are entitled to dividends as and when declared by the Directors of the Company. They are also entitled to one vote per share on all matters at all meetings of the shareholders of the Company and, upon liquidation, are entitled to receive such assets of the Company as are distributable pro rata to the holders of the common shares. All of the common shares to be outstanding on completion of this Offering will be fully paid and non-assessable. There are no pre-emptive rights or conversion rights attached to the common shares.

There are also no redemption or purchase for cancellation or surrender provisions, sinking or purchase fund provisions, or any provisions as to modification, amendment or variation of any such rights or provisions attached to the common shares of the Company.

Modification of Terms

The *Business Corporations Act* (British Columbia) and the Articles of the Company provide that the rights and provisions attached to any class of shares may not be modified, amended or varied unless consented to by resolution of the directors of the Company.

CAPITALIZATION

Capitalization

	Amount authorized	Amount outstanding as of the date of the most recent balance sheet contained in the prospectus ⁽¹⁾	Amount outstanding as of November 30, 2011 ⁽³⁾	Amount to be outstanding if all Common Shares being offered are sold ⁽¹⁾⁽²⁾
Common Shares	unlimited	\$500,000 (10,000,000 Common Shares)	\$500,000 (10,000,000 Common Shares)	\$700,000 (12,000,000 Common Shares)

Notes:

⁽¹⁾ As of the date of this prospectus there are 200,000 common shares of the Company reserved for future issuance on exercise of the Agent's Warrants. See "Options to Purchase Securities" and "Plan of Distribution".

⁽²⁾ The gross proceeds from the Offering will be \$200,000 prior to deducting the expenses of the Offering which are estimated to be \$90,000. See "Use of Proceeds".

⁽³⁾ At November 30, 2011 (balance sheet date) the Company had not commenced commercial operations. See "Business of the Company".

OPTIONS TO PURCHASE SECURITIES

Options

The Company has not granted any options to purchase common shares to directors and officers of the Company. The Company has agreed to grant to the Agent the Agent's Warrants entitling it to purchase up to 200,000 common shares which may be exercised for a period of 24 months from the date the common shares of the Company are listed on the Exchange at a price of \$0.10 per common share.

Stock Option Terms

The Board of Directors of the Company may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants non-transferable options to purchase common shares exercisable for a period of up to 10 years from the date of the grant provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares and provided that until Completion of the Qualifying Transaction the maximum number of common shares reserved for option will not exceed 1,200,000. The number of common shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised no later than 30 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

PRIOR SALES

Since the date of incorporation of the Company 10,000,000 Common Shares have been issued as follows:

Date	Number of Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
October 17, 2011	1	\$0.05	\$0.05	Cash
November 10, 2011	9,999,999	\$0.05	\$499,999.95	Cash

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 10,000,000 common shares issued prior to this Offering at a price of \$0.05 per common share and all common shares that may be acquired from the Company's treasury by Non Arm's Length Parties of the Company either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group, will be deposited with Computershare Investor Services Inc. under an escrow agreement dated ●, 201● (the "Escrow Agreement").

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

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

The following table sets out, as at the date hereof, the number of common shares of the Company, which are held in escrow.

Name and Municipality of Residence of Shareholder	Number of Shares held in escrow	Percentage of Shares prior to giving effect to the Offering	Percentage of Shares after giving effect to the Offering ⁽¹⁾
Suzanne L. Wood Vancouver, B.C.	3,000,000	30%	25%
Timothy J. Crowhurst Vancouver, BC	1,000,000	10%	8.3%
Blake G. Olafson Singapore	4,000,000	40%	33.3%
Linkson Holdings Limited ⁽²⁾ Hong Kong	2,000,000	20%	16.7%

Notes:

- (1) Assuming the shareholders who are a party to the Escrow Agreement do not purchase any Common Shares under the Offering. The percentages have been calculated without including any Common Shares that may be issued upon the exercise of the Agent's Warrants and the stock options granted to directors and officers.
- (2) Beneficially owned by Blake Olafson

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

could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.”

