

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

PROSPECTUS

INITIAL PUBLIC OFFERING

August 15, 2012

SCORPION RESOURCES INC. (a capital pool company)

\$300,000 OR 3,000,000 COMMON SHARES

PRICE: \$0.10 PER COMMON SHARE

Scorpion Resources Inc. (the "**Corporation**") hereby offers through its agent, Jordan Capital Markets Inc. (the "**Agent**"), 3,000,000 common shares at a price of \$0.10 per common share (the "**Common Shares**") for gross proceeds of \$300,000. The purpose of this offering (the "**Offering**") is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as hereinafter defined). Any proposed Qualifying Transaction must be approved by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, as hereinafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction as hereinafter defined, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".

	<u>Common Shares</u>	<u>Price to Public</u>	<u>Agent's Commission⁽¹⁾</u>	<u>Proceeds to Corporation⁽²⁾</u>
Per Common Share	1	\$0.10	\$0.01	\$0.09
Total Offering	3,000,000	\$300,000	\$30,000	\$270,000

Notes:

- (1) A commission of 10% of the gross proceeds of the Offering will be paid to the Agent. Additionally, a corporate finance fee of \$10,000 plus applicable taxes will be payable to the Agent, of which a non-refundable deposit of \$5,600 has been paid. The Agent has also been paid an expense retainer of \$5,000, and will be reimbursed by the Corporation for its expenses including legal fees which shall not exceed \$10,000 without the prior written approval of the Corporation, which will not be unreasonably withheld. The Agent will also be granted the Agent's Option referred to below. This prospectus qualifies the grant of the Agent's Option. See "Plan of Distribution - Agency Agreement and Agent's Compensation".
- (2) Before deducting the remaining costs of this issue estimated at \$79,700 which includes listing fees, the corporate finance fee payable to the Agent, legal and audit fees and other expenses. See "Use of Proceeds".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to a minimum aggregate subscription of 3,000,000 Common Shares for gross proceeds to the Corporation of \$300,000. The offering price of the Common Shares was determined by negotiation between the

Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement (as hereinafter defined) between the Corporation and the Agent. If the minimum subscription 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 the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will be granted a non-transferable option (the "**Agent's Option**") to purchase up to 300,000 Common Shares at a price of \$0.10 per share expiring 24 months from the date the Corporation's Common Shares are listed on the Exchange. The grant of the Agent's Option is qualified under this prospectus. See "Agency Agreement and Agent's Compensation". In addition, and subject to regulatory approval, the Corporation has granted to directors and officers of the Corporation options to purchase an aggregate of 600,000 Common Shares under the Corporation's share option plan. The grant of these options is also qualified under this prospectus.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of options to the directors and officers of the Corporation trading in all securities of the Corporation is prohibited during the period between the date receipts for this preliminary prospectus are issued by the Commissions (as hereinafter defined) 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 Commissions grant a discretionary order.

The Exchange has conditionally accepted the listing of the Corporation's Common Shares. Listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

As of the date of this prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

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

Jordan Capital Markets Inc., as Agent, offers these Common Shares on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Anfield Sujir Kennedy & Durno LLP ("**ASKD**"), on behalf of the Corporation and by Getz Prince Wells LLP ("**GPW**"), on behalf of the Agent.

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 60,000 of the total number of 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 120,000 of the total number of Common Shares offered under this prospectus.

Upon completion of the Offering, the Corporation must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions exclusive of any Common Shares held by Non Arm's Length Parties to the Corporation.

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 on the closing date.

John Eckersely, the Promoter of the Corporation, resides outside of Canada. Although the Promoter has appointed the Corporation, at 1600 – 609 Granville Street, Vancouver, British Columbia, V7Y 1C3, as its agent for service of process in the Province of British Columbia, it may not be possible for investors to collect from the Promoter judgements obtained in courts in British Columbia, Alberta and Ontario, predicated on the civil liability provisions of securities legislation.

No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this prospectus.

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GLOSSARY

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

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

"**Agent**" means Jordan Capital Markets Inc.

"**Agency Agreement**" means the agency agreement dated August 15, 2012 between the Corporation and the Agent in connection with the Offering.

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent entitling the Agent to acquire up to 300,000 Common Shares of the Corporation at an exercise price of \$0.10 per Common Share, expiring 24 months from the date of listing of the Common Shares on the Exchange.

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

"**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, means:

- (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the issuer;
- (b) any partner of the Person;
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and
- (d) in the case of a Person who is an individual:
 - (i) that Person's spouse or child; or
 - (ii) any relative of that Person or of his spouse who has the same residence as that Person;

but:

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

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

"**Common Shares**" means the common shares in the share capital of the Corporation, which are single voting common shares of the Corporation.

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

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

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

"**Corporation**" means Scorpion Resources Inc., a corporation incorporated under the *Business Corporations Act* (British Columbia), having an office in Vancouver, British Columbia.

"CPC" means a corporation:

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

"CPC Policy" means Policy 2.4 "Capital Pool Companies" of the Exchange's Corporate Finance Manual.

"Escrow Agreement" means the escrow agreement dated May 8, 2012 among the Corporation, Computershare Investor Services Inc., and certain founding shareholders of the Corporation.

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

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

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

"initial public offering" or "IPO" means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus.

"Insider" if used in relation to the Corporation, means:

- (a) a director or senior officer of the Corporation;
- (b) a director or senior officer of the company that is an Insider or subsidiary of the Corporation;
- (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 Corporation; or
- (d) the Corporation itself if it holds any of its own securities.

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

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

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

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

"**Members' Agreement**" means the members' agreement among the Exchange and each Person who, from time to time, is accepted as and becomes a Member of the Exchange under the Exchange requirements.

"**NEX**" means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet Exchange continued listing requirements for Tier 2 issuers may continue to trade.

"**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 Party**" means:

- (a) in relation to a company, a Promoter, officer, director, other Insider or Control Person of that company (including an issuer) and any Associates or Affiliates of any of such Persons; and
- (b) 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 Qualifying Transaction**" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction.

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

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

"**Principal**" means:

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

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

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

A company, trust, partnership or other entity more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, securities of the entity that may be issued to the Principals under outstanding convertible securities are to be included in both the Principals' securities of the entity and the total securities of the entity outstanding.) Any securities of the issuer that this entity holds will be subject to escrow requirements.