Under the Escrow Agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the “Initial Release”) and an additional 15% will be released on the dates that are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

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

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

If a Final Exchange Bulletin is not issued, the escrowed common shares will not be released. Under the Escrow Agreement each Non Arm’s Length Party to the Company who holds escrowed common shares acquired at a price below the Offering price under this prospectus has irrevocably authorized and directed the escrow agent to immediately:

- (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or
- (b) if the Corporation lists on NEX, either:
 - (i) cancel all Seed Shares purchased by Non-Arm’s Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of *TSX Venture Policy 2.4 - Capital Pool Companies*, or
 - (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm’s Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

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

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 Issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three-year escrow release mechanism with:

- (a) 5% of the escrowed securities being releasable in 6 month intervals on each of the 6, 12, 18 and 24 month anniversaries of the Final Exchange Bulletin;
- (b) 5% on the date which is 6 months after the Final Exchange Bulletin;
- (c) 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three-year escrow release mechanism with:

- (a) 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin;
- (b) 20% on the date which is 6 months after the Final Exchange Bulletin;
- (c) 30% on the date which is 12 months after the Final Exchange Bulletin; and
- (d) 40% on the date which is 18 months after the Final Exchange Bulletin.

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

- (a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the Policies of the Exchange; or
- (b) the private placement is announced concurrently with the Agreement in Principle and
 - (i) at least 75% of the proceeds from the private placement are not from Principals of the Company or the proposed Resulting Issuer,
 - (ii) if subscribers, other than Principals of the Company or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period, and
 - (ii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

The following table lists those persons who own 10% or more of the issued and outstanding common shares of the Company as at the date of this prospectus:

Name and Municipality of Residence	Type of Ownership	Number of Shares	Percentage of Shares Owned Before Offering	Percentage Owned After Offering (Undiluted)	Percentage Owned After Offering (Fully Diluted) ⁽²⁾
Suzanne L. Wood Vancouver, B.C.	Direct	3,000,000	30%	25%	24.6%
Timothy J. Crowhurst Vancouver, BC	Direct	1,000,000	10%	8.3%	8.2%
Blake G. Olafson Singapore	Direct	4,000,000	40%	33.3%	32.8%

Linkson Holdings Limited ⁽¹⁾ Hong Kong	Direct	2,000,000	20%	16.7%	16.4%
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Notes:

- (1) The beneficial owner of Linkson Holdings Limited is Blake Olafson of Singapore.
- (2) As of the date of this prospectus there are 200,000 common shares of the Company reserved for future issuance on exercise of the Agent's Warrants.

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors, senior officers, Insiders and Control Persons of the Company, collectively, is 100% prior to giving effect to this Offering and approximately 83.3% (undiluted) after giving effect to this Offering, assuming that no Common Shares are purchased by these persons under the Offering.

DIRECTORS, OFFICERS AND PROMOTERS

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

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

The following table sets out the names, ages and municipalities of residence of the directors and officers of the Company, their positions and offices with the Company and their principal occupations during the past five years.

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years
Suzanne L. Wood Vancouver, B.C. President, CEO, CFO, Secretary and Director	Consultant, Wood and Associates, January 1986 to present
Timothy J. Crowhurst Vancouver, B.C. Director	Principal of Sea Level Communications, September 1993 to present
Blake G. Olafson Singapore Director	Senior Vice-President, Corporate Finance Asia, Ivanhoe Capital Corporation, April 2010 to present; Director, Head of Asia, Real Estate Group, Arcapita Pte. Limited, September 2008 to March 2010; Senior Vice-President, Lehman Brothers, January 2000 to September 2008

The Company does not have an executive committee of its directors.

Suzanne Wood, Timothy Crowhurst and Blake Olafson are members of the audit committee.

The following sets out the number, class and kind of securities of the Company held by each of the directors and officers of the Company as of the date of this prospectus.

Name	Common Shares Held before Offering	(% of class)	Common Shares Held after Offering ⁽¹⁾	(% of class)	Options	(% of class)
Suzanne L. Wood	3,000,000	30.0	3,000,000	25.0	Nil	N/A
Timothy J. Crowhurst	1,000,000	10.0	1,000,000	8.3	Nil	N/A
Blake G. Olafson ⁽²⁾	6,000,000	60.0	6,000,000	50.0	Nil	N/A
TOTALS	<u>10,000,000</u>	<u>100.0</u>	<u>10,000,000</u>	<u>83.3</u>	<u>Nil</u>	N/A

Notes:

(1) Assuming the shareholders who are a party to the Escrow Agreement do not purchase any Common Shares under the Offering. The percentages have been calculated without including any Common Shares that may be issued upon the exercise of the Agent's Warrants and the stock options granted to directors and officers.

(2) Directly and indirectly through Linkson Holdings Limited.

The following is a brief description of the management and key personnel of the Company:

SUZANNE L. WOOD, 55, is the President, Chief Financial Officer, Secretary and a Director of the Company.

Ms. Wood has over 20 years experience in the financial and corporate management of private and public companies. In 1986 she founded Wood & Associates through which she has been providing management consulting services and corporate finance services including the preparation of financial reports, registration statements, and other statutory reports and filings for compliance with government and regulatory authorities. She restructures private companies to assist them in their efforts to go public and conducts due diligence on potential merger and acquisition candidates. She has served as a director and officer of a number of private and public companies.

She is currently the President, CEO, CFO and Director of Carolina Capital Corp, a CPC listed on the Exchange. Ms. Wood will devote approximately 10% of her time to the business and affairs of the Company.

TIMOTHY J. CROWHURST, 45, is a Director of the Company.

Mr. Crowhurst is the principal of Sea Level Communications, a Vancouver and New York based strategic communications and business advocacy firm. He is a business and public policy communicator with experience in the areas of international trade and political affairs, environmental issues management, product branding and the development and implementation of strategic communications initiatives. Mr. Crowhurst has served as a senior policy and communications advisor to Canadian cabinet ministers with a variety of portfolio responsibilities. He has served as a director and officer of TSX Venture Exchange listed companies including Lignol Energy Corporation (formerly Santa Cruz Ventures Inc.) and Devonshire Resources Ltd. Mr. Crowhurst will devote approximately 5% of his time to the business and affairs of the Company.

BLAKE G. OLAFSON, 42, is a Director of the Company.

Mr. Olafson has over 15 years' experience in corporate finance and portfolio management. As Senior Vice President of Ivanhoe Capital Corporation, he is responsible for leading the group's fundraising efforts primarily within Asia and looking for opportunities to invest the group's capital. He was responsible for leading the Asia team as global head of real estate for Arcapita Pte. Limited, as well as leading new acquisitions. As Senior Vice President, Global Real Estate Group with Lehman Brothers, he was responsible for making real estate investments for the principal book of Lehman. Mr. Olafson has served as an officer or been an insider of companies listed on the New York Stock Exchange, NASDAQ, Toronto Stock Exchange and the Australian Securities Exchange. Mr. Olafson will devote approximately 5% of his time to the business and affairs of the Company.

Other Reporting Issuer Experience

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 and promoters of other issuers that are or were reporting issuers in any jurisdiction:

Name of Director, Officer or Promoter	Name of Reporting Company	Name of Exchange or Market	Position	Period
Suzanne Wood	Sandpoint Capital Inc.*	TSX Venture	Secretary and Director	September 2006 to October 2008;
	Caracara Silver Inc. (formerly Ansue Capital Corp.)	TSX Venture	CEO, Secretary, CFO and Director	March 2010 to August 2011
	Carolina Capital Corp.	TSX Venture	CEO, Secretary, CFO and Director	July 2010 to Present
Timothy Crowhurst	Lignol Energy Corp. (formerly Santa Cruz Ventures Inc.)	TSX Venture	Director	April 2004 to January 2007;
	Devonshire Resources Ltd.	TSX Venture	CEO and Director	June 2004 to September 2009
Blake Olafson	Lehman Brothers	NYSE	Senior VP	January 2000 to September 2008

* acquired by Fort Chicago Energy Partners L.P. following amalgamation with Swift Power Corp.

Corporate Cease Trade Orders

No director, officer, insider, or promoter of the Company nor a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is, or within the 10 years before the date of this prospectus has been, a director, officer, insider or promoter of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days; or
- (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

No director, officer, insider or promoter of the Company, or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, has:

- (a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No director, officer, insider or promoter of the Company, or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons has, within the 10 years

before the date of the prospectus, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets

Conflict of Interest

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

EXECUTIVE COMPENSATION

Remuneration

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

- (a) remuneration, which includes but is not limited to:
 - (i) salaries;
 - (ii) consulting fees;
 - (iii) management contract fees or directors' fees;
 - (iv) finders fees;
 - (v) loans, advances, bonuses; and
- (b) deposits and similar payments.