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

"Pro Group" means;

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

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

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

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

"Related Party Transaction" has the meaning ascribed to that term under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions, and includes a related party transaction that is determined by the Exchange to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the issuer with respect to the transaction.

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

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

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

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

"Sponsor" has the meaning specified in Exchange *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.

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

PROSPECTUS SUMMARY

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

Business of the Corporation: The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimal amount of cash. The Corporation has not identified any potential acquisitions. An acquisition financed by the issuance of Common Shares could result in a change in control of the Corporation and may cause the shareholders' interests in the Corporation to be diluted. See "Business of the Corporation" and "Dilution".

Offering: A total of 3,000,000 Common Shares are being offered under this prospectus at a price of \$0.10 per Common Share. In addition, the Corporation will grant to the Agent the Agent's Option to purchase up to 300,000 Common Shares at an exercise price of \$0.10 per Common Share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange. The grant of the Agent's Option is qualified under this prospectus.

The Corporation has also granted options to purchase an aggregate of 600,000 Common Shares to directors and officers under the Corporation's share option plan. The grant of all of these stock options is also qualified under this prospectus. See "Options to Purchase Securities".

Use of Proceeds: The net proceeds of this Offering together with the proceeds from the prior sales of Common Shares, in the aggregate amount of \$345,300, will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Business of the Corporation" and "Risk Factors".

Management and Directors:	John Eckersley	-	President, CEO, CFO, Corporate Secretary and Director
	Joshua Bleak	-	Director
	Roy Fuller	-	Director
	Laara Shaffer		Director

Escrowed Securities: All 3,100,000 of the currently issued and outstanding Common Shares

of the Corporation have been deposited in escrow pursuant to the terms of an Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

Risk Factors:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. **The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.** The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 25.4% or \$0.025 per Common Share based on the gross proceeds of this Offering and prior issues, before deduction of selling commissions or related expenses of the Offering. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

The Corporation was incorporated on October 19, 2011, pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Scorpion Resources Inc."

The head office and the registered office of the Corporation is located at Suite 1600, 609 Granville Street, Vancouver, British Columbia, V7Y 1C3.

BUSINESS OF THE CORPORATION

Preliminary Expenses

Other than a non-refundable deposit of \$5,600 (inclusive of HST), paid to the Agent to be applied against the corporate finance fee of \$10,000, (plus applicable taxes), \$5,000 paid to the Agent as an advance retainer covering part of the Agent's legal fees and out of pocket expenses, and Exchange filing fees of \$5,600 (inclusive of HST), the Corporation has not incurred any expenses to date in proceeding with the Offering. However, certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including filing fees, the expenses of its auditor, legal expenses and the Agent's legal counsel. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in the mining sector, but there is no assurance that this will in fact be the business sector of a proposed Qualifying Transaction of the Corporation following completion of the Qualifying Transaction.

Until Completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under "Private Placement 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.

The Corporation has not yet entered into an Agreement in Principle.

Method of Financing

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

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by

management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors. The board of directors of the Corporation must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction

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

1. 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
2. mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

Refusal of Qualifying Transaction

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

1. the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;
2. the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
 - (a) a Member firm of the Exchange;
 - (b) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and

- (c) Associates of any such person;
- collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
3. the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
 4. 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;
 5. 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 following indicates the principal uses to which the Corporation proposes to use the total funds available to it upon the completion of this Offering:

Gross cash proceeds raised prior to this Offering (seed shares) ⁽¹⁾	\$155,000
Expenses and costs relating to raising seed share cash proceeds ⁽²⁾	Nil
Gross cash proceeds to be raised pursuant to this Offering	\$300,000
Estimated commissions, expenses and costs relating to this Offering ⁽³⁾	(\$109,700)
Estimated funds available on completion of the Offering⁽⁴⁾	\$345,300
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾⁽⁵⁾	\$305,800
Estimated general and administrative expenses until Completion of a Qualifying Transaction ⁽⁶⁾	\$39,500
Total net proceeds	\$345,300

Notes:

- (1) See "Prior Sales".
- (2) No costs have been allocated towards the issuance of these shares. See the Corporation's balance sheet as at March 31, 2012.
- (3) Includes listing fees estimated at \$24,900, the corporate finance fee of \$11,200 payable to the Agent, the Agent's commission of \$30,000, Agent's expenses including legal fees, estimated at \$10,000, the Corporation's legal fees estimated at \$28,000, and audit fees estimated at \$5,600. All amounts listed are inclusive of any applicable taxes.
- (4) In the event, and to the extent, the Agent exercises the Agent's Option or the directors or officers exercise their options, there will be available to the Corporation a maximum of up to an additional \$30,000 on the exercise of the Agent's Option and a maximum of an additional \$60,000 on the exercise of the options of directors and officers, which will be added to the working capital of the Corporation. There is no assurance that the foregoing options will be exercised.

- (5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$305,800 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.
- (6) The maximum amount that may be used for purposes other than those described under "Permitted Uses of Funds" below is the lesser of (i) 30% of the gross proceeds from the sale of all securities issued by the Corporation, or (ii) \$210,000. See "Restrictions on Use of Proceeds".

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

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

Permitted Use of Funds

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

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

- valuations or appraisals;
- business plans;
- feasibility studies and technical assessments;
- sponsorship reports;
- engineering or geological reports;
- financial statements, including audited financial statements;
- fees for legal and accounting services; and
- 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 Corporation's proposed Qualifying Transaction.

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. A maximum

aggregate amount of \$25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

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

1. listing and filing fees (including SEDAR fees);
2. other costs for the issuance of securities (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and
3. administrative and general expenses of the Corporation, including:
 - (a) office supplies, office rent and related utilities;
 - (b) printing costs (including the printing of this prospectus and share certificates);
 - (c) equipment leases; and
 - (d) fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds".