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

The directors and officers of the Company may also be granted stock options.

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

DILUTION

Dilution

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 42% or \$0.042 per Common Share on the basis of there being 12,000,000 common shares of the Company issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Company.

RISK FACTORS

The following risk factors are considered material to the Company:

- (a) the Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash and cash equivalents, sales tax receivable, short-term investment and deferred finance charges. It has no history of earnings, and will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Company's business and its present stage of development;
- (c) investors will be relying on management's ability to find and finance business opportunities, and no specific shareholder approval of a proposed Qualifying Transaction will be sought by the Company unless the proposed transaction is with a Non Arms Length Party or is otherwise required under applicable corporate or securities laws.
- (d) the directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "Directors, Officers and Promoters";
- (e) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 42% or \$0.042 per Common Share;
- (f) there can be no assurance that an active and liquid market for the Company's common shares will develop and an investor may find it difficult to resell its common shares;
- (g) until Completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (h) the Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction;
- (i) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete the transaction;
- (j) Completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Qualifying Transaction, except as otherwise disclosed in this prospectus, Majority of the Minority Approval. See "Business of the Company";
- (k) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Company of fair value for the common shares;
- (l) upon public announcement of a proposed Qualifying Transaction, trading in the common shares of the Company will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The common shares of the Company will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Company completing the proposed Qualifying Transaction;
- (m) trading in the common shares of the Company may be halted at other times for other reasons, including for failure by the Company to submit documents to the Exchange in the time periods required;

- (n) the Exchange will generally suspend trading in the Company's common shares or delist the Company in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing;
- (o) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (p) in the event that management of the Company resides outside of Canada or the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (q) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company;
- (r) subject to prior Exchange acceptance, the Company may be permitted to loan or advance up to an aggregate of \$225,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Company will be able to recover that loan; and
- (s) If the Company's Reliance is incorrect, the purchasers may be penalized under the Tax Act with respect to any Common Shares held in RRSPs, RRIFs, registered disability saving plans, defined pool saving plans, registered education savings plans and TFSA's (as defined under the heading "Eligibility for Investment").

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

LEGAL PROCEEDINGS

There are no actual or pending legal proceedings to which the Company is a party.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Company is not a related issuer or connected issuer, as defined in National Instrument 33-105, of the Agent, nor are any securities being offered from the holdings of a selling shareholder who is a related issuer or connected issuer to the Agent.

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

No professional person, including a responsible solicitor or any partner of a responsible solicitor's firm has any beneficial interest, direct or indirect, in any securities or property of the Company.

AUDITORS, TRANSFER AGENTS AND REGISTRAR

Auditors

The Company's auditor is MNP LLP of Vancouver, British Columbia.

Transfer Agent and Registrar

The registrar and transfer agent of the Company is Computershare Investor Services Inc., of Vancouver, British Columbia.

MATERIAL CONTRACTS

The Company has not entered into any material contracts since its incorporation except as follows:

1. Subscription Agreements of various dates between the Company and each holder of Common Shares issued prior to the date of this prospectus. See "Prior Sales".
2. Registrar and Transfer Agent Agreement dated ●, 201● between the Company and Computershare Investor Services Inc.
3. Escrow Agreement dated ●, 201● with Computershare Investor Services Inc.

The above contracts may be inspected at the registered office of the Company's solicitor at Suite 1780 – 400 Burrard Street, Vancouver, British Columbia during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days after completion of the distribution.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities proposed to be offered which have not been disclosed elsewhere in this prospectus.

PURCHASERS' STATUTORY 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. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages must be 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 of residence for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Audited financial statements for the Company for the period from inception to November 30, 2011, are attached to this prospectus.

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

FINANCIAL STATEMENTS

November 30, 2011



Independent Auditors' Report

To the Directors of Alexandra Capital Corp.:

We have audited the accompanying financial statements of Alexandra Capital, which comprise the statement of financial position as at November 30, 2011, and the statement of operations and comprehensive loss, statement of changes in shareholders' equity and statement of cash flows for the period from October 17, 2011 (Date of Incorporation) to November 30, 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 these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

7. Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Alexandra Capital Corp. as at November 30, 2011, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards.

January *, 2012

Vancouver, BC

Chartered Accountants



ACCOUNTING > CONSULTING > TAX
2300, 1055 DUNSMUIR STREET, BOX 49148, VANCOUVER, BC V7X 1J1
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ALEXANDRA CAPITAL CORP.
(A Capital Pool Company)
Statement of Financial Position
Expressed in Canadian Dollars
As at November 30, 2011

ASSETS

CURRENT

Cash and cash equivalents	\$	4,985
Sales tax receivable		4
Short-term investment (Note 2)		480,000

484,989

DEFERRED FINANCE CHARGES (Note 2) 14,610

TOTAL ASSETS \$ 499,599

LIABILITIES

CURRENT

Accounts payable and accrued liabilities	\$	-
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SHAREHOLDERS' EQUITY

Share Capital (Note 3)	500,000
Deficit	(401)

499,599

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY \$ 499,599

Nature of Operations and Ability to Continue as a Going Concern (Note 1)
Initial Public Offering (Note 7)

Approved on behalf of the Board:

"Suzanne Wood"

Director

"Timothy Crowhurst"

Director

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

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

Statement of Operations and Comprehensive Loss

For the Period From October 17, 2011, Date of Incorporation, to November 30, 2011

Expressed in Canadian Dollars

OPERATING EXPENSES

General office expenses	\$	15
Professional fees		386

NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD 401

LOSS PER SHARE, Basic and Diluted \$ 0.00

**WEIGHTED AVERAGE NUMBER OF COMMON SHARES
OUTSTANDING, Basic and Diluted** 4,545,455

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

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

Statement of Changes in Shareholders' Equity

For the Period From October 17, 2011, Date of Incorporation, to November 30, 2011

Expressed in Canadian Dollars

	Number of Shares	Share Capital	Deficit	Total
Balance at October 17, 2011	-	\$ -	\$ -	\$ -
Shares issued for cash at \$0.05 per share	10,000,000	500,000	-	500,000
Net loss and comprehensive loss for the period	-	-	(401)	(401)
Balance at November 30, 2011	10,000,000	\$ 500,000	\$ (401)	\$ 499,599

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

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

Statement of Cash Flows**For the Period From October 17, 2011, Date of Incorporation, to November 30, 2011****Expressed in Canadian Dollars**

CASH FLOWS (USED IN) OPERATING ACTIVITIES

Net (loss) for the period \$ (401)

Changes in non-cash working capital items:

Sales tax receivable (4)

(406)

CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES

Issuance of common shares 500,000

Deferred finance charges (14,609)

485,391

CASH FLOWS (USED IN) INVESTING ACTIVITIESShort-term investment (480,000)

INCREASE IN CASH AND CASH EQUIVALENTS 4,985**Cash and cash equivalents, beginning of period** -**Cash and cash equivalents, end of period** \$ **4,985**

Supplemental cash flow information

Interest paid \$ -

Income taxes paid \$ -

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

1. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN

Alexandra Capital Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on October 17, 2011. The Company is filing a prospectus with the TSX Venture Exchange ("Exchange"), to become a capital pool company as defined by the rules of the TSX Venture Exchange in Policy 2.4 of the Exchange. The Company has not commenced commercial operations and has no assets other than cash and cash equivalents, sales tax receivable, short-term investment and deferred finance charges. Given the nature of the activities, no separate segmented information is reported.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Company in respect of the sale of its securities or \$210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a Qualifying Transaction ("QT") by the Company as defined under the policies of the TSX Venture. The Company is required to complete its QT on or before two years from the date the Company receives regulatory approval.

The head office, principal address and registered and records office of the Company are located at Suite 490, 580 Hornby Street, Vancouver B.C. V6C 3B6. The Company does not have any subsidiaries.

These financial statements have been prepared in accordance with International Financial Reporting Standards with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") which include International Accounting Standards and Interpretations ("IFRIC" and "SIC") adopted by the International Accounting Standards Board. These are the Company's first financial statements and IFRS has been applied since incorporation on October 17, 2011.

These financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

Use of estimates

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates. Significant areas requiring the use of management estimates relate to the valuation of deferred income tax amounts.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash and cash equivalents. As at November 30, 2011, the Company's cash and cash equivalents consist of cash only.