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

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

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

1. remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees, loans, advances and bonuses; and
2. deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement dated August 15, 2012 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 3,000,000 Common Shares at a price of \$0.10 per Common Share for gross proceeds of \$300,000 subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. Additionally, a corporate finance fee of \$11,200 (inclusive of HST) will be paid to the Agent. The Agent has also been paid a non-refundable deposit of \$5,600 to be applied against the corporate finance fee, an expense retainer of \$5,000, and the Agent will be reimbursed by the Corporation for its expenses, including legal fees which shall not exceed \$10,000 without the prior written approval of the Corporation, which will not be unreasonably withheld.

The Corporation has also agreed to grant to the Agent a non-transferable Agent's Option to purchase up to 300,000 Common Shares representing 10% of the aggregate number of Common Shares offered to the public at an exercise price of \$0.10 per Common Share, which may be exercised for a period of 24 months from the date the Common Shares of the Corporation are listed on the Exchange. All of the Agent's Option is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. 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 Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering consists of 3,000,000 Common Shares for total gross proceeds of \$300,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% or 60,000 Common Shares sold under the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% or 120,000 Common Shares sold under the Offering. The funds received from the Offering will be

deposited with the Agent, and will not be released until a minimum of \$300,000 has been deposited and the Agent consents to the release thereof. The total subscription of \$300,000 must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by the 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.

Upon completion of the Offering, the Corporation must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non Arm's Length Parties to the Corporation.

Other Securities to be Distributed

The Corporation has also granted options to purchase 600,000 Common Shares to directors and officers of the Corporation in accordance with the policies of the Exchange. The grant of all of these options to the directors and officers of the Corporation is qualified for distribution under this prospectus.

Determination of Price

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

Listing Application

The Exchange has conditionally accepted the listing of the Corporation's Common Shares. Listing is subject to the Corporation fulfilling all of the listing requirements of the Exchange.

Subscriptions by and Restrictions on the Agent

All subscriptions by any member of the Aggregate Pro Group are subject to the applicable client priority rules and the general rule of the CPC Policy that no purchaser can: (i) directly or indirectly purchase more than 2% of the total 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.

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 aggregate number of Common Shares permitted to be owned directly and indirectly by the participants referred to above, is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date.

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

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, the grant of the Agent's Option, and the grant of options to directors and officers, no securities of the Corporation will be permitted to be issued during the period between the date receipts for the preliminary prospectus are

issued by the Commissions, 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.

As of the date of this prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 3,100,000 Common Shares are issued and outstanding as fully paid and non-assessable. In addition, a maximum of 3,000,000 Common Shares are reserved for issuance under this prospectus, 600,000 Common Shares are reserved for issuance pursuant to the Corporation's Option Plan (hereinafter defined), and 300,000 Common Shares are reserved for issuance under the Agent's Option. See "Plan of Distribution".

Subject to the rights, privileges, restrictions and conditions attached to the preferred shares, the holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per Common Share at meetings of the shareholders of the Corporation and, upon liquidation, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount outstanding as of March 31, 2012 ⁽¹⁾⁽²⁾	Amount outstanding as of August 15, 2012 ⁽¹⁾⁽³⁾	Amount to be outstanding on completion of the Offering ⁽¹⁾⁽³⁾⁽⁴⁾
Common Shares	unlimited	\$155,000 (3,100,000 Common Shares)	\$155,000 (3,100,000 Common Shares)	\$455,000 (6,100,000 Common Shares)
Preferred Shares	unlimited	nil	nil	nil

Notes:

- (1) The Corporation has reserved an aggregate of up to 600,000 Common Shares at an exercise price of \$0.10 per Common Share pursuant to stock options granted to directors and officers of the Corporation expiring five (5) years from the date of listing of the Common Shares on the Exchange. The Corporation has also reserved 10% of the number of Common Shares to be issued under the Offering pursuant to the Agent's Option representing up to 300,000 Common Shares at an exercise price of \$0.10 per Common Share expiring 24 months from the date of listing of the Common Shares on the Exchange. See "Plan of Distribution".
- (2) As of the date of the most recent balance sheet the Corporation has not commenced commercial operations.

- (3) Before deducting the Agent's commission and expenses, and other costs and expenses of the Offering, estimated at \$109,700. See "Use of Proceeds".
- (4) In addition to the Common Shares issued below the offering price prior to the Offering, the Common Shares issued to the Aggregate Pro Group and Non-Arm's Length Parties and Principals of the Resulting Issuer as well as to members of the Aggregate Pro Group, which are outstanding as of the date hereof, will be held in escrow pursuant to the CPC Policy.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive share option plan (the "**Option Plan**") which provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares at the time of completion of the Offering. Such options will be exercisable for a period of up to ten years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to: (a) any individual will not exceed 5% of the issued and outstanding Common Shares; and (b) all consultants will not exceed 2% of the issued and outstanding Common Shares. In addition, the Option Plan provides that no more than 2% of the issued Common Shares of the Corporation will be granted to any one consultant in any 12 month period; and no more than an aggregate of 2% of the issued Common Shares of the Corporation will be granted to an employee conducting investor relations activities in any 12 month period. The Corporation, as long as it is a CPC, will not grant options to any person providing investor relations activities, promotional or market-making services, or to any party other than a director or officer, except for certain technical consultants as permitted in the CPC Policy. Options may be exercised for up to 90 days following cessation of the optionee's position with the Corporation, or such longer period as the board of directors of the Corporation may determine, provided that if the cessation of office, employment, directorship, or 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. Notwithstanding any other provisions of this Option Plan, if a participant does not continue as an eligible person of the Resulting Issuer following the Completion of the Qualifying Transaction, then each option held by such participant shall terminate and therefore cease to be exercisable on the later of:

1. 12 months after the Completion of the Qualifying Transaction; and
2. 90 days after the participant ceases to be an eligible person of the Resulting Issuer, or such longer period as the board of directors of the Corporation may determine.

Any Common Shares acquired pursuant to the exercise of options under the Option Plan prior to 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".