The proceeds raised from the issuance of share capital and from the initial public offering (the "Offering") may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of \$210,000 or 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a QT by the Company as defined under the policies of the TSX Venture.

Deferred financing costs

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

Stock-based compensation

The Company recognizes stock-based compensation expense for the estimated fair value of equity-based instruments granted to both employees and non-employees. Compensation expense is recognized when the options are granted with the same amount being recorded as contributed surplus. The expense is determined using an option pricing model that takes into account the exercise price, the term of the option, the current share price, the expected volatility of the underlying shares, the expected dividend yield, and the risk free interest rate for the term of the option. If the options are exercised, contributed surplus will be reduced by the applicable amount. Stock-based compensation calculations have no effect in the Company's cash position.

Comprehensive income/loss

Comprehensive income/loss is the change in the Company's shareholders' equity that results from transactions and other events from other than the Company's shareholders and includes items that would not normally be included in net earnings, such as unrealized gains and losses on available-for-sale investments. Certain gains and losses are presented in other "comprehensive income" until it is considered appropriate to recognize into net earnings.

Loss per share

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

Financial Assets

Financial assets at fair value through profit or loss ("FVTPL")

Financial assets at FVTPL are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorized as held for trading unless they are designed as effective hedges. Financial assets at FVTPL are initially recognized, and subsequently carried, at fair value, with changes recognized in profit or loss. Transaction costs are expensed. Cash and cash equivalents and short-term investment are classified as financial assets held for trading and measured at fair value. Gains and losses related to periodical evaluations are recorded in net income.

Financial Liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that exactly discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

The Company has classified accounts payable and accrued liabilities as other financial liabilities.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial instruments recorded at fair value

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

-
- The Company does not have any derivative financial instruments.

Income taxes

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date applicable to the period of expected realization or settlement.

Related party transactions

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

Short-term investments

Short-term investments are investments which are transitional or current in nature with an original maturity greater than three months and less than twelve months. As of November 30, 2011, short term investments consist of \$295,000 Guaranteed Investment Certificates ("GICs") with a variable rate of Prime minus 1.95% and maturing on November 7, 2012 and \$185,000 GICs with a variable rate of Prime minus 2.05% and maturing on November 9, 2012.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Standards issued but not yet effective

The following pronouncement from the International Accounting Standards Board (“IASB”) will become effective for future financial reporting periods and has not yet been adopted by the Company.

- IFRS 9 as issued reflects the first phase of the IASBs 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 derecognition. The completion of this project is expected in early 2011. The adoption of the first phase of IFRS 9 will have no impact on the classification and measurement of the Company’s financial assets.
- IFRS 13 Fair Value Measurement replaces the guidance on fair value measurement in existing IFRS accounting literature with a single standard. It defines and provides guidance on determining fair value and requires disclosures about fair value measurements, but does not change the requirements regarding which items are measured or disclosed at fair value. The adoption of IFRS 13 will have no impact on the classification and measurement of the Company’s financial assets.
- IFRS 10, 11, 12 and 13 were all issued in May 2010. IFRS 10 Consolidated Financial Statements replaces the consolidation guidance in IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation — Special Purpose Entities by introducing a single consolidation model for all entities based on control, irrespective of the nature of the investee. IFRS 11 Joint Arrangements introduces new accounting requirements for joint arrangements, replacing IAS 31 Interests in Joint Ventures. It eliminates the option of accounting for jointly controlled entities by using proportionate consolidation. IFRS 12 Disclosure of Interests in Other Entities requires enhanced disclosures about both consolidated entities and unconsolidated entities in which an entity has involvement.

3. SHARE CAPITAL

(a) Authorized: Unlimited number of common shares without par value.

(b) Issued and Outstanding:

	Number of Shares	Amount
Balance, October 17, 2011	-	\$ -
Issued during the period for cash		
- Seed shares at \$0.05 per share	10,000,000	500,000
Balance, November 30, 2011	10,000,000	\$ 500,000

During the period ended November 30, 2011, the Company issued 10,000,000 seed common shares at a price of \$0.05 per share for total proceeds of \$500,000 to directors of the Company.