Pursuant to the Option Plan, the board of directors of the Corporation has granted the following options to purchase Common Shares of the Corporation to officers and directors of the Corporation, which options are qualified for distribution under this prospectus:

Optionee	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date
John Eckersley	166,666	\$0.10	five (5) years from the date of listing
Joshua Bleak	166,667	\$0.10	five (5) years from the date of listing
Roy Fuller	166,667	\$0.10	five (5) years from the date of listing
Laara Shaffer	100,000	\$0.10	five (5) years from the date of listing
Total	600,000		

Pursuant to the terms of the Agency Agreement, upon the completion of this Offering, the board of directors of the Corporation intends to grant the Agent's Option to the Agent:

Optionee	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date
Jordan Capital Markets Inc.	300,000	\$0.10	24 months from listing date

The Agent's Option (subject to regulatory approval) is qualified for distribution pursuant to this prospectus.

PRIOR SALES

Since the date of incorporation of the Corporation, 3,100,000 Common Shares have been issued and remain outstanding.

Date	Number of Common Shares	Issue Price Per Common Share	Aggregate Issue Price	Consideration Received
October 19, 2011	1 ⁽¹⁾	\$0.001	\$0.001	cash
February 20, 2012	2,000,000	\$0.05	\$100,000	cash
March 29, 2012	1,100,000	\$0.05	\$55,000	cash
Total:	3,100,000		\$155,000	

Notes:

- (1) This share was subsequently cancelled on February 20, 2012.

ESCROWED SECURITIES

The 3,100,000 Common Shares issued prior to this Offering at a price below \$0.10 per Common Share, all Common Shares held by or that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Computershare Investor Services Inc. under the Escrow Agreement.

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

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

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

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

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares Escrowed	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering⁽¹⁾
John Eckersley Sandy, UT USA	400,000	400,000	12.90%	6.56%
Joshua Bleak Mesa, AZ USA	1,000,000	1,000,000	32.26%	16.39%
Roy Fuller Mesa, AZ USA	500,000	500,000	16.13%	8.20%
Joan Purdy Vancouver, BC Canada	500,000	500,000	16.13%	8.20%
Laara Shaffer Burnaby, BC Canada	100,000	100,000	3.23%	1.64%
Philip Cote Rossland, BC Canada	200,000	200,000	6.45%	3.28%
Eduardo Othon Sahuarita, AZ USA	100,000	100,000	3.23%	1.64%
Monty Madison Gold Canyon, AZ USA	100,000	100,000	3.23%	1.64%
Andrew Bond Mesa, AZ USA	50,000	50,000	1.61%	0.82%
Kenneth Bond Jr. Mesa, AZ USA	100,000	100,000	3.23%	1.64%
Chris Bond Gilbert, AZ USA	50,000	50,000	1.61%	0.82%

Notes:

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

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

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

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

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

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

1. cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or
2. if the Corporation lists on NEX, either
 - (a) cancel all Seed Shares purchased by Non Arm's length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or
 - (b) 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 assets, 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 six months thereafter, until the date which is 36 months after the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with: 5% of the escrowed securities being releasable at the time of the Final Exchange bulletin, 5% on the date which is six months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

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

Escrowed Securities on Private Placement

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

1. 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
2. the private placement is announced concurrently with the Agreement in Principle; and
 - (a) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer;
 - (b) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period; and
 - (c) 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 sets out those persons who own 10% or more of the issued and outstanding Common Shares of the Corporation as of the date hereof:

Name and Municipality of Residence of Shareholder	Common Shares	Type of Ownership	Number of Common Shares Escrowed	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering ⁽¹⁾⁽²⁾
John Eckersley Sandy, UT USA	400,000	Direct	400,000	12.90%	6.56%
Joshua Bleak Mesa, AZ USA	1,000,000	Direct	1,000,000	32.26%	16.39%
Roy Fuller Mesa, AZ USA	500,000	Direct	500,000	16.13%	8.20%
Joan Purdy Vancouver, BC Canada	500,000	Direct	500,000	16.13%	8.20%

Notes:

- (1) Assuming no Common Shares are purchased by these persons under the Offering.
- (2) On a fully diluted basis, assuming the exercise of all of the Agent's Option and all of the options to be granted to the directors and officers of the Corporation pursuant to the Option Plan, John Eckersley would own 566,666 Common Shares, representing approximately 8.10% of the Common Shares of the Corporation after giving effect to the Offering; Joshua Bleak would own 1,166,667 Common Shares, representing approximately 16.67% of the Common Shares of the Corporation after giving effect to the Offering; Roy Fuller would own 666,667 Common Shares, representing approximately 9.52% of the Common Shares of the Corporation after giving effect to the Offering; and Joan Purdy would own 500,000 Common Shares, representing approximately 7.14% of the Common Shares of the Corporation after giving effect to the Offering.

OFFICERS, DIRECTORS AND PROMOTERS

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

The following is a list of the current directors and officers of the Corporation, their municipalities of residence, their current positions with the Corporation, and the number and percentage of Common Shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised:

Name and Municipality of Residence	Positions and Offices Held	Director/Officer Since	Number of Common Shares Held	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Offering ⁽¹⁾⁽²⁾
John Eckersley ⁽³⁾⁽⁴⁾ Sandy, UT USA	CEO, CFO, President, Corporate Secretary and Director	October 19, 2011	400,000	12.90	6.56%
Joshua Bleak ⁽³⁾⁽⁴⁾ Mesa, AZ USA	Director	October 19, 2011	1,000,000	32.26%	16.39%
Roy Fuller ⁽³⁾⁽⁴⁾ Mesa, AZ USA	Director	October 19, 2011	500,000	16.13%	8.20%
Laara Shaffer ⁽⁴⁾ Burnaby, BC	Director	July 11, 2012	100,000	3.23%	1.64%
Total			2,000,000		

Notes:

- (1) Assuming that no Common Shares are purchased by these persons under the Offering.
- (2) On a fully diluted basis, assuming the exercise of all of the Agent's Option and all of the options to be granted to the directors and officers of the Corporation pursuant to the Option Plan, John Eckersley would own 566,666 Common Shares, representing approximately 8.10% of the Common Shares of the Corporation after giving effect to the Offering; Joshua Bleak would own 1,166,667 Common Shares, representing approximately 16.67% of the Common Shares of the Corporation after giving effect to the Offering; Roy Fuller would own 666,667 Common Shares, representing approximately 9.52% of the Common Shares of the Corporation after giving effect to the Offering; and Laara Shaffer would own 200,000 Common Shares, representing approximately 2.86% of the Common Shares of the Corporation after giving effect to the Offering.
- (3) Member of Audit Committee.
- (4) These individuals will be granted options to purchase an aggregate of 600,000 Common Shares. See "Options to Purchase Securities".

The directors of the Corporation are appointed to hold office until the next annual general meeting of the shareholders of the Corporation or until their successors are duly appointed or elected, unless their offices are vacated earlier in accordance with the *Business Corporations Act* (British Columbia).

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

The directors and officers of the Corporation, and their Associates and Affiliates, as a group, beneficially own, directly or indirectly, or exercise control or direction over 2,000,000 Common Shares or 64.52% of the issued and outstanding Common Shares before the Offering. After giving effect to the Offering, such holdings will represent approximately 32.79% of the outstanding Common Shares, assuming no Common Shares are purchased by these persons under the Offering.

John Eckersley (age 53), President, CEO, CFO, Corporate Secretary and Director

Mr. Eckersley is corporate attorney, vice president legal and corporate affairs and a director for Passport Potash, Inc., (TSX: PPI.V). He currently serves as a director for Silver Horn Mining Ltd. He received his B.Sc. and his Juris Doctorate from the University of Utah.

Mr. Eckersley will devote approximately 50% of his time to the affairs of the Corporation.

Joshua Bleak (age 32), Director

Mr. Bleak was previously President of American Energy Fields, Inc., a U.S. publicly traded uranium company. He is President and CEO of Passport Potash, Inc., a Canadian junior mining company developing a potash project in northern Arizona. He is also president of North American Environmental Corp., a consulting company specializing in mining project management, permitting, lobbying and land tenure.

Mr. Bleak will devote approximately 5% of his time to the affairs of the Corporation.

Roy Fuller (age 36), Director

Mr. Fuller has earned a Bachelor of Science in Geology from Brigham Young University, a Master of Science in Geological Sciences from the University of Texas, and a Juris Doctorate from the University of Utah. Mr. Fuller currently serves as a Director for Equinox Exploration Corp.

Mr. Fuller will devote approximately 5% of his time to the affairs of the Corporation.

Laara Shaffer (age 64), Director

Ms. Shaffer has been self employed since 1990. Ms. Shaffer currently holds officer positions with a number of public companies, and serves as a director for Aquila Energy Corp., Passport Potash, Inc., and Pro-Tech Venture Corp.

Ms. Shaffer will devote approximately 5% of her time to the affairs of the Corporation.

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Term
John Eckersley	Passport Potash, Inc.	TSXV	VP Legal and Corporate Affairs	January 2011 – December 2011
	Passport Potash, Inc.	TSXV	Director	July 2011 - Present
	Passport Potash, Inc.	TSXV	Executive Vice President	December 2011 - Present
	Silver Horn Mining Ltd.	OTCBB	Director	July 2011 - Present

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Term
Joshua Bleak	Passport Potash, Inc.	TSXV	Director	April 2010 - Present
	Equinox Exploration Corp.	TSXV	President and Director	December 2010 - Present
Roy Fuller	Equinox Exploration Corp.	TSXV	Director	September 2011 - Present
Laara Shaffer	Aquila Energy Corp.	TSXV	Director and Corporate Secretary	November 1997 – Present
	Compass Gold Corporation	TSXV – NEX	Director, CFO	January 2008 – October 2009
	Copper Reef Mining Corporation	CNSX	Corporate Secretary	September, 2006 - Present
	Equinox Exploration Inc.	TSXV	Director CFO	Nov 1996 – June 2010 June 2010 - Present
	GoldQuest Mining Corp.	TSXV	Corporate Secretary	March 2007 – June 2009
	Montello Resources Ltd.	TSXV	Corporate Secretary	September 2007 – June 2010
	Newton Gold Corp.	TSXV	Corporate Secretary	November 2011 – Present
	Oronova Resource Corp.	TSXV	President & Director	March 2003 – January 2012
	Passport Potash Inc.	TSXV	Director CFO & Corporate Secretary	May 1997 – February 2012 June 2012 - Present May 1997 – Present
	Pro-Tech Venture Corp.	TSXV	Director & Corporate Secretary	January 1997 – Present
	Silver Sun Resources Corp.	TSXV	Corporate Secretary	November, 2011 – Present
	Yale Resources Ltd.	TSXV	Corporate Secretary	May 2006 - Present

Corporate Cease Trade Orders or Bankruptcies

Except as set-out below, no director, officer, Insider or Promoter of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is or has within the ten years before the date of this prospectus been a director, officer, Insider or Promoter of any issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days or became a 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.

John Eckersley, a director and officer of the Corporation, was a director of Silver Horn Mining Ltd. ("Silver Horn") during which time Silver Horn was subject to a cease trade order, issued by the British Columbia Securities Commission on February 1, 2012. The order was issued as a result of a failure to file required documents on SEDAR, as required by BC Instrument 51-509, and is still in effect. As of the date of this Prospectus, Mr. Eckersley remains a director of Silver Horn.

Laara Shaffer, a director of the Corporation, was a director of Equinox Exploration Inc. (formerly "Consolidated Dencam Development Corp.") ("Equinox"), during which time Equinox was subject to cease trade orders issued by the British Columbia and Alberta Securities Commissions on June 3, 2003 and July 18, 2003, respectively. The orders were issued as a result of a failure to file the required financial statements. The order issued in British Columbia was subsequently revoked on January 16, 2009, and in Alberta on January 9, 2009.

Penalties or Sanctions

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

Personal Bankruptcies

Except as set out below, no director, officer, Insider or Promoter of the Corporation, or any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such persons, has, within the ten years preceding the date of this 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.

John Eckersley, a director and officer of the Corporation, was subject to a personal bankruptcy which was discharged on October 20, 2006.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, Insiders and Promoters of the Corporation may be subject in connection with the operations of the Corporation. All of the directors, officers, Insiders and Promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in

order to close a Qualifying Transaction. Accordingly, situations may arise where all of the directors, officers, Insiders and Promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia).

Executive Compensation

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

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

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). However, 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 Corporation have also been granted stock options pursuant to the Option Plan.