3. SHARE CAPITAL (continued)

(a) Escrowed shares:

In accordance with the TSX Venture Exchange CPC policy guidelines, all seed shares issued at a price lower than the price of the Initial Public Offering (IPO) shares, all securities acquired by non-arm's length parties to the Company, and all securities acquired by a Control Person are held in escrow and will be released over a period of three years from the acceptance of the Company's Qualifying Transaction. As at November 30, 2011 there are 10,000,000 common shares subject to the escrow provisions.

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

4. FINANCIAL RISK MANAGEMENT

The Company's financial assets consist of cash and cash equivalents and short-term investment. The estimated fair values of cash and cash equivalents and short-term investment approximate their respective carrying values due to the short period to maturity.

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:

- a. Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities
- b. Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- c. Level 3 – inputs that are not based on observable market data.

The Company is exposed to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash and cash equivalents. The Company believes that these sources will be sufficient to cover the likely short-term cash requirements. The Company's cash and cash equivalents are currently invested in business accounts which are available on demand by the Company for its operations.

Interest Rate Risk

The Company invests part of the cash balance in a variable rate GIC at rate of Prime minus 1.95% and 2.05%. Any change to market rates result in interest rate risk. The exposure to interest rate risk, however, is limited due to the short term nature of variable rate GIC.

4. FINANCIAL RISK MANAGEMENT (continued)

Foreign Exchange Risk

The Company's functional and reporting currency is the Canadian dollar. Occasional transactions may occur internationally giving rise to exposure to changes in foreign exchange rates. The currency risk is derived primarily from payments related to investing activities denominated in currencies other than the Canadian dollar. To limit the impact of fluctuations of the Canadian dollar over the foreign currencies, the Company matches, in general and when possible, the cash receipts in a foreign currency with the cash disbursements in the same foreign currency. The Company does not use derivative financial instruments to cover the variability of cash flows in foreign currencies.

Credit Risk

Credit risk is the risk of a loss in a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its cash and cash equivalents and short term investment. The Company limits its exposure to credit risk by holding its cash and short term investment in deposits with high credit quality Canadian financial institutions.

5. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at November 30, 2011, the Company's Shareholders' equity was \$499,599. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

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

ALEXANDRA CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
NOVEMBER 30, 2011

6. INCOME TAXES

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

Loss for the period	\$	(401)
Income tax at statutory rate of 13.5%		(54)
Benefits of non-capital losses not utilized		54
Total income tax recovery	\$	-

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

Deferred income tax assets:		
Non-capital loss carry forwards	\$	54
Valuation allowance		(54)
Net deferred income tax assets	\$	-

The Company has available for deduction against future taxable income non-capital losses of approximately \$401. These losses, if not utilized, will expire in 2031. Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

7. INITIAL PUBLIC OFFERING

The Company intends to offer, through an agent, to the public, by an offering, pursuant to a prospectus, of up to 2,000,000 common shares at \$0.10 per share (the "Public Offering"). The cost of the issue, including the agent's commission of \$20,000, is estimated to be \$90,000. The total subscription must be raised within 90 days of the date of the receipt of the final prospectus relating to the offering; otherwise all funds collected under subscriptions will be returned to the subscribers, unless the agent and the subscribers have otherwise agreed. In connection with this offering, the agent will be granted non-transferable warrants to purchase that number of common shares which is equal to 10% of the aggregate number of common shares sold under the Public Offering at a price of \$0.10 per common share for a period of twenty four months from the date the Company's common shares are listed for trading on the Exchange.

As of November 30, 2011, the Company has paid a \$10,000 retainer to the agent, which was recorded as part of deferred financing costs. Those costs will be reclassified to share issuance costs at the completion of the initial public offering or charged to operations if the initial public offering is not completed.

CERTIFICATE OF THE COMPANY

Dated: January 16, 2012

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.

"Suzanne Wood"

SUZANNE WOOD
President, Chief Executive Officer and Director

"Suzanne Wood"

SUZANNE WOOD
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Timothy Crowhurst"

TIMOTHY CROWHURST
Director

"Blake Olafson"

BLAKE OLAFSON
Director

CERTIFICATE OF THE AGENT

Dated: January 16, 2012

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.

CANACCORD GENUITY CORP.

"Frank Sullivan"

Per: _____
Frank G. Sullivan, Vice-President,
Investment Banking