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

PROMOTER

John Eckersley is the Promoter of the Corporation, in that he took the initiative in founding the Corporation. Mr. Eckersley directly holds 400,000 Common Shares (representing 12.90% of the outstanding common shares before the Offering) and 166,666 options.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 25.4% or \$0.025 per Common Share on the basis of there being 6,100,000 Common Shares of the Corporation issued and outstanding following completion of the 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 of this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

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

1. the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
2. investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
3. the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "Conflicts of Interest";
4. assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 25.4% or \$0.025 per Common Share;
5. there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;
6. until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
7. the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;
8. even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
9. Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;
10. unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;
11. upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to

trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

12. trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;
13. the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing;
14. neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
15. in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
16. the Qualifying Transaction may be financed in whole or in part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and
17. subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan.

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

LEGAL PROCEEDINGS

The Corporation is not currently a party to any legal proceedings, nor is the Corporation currently contemplating any legal proceedings. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

Joan Purdy, a shareholder of the Corporation, is also a shareholder of Jordan Ventures Ltd., the parent company of the Agent.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by ASKD, on behalf of the Corporation, and by GPW, on behalf of the Agent.

No Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or shall receive a direct or indirect interest in the property of the

Corporation or any Associate or Affiliate of the Corporation; and as at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Davidson & Company LLP, Chartered Accountants of 1200 – 609 Granville Street, Vancouver, British Columbia V7Y 1G6.

Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9 is the transfer agent and registrar for the Corporation's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Each of the directors and officers of the Corporation has acquired Common Shares of the Corporation. See "Principal Shareholders".

MATERIAL CONTRACTS

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

1. Agency Agreement dated as of August 15, 2012 between the Corporation and the Agent. See "Plan of Distribution".
2. Escrow Agreement dated July 11, 2012 among the Corporation, Computershare Investor Services Inc., and those shareholders that executed such agreement. See "Escrowed Securities".
3. Transfer Agent and Registrar Agreement dated February 27, 2012 between the Corporation and Computershare Investor Services Inc.
4. Incentive Stock Option Plan dated February 27, 2012.
5. Incentive Stock Option Agreements dated July 17, 2012 between the Corporation and each of John Eckersley, Joshua Bleak, Roy Fuller and Laara Shaffer.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at Suite 1600, 609 Granville Street, Vancouver, BC V7Y 1C3 during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

There is no other material fact relating to the securities to be offered hereunder not disclosed elsewhere in this prospectus.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia, Alberta and Ontario provide purchasers with the right to withdraw from an agreement to purchase securities. The right may be exercised within two

business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

ELIGIBILITY FOR INVESTMENT

In the opinion of Legacy Tax & Trust Lawyers, special tax counsel to the Corporation, based on the provisions of the *Income Tax Act* (Canada) (the "Tax Act"), and the regulations thereunder in force as of the date hereof and the proposals to amend the Tax Act and the regulations thereunder publicly announced by the Minister of Finance (Canada) prior to the date hereof, provided that the Common Shares are listed on a "designated stock exchange" (as defined in the Tax Act and which includes the Exchange) or are or deemed to be shares of a "public corporation" (as that term is defined in the Tax Act) at the time of issuance upon closing of the Offering, the Common Shares will be "qualified investments" under the Tax Act for trusts governed by registered retirement savings plans ("RRSPs"), registered retirement income funds ("RRIFs"), deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts ("TFSA") as defined in the Tax Act (collectively, the "Plans").

The Shares are not currently listed on a designated stock exchange and the Corporation is not currently a "public corporation", as that term is defined in the Tax Act. The Corporation will elect to be a public corporation in its first income tax return, and will file the income tax return by its first filing due date if the Common Shares are listed on a "designated stock exchange" on or before that date. Under those circumstances, a duly filed election after the Common Shares are listed on the TSXV will result in the Common Shares being a qualified investment at the time of closing of the Offering.

If the Corporation is unable to make the public corporation election noted above because the Common Shares are not listed on a "designated stock exchange" on or before Corporation's first filing due date, then the Corporation will apply to list the Shares on the Exchange as of the day before closing of the Offering, followed by an immediate halt in trading, to be lifted after the closing. In this case, the Corporation will rely on the Exchange to list the Common Shares on the Exchange prior to the issuance of the Shares and otherwise proceed in the manner described above to render the Shares to be listed on a designated stock exchange within the meaning of the Tax Act for the Plans at the time of issuance. If the Exchange does not proceed as anticipated and described above, and a valid public corporation election is not made as contemplated above, the Shares will not be a "qualified investment" for the Plans at the time of issuance.

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

Prospective purchasers who intend to hold Common Shares in their TFSA, RRSP or RRIF should consult their own tax advisors regarding their particular circumstances.

AUDITOR'S CONSENT

We have read the prospectus of Scorpion Resources Inc. (the "Company") dated August 15, 2012 relating to the sale and issue of 3,000,000 common shares at \$0.10 per share of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above mentioned prospectus of our report to the directors of the Company as at June 30, 2012 and March 31, 2012 and the statements of operations and comprehensive loss, statements of changes in equity and statements of cash flows for the three month period ended June 30, 2012 and from the period from incorporation on October 19, 2011 to March 31, 2012. Our report is dated August 15, 2012.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Accountants

August 15, 2012



SCORPION RESOURCES INC.

FINANCIAL STATEMENTS

JUNE 30, 2012 AND MARCH 31, 2012

INDEPENDENT AUDITORS' REPORT

To the Directors of
Scorpion Resources Inc.

We have audited the accompanying financial statements of Scorpion Resources Inc., which comprise the statement of financial position as at June 30, 2012 and March 31, 2012, and the statements of comprehensive income, statement of changes in equity and statement of cash flows for the three month period ended June 30, 2012 and from incorporation on October 19, 2011 to March 31, 2012, 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 audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Scorpion Resources Inc. as at June 30, 2012 and March 31, 2012 and the results of its operations and its cash flows and for the three months ended June 30, 2012 for the period from incorporation on October 19, 2011 to March 31, 2012 then ended in accordance with International Financial Reporting Standards.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Accountants

August 15, 2012



SCORPION RESOURCES INC.
STATEMENT OF FINANCIAL POSITION
AS AT

	June 30, 2012	March 31, 2012
ASSETS		
Current		
Cash	\$ 131,017	\$ 138,770
Non-current		
Deferred charges	<u>16,200</u>	<u>16,200</u>
Total assets	<u>\$ 147,217</u>	<u>\$ 154,970</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accrued liabilities	<u>\$ 5,000</u>	<u>\$ 5,000</u>
Total liabilities	5,000	5,000
Shareholders' equity		
Capital stock (Note 4)	155,000	155,000
Deficit	<u>(12,783)</u>	<u>(5,030)</u>
Total shareholder's equity	<u>142,217</u>	<u>149,970</u>
Total liabilities and shareholder's equity	<u>\$ 147,217</u>	<u>\$ 154,970</u>

Nature and continuance of operations (Note 1)

Subsequent events (Note 8)

On behalf of the Board:

<u>“John Eckersley”</u>	Director	<u>“Roy Fuller”</u>	Director
John Eckersley		Roy Fuller	

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

SCORPION RESOURCES INC.
STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS

	Three Month Period Ended June 30, 2012	Period from Incorporation on October 19, 2011 to March 31, 2012
<hr/>		
EXPENSES		
Filing and interest expense	\$ 7,753	\$ 30
Professional fees	<u>-</u>	<u>5,000</u>
Loss and comprehensive loss	\$ (7,753)	\$ (5,030)
<hr/>		
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)
<hr/>		
Weighted average number of common shares outstanding (Note 3)	-	-

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

SCORPION RESOURCES INC.
STATEMENT OF CHANGES IN EQUITY
AS AT JUNE 30, 2012

	Capital Stock			Total Shareholders' Equity
	Shares	Amount	Deficit	
Balance, October 19, 2011 (incorporation)				
Common shares issued at \$0.05	3,100,000	\$ 155,000	\$ -	\$ 155,000
Loss and comprehensive loss	<u>-</u>	<u>-</u>	<u>(5,030)</u>	<u>(5,030)</u>
Balance, March 31, 2012	3,100,000	155,000	(5,030)	149,970
Loss and comprehensive loss	<u>-</u>	<u>-</u>	<u>(7,753)</u>	<u>(7,753)</u>
Balance, June 30, 2012	3,100,000	\$ 155,000	\$ (12,783)	\$ 142,217

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

SCORPION RESOURCES INC.
STATEMENT OF CASH FLOWS

	Three Month Period Ended June 30, 2012	Period from Incorporation on October 19, 2011 to March 31, 2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (7,753)	\$ (5,030)
Changes in non-cash working capital items:		
Accrued liabilities	<u>-</u>	<u>5,000</u>
Net cash used in operating activities	(7,753)	(30)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from the issuance of share capital	-	155,000
Deferred financing costs	<u>-</u>	<u>(16,200)</u>
Net cash provided by financing activities	<u>-</u>	<u>138,800</u>
Increase (decrease) in cash for the period	(7,753)	138,770
Cash, beginning of period	<u>138,770</u>	<u>-</u>
Cash, end of period	<u>\$ 131,017</u>	<u>\$ 138,770</u>
Cash paid during the period for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid during the period for income taxes	<u>\$ -</u>	<u>\$ -</u>

There were no significant non-cash investing or financing transactions during the three month period ended June 30, 2012 and from the period from incorporation on October 19, 2011 to March 31, 2012.

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Scorpion Resources Inc. (the "Company") is in the process of completing an Initial Public Offering ("IPO") to be classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. 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 was incorporated as a private company by Certificate of Incorporation issued pursuant to the provisions of the *British Columbia Business Corporations Act* on October 19, 2011.

The Company's head office and registered and records office address is 1600 – 609 Granville Street, Vancouver, B.C., V7Y 1C3.

The statement of financial position of the Company is presented in Canadian dollars, which is the functional currency of the Company.

These financial statements are authorized for issue by the Board of Directors on August 15, 2012.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") 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. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The Company's continuing operations are dependent upon its ability to identify, evaluate and negotiate an agreement to acquire an interest in a material asset or business with 24 months of listing on the TSX-V (Note 8). Any acquisition or investment proposed by the Company will be subject to regulatory approval.

2. BASIS OF PREPARATION

These financial statements have been prepared using accounting policies consistent with IFRS. The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

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

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) Estimates used in the calculation of share-based payments and the valuation of warrants.
- ii) The valuation allowance applied to deferred tax assets.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

The Company considers cash and cash equivalents to include cash on deposit, cash held in trust, highly liquid short term interest bearing variable rate Guaranteed Investment Certificates, and Bankers' Acceptance Papers.

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.

Share-based payments

The Company uses the fair value method whereby the Company recognizes compensation costs for the granting of all stock options and direct awards of stock based on its fair value over the period of vesting. Any consideration paid by the option holders to purchase shares is credited to capital stock.

Foreign exchange

The Company's functional and reporting currency is the Canadian dollar. Transactions denominated in other currencies are translated into their Canadian dollar equivalents at exchange rates prevailing at the transaction date. Carrying values of monetary assets and liabilities denominated in foreign currencies are adjusted at the statement of financial position date to reflect exchange rates prevailing at that date. Non-monetary assets and liabilities are translated at historical exchange rates. Gains and losses on translation are included in determining net loss for the period.

Income taxes

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

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Income taxes (cont'd)

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

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. There are no shares outstanding as at March 31, 2012, as they have been excluded from the weighted average number of shares because they are contingently returnable.

Comprehensive loss

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) and represents the change in shareholders' equity which results from transactions and events from sources other than the Company's shareholders. For the periods presented, comprehensive loss includes holding gains and losses from financial instruments classified as available-for-sale.

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss.

3. **SIGNIFICANT ACCOUNTING POLICIES** (cont'd...)

Financial instruments (cont'd...)

Financial assets (cont'd...)

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Other financial liabilities: This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

The Company has classified its cash as fair value through profit and loss, and receivables are classified as loans and receivables. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

Financial instruments measured at fair value are classified into one of three levels in a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – 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 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

See Note 6 for relevant disclosures.

New accounting pronouncements

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

New accounting pronouncements (cont'd...)

Accounting Standards Issued and Effective January 1, 2012

IAS 12 – *Income Taxes (Amended)* (“IAS 12”), introduces an exception to the general measurement requirements of IAS 12 in respect of investment properties measured at fair value.

IFRS 7 – *Financial instruments: Disclosures (Amended)* require additional disclosures on transferred financial assets.

Accounting Standards Issued and Effective January 1, 2013

IFRS 9 *Financial Instruments* replaces the current standard IAS 39 *Financial Instruments: Recognition and Measurement*, replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value.

IFRS 10 *Consolidated Financial Statements* establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 supersedes IAS 39, *Financial Instruments: Recognition and Measurement*.

IFRS 11 *Joint Arrangements* establishes the core principle that a party to a joint arrangement determines the type of joint arrangement in which it is involved by assessing its rights and obligations and accounts for those rights and obligations in accordance with that type of joint arrangement.

IFRS 12 *Disclosure of Involvement with Other Entities* requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

IFRS 13 *Fair Value Measurement* defines fair value, sets out in a single IFRS framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 applies when another IFRS requires or permits fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except for: share-based payment transactions within the scope of IFRS 2 *Share-based Payment*; leasing transactions within the scope of IAS 17 *Leases*; measurements that have some similarities to fair value but that are not fair value, such as net realizable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

IAS 27 *Separate Financial Statements* has the objective of setting standards to be applied in accounting for investments in subsidiaries, joint ventures, and associates when an entity elects, or is required by local regulations, to present separate (non-consolidated) financial statements.

IAS 28 *Investments in Associates and Joint Ventures* prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, an investee (associate or joint venture).

SCORPION RESOURCES INC.
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2012

4. CAPITAL STOCK

Authorized:

Unlimited common shares with no par value

Issuances:

There were no capital stock transactions during the three month period ended June 30, 2012.

During the period ended March 31, 2012, the Company issued 3,100,000 common shares at \$0.05 per share for proceeds of \$155,000. The 3,100,000 common shares are held in escrow until completion of the Company's Qualifying Transaction and the issuance of the Final Exchange Bulletin (as such terms are defined in the TSX Venture Exchange policies), at which time the shares will be released in stages.

Stock options

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock, less an applicable discount, as calculated on the date of grant. The options can be granted for a maximum term of 10 years and vest at the discretion of the board of directors.

There were no stock options issued during the three month period ended June 30, 2012.

During the period ended March 31, 2012, the Company issued 600,000 stock options to the Company's directors and officers. The stock options are exercisable at \$0.10 expiring five years from the date that the Company's shares are listed for trading on the TSX Venture Exchange.

5. INCOME TAXES

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

	Three Month Period Ended June 30, 2012	Period From Incorporation on October 19, 2011 to March 31, 2012
Loss before income taxes	\$ (7,753)	\$ (5,030)
Expected income tax recovery	\$ (2,055)	\$ (1,350)
Financing costs	(860)	(860)
Unrecognized benefit of non-capital losses	<u>2,915</u>	<u>2,210</u>
Net income tax recovery	\$ -	\$ -

SCORPION RESOURCES INC.
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2012

5. INCOME TAXES (cont'd...)

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

	June 30, 2012	March 31, 2012
Future income tax asset:		
Non-capital loss carry forwards	\$ 3,200	\$ 1,250
Financing costs	<u>4,050</u>	<u>4,050</u>
	<u>7,250</u>	<u>5,300</u>
Less: valuation allowance	<u>(7,250)</u>	<u>(5,300)</u>
Net future income tax assets	<u>\$ -</u>	<u>\$ -</u>

The Company has non-capital losses carried and financing costs forward for income tax purposes of approximately \$29,000 which can be applied against future years' taxable income. These losses will expire through to 2032. Future tax benefits which may arise as a result of these non-capital losses have been offset by a valuation allowance and have not been recognized in these financial statements.

6. FINANCIAL INSTRUMENTS

Fair value

Cash is carried at fair value using a level 1 fair value measurement. The recorded value of the accounts payable and accrued liabilities approximate their fair values due to their demand nature and their short term to maturity.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its positive working capital position.

6. FINANCIAL INSTRUMENTS (cont'd...)

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, and accounts payable and accrued liabilities that are denominated in a foreign currency. As at June 30, 2012 and March 31, 2012, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant.

Price risk

The Company has limited exposure to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities.

7. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity. As at June 30, 2012, the Company's shareholders' equity was \$142,217 and there was no long term debt outstanding. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital.

8. SUBSEQUENT EVENTS

Subsequent to the period ended June 30, 2012, the Company:

- i) filed a prospectus, offering 3,000,000 common shares at a price of \$0.10 per share (the "Offering") by way of an IPO pursuant to Policy 2.4 "Capital Pool Companies" of the TSX-V. A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent will also be paid an administrative fee of \$10,000 (plus HST) and will be reimbursed by the Company for its expenses and legal fees plus disbursements. The Agents will also be granted agents' options to purchase up to 10% common shares at a price of \$0.10 per common share, exercisable for a period of 24 months from the date of listing of the common shares on the TSX-V. The gross proceeds from the sale of securities will be restricted whereby the Company cannot spend more than the lesser of 30% or \$210,000 until the completion of a Qualifying Transaction for purposes other than to identify and evaluate assets or businesses and obtain shareholder approval for a proposed Qualifying Transaction if necessary.

CERTIFICATE OF THE CORPORATION

Date: August 15, 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 each of the Provinces of British Columbia, Alberta and Ontario.

/s/ "John Eckersley"

John Eckersley
CEO, CFO, President, Corporate Secretary
and Director

ON BEHALF OF THE BOARD

/s/ "Joshua Bleak"

Joshua Bleak
Director

/s/ "Roy Fuller"

Roy Fuller
Director

CERTIFICATE OF THE PROMOTER

Dated: August 15, 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 each of the Provinces of British Columbia, Alberta and Ontario.

/s/ John Eckersley

John Eckersley
Promoter

CERTIFICATE OF THE AGENT

Dated: August 15, 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 each of the provinces of British Columbia, Alberta and Ontario.

JORDAN CAPITAL MARKETS INC.

Per:

/s/ "Mark Redcliffe"

Mark Redcliffe
President & CEO