

**AMENDED AND RESTATED PROSPECTUS**  
**Amending and restating the prospectus dated March 20, 2013**

*This amended and restated 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.*

INITIAL PUBLIC OFFERING

April 1, 2013

**HOLLAND GLOBAL CAPITAL CORPORATION**  
**(a Capital Pool Company)**

**\$400,000**

**4,000,000 Common Shares**

**Price: \$0.10 per Common Share**

**Minimum Subscription (per subscriber): \$100 (1,000 Common Shares)**  
**Maximum Subscription (per subscriber): \$8,000 (80,000 Common Shares)**

The purpose of this offering (the "Offering") is to provide Holland Global Capital Corporation (the "Corporation") with funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "Exchange") and, in the case of a Non Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Policy 2.4 of the Exchange (the "CPC Policy"). The Corporation is a capital pool company (a "CPC"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. The Corporation currently intends to pursue a Qualifying Transaction through the acquisition of real property and the reorganization into a real estate investment trust by way of a plan of arrangement. This prospectus also qualifies for distribution the Agent's Options (as hereafter defined), and options to purchase an aggregate of 4,050,000 Common Shares, to the directors and officers of the Corporation. See "Options to Purchase Securities".

This Offering is made on a commercially reasonable best efforts basis by Laurentian Bank Securities Inc. (the "Agent") on behalf of the Corporation for total gross proceeds to the Corporation of \$400,000. The offering price of the Common Shares was determined arbitrarily by the directors of 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 hereafter defined).

	<b>Common Shares</b>	<b>Price to Public</b>	<b>Agent's Commissions<sup>(1)</sup></b>	<b>Net Proceeds to Corporation<sup>(2)</sup></b>
Per Common Share	1	\$ 0.10	\$ 0.006	\$ 0.094
Total Offering	4,000,000	\$ 0.10	\$ 24,000	\$376,000

Notes:

- (1) A commission of 6% of gross proceeds will be paid to the Agent. The Agent will also be reimbursed by the Corporation for its legal fees estimated at \$20,000 and its expenses. In addition, the Corporation will also issue the Agent's Options referred to below. See "Plan of Distribution - Agency Agreement and Agent's Compensation".
- (2) Before deducting the additional costs of this issue estimated at \$125,000 which include legal fees, audit fees, listing fees and other expenses of or payable by the Corporation. "Use of Proceeds".
- (3) A total of 4,000,000 Common Shares are qualified for distribution hereunder. In addition, this prospectus qualifies for distribution the Agent's Options to purchase up to 400,000 Common Shares and the options to be issued on the closing date of the Offering to the directors and officers of the Corporation to purchase up to a total of 4,050,000 Common Shares. See "Plan of Distribution" and "Description of Share Capital - Options to Purchase Securities".

Pursuant to the Agency Agreement, the Agent will be granted non-transferable options (the "Agent's Options") to purchase, in aggregate, 400,000 Common Shares at a price of \$0.10 per Common Share expiring 24 months from the date the Common Shares are listed on the Exchange. The Agent's Options are qualified for distribution under this prospectus.

## **Market for Securities**

The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Options 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 a receipt for the preliminary prospectus is issued by the Ontario Securities Commission (the "Commission") and the time the Common Shares are listed for trading, except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

## **Risk Factors**

**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".**

The Corporation was only recently incorporated, owns no assets other than cash, has no record of earnings and has not entered into an Agreement in Principle (as hereafter defined) with respect to a potential acquisition. The proposed business of the Corporation involves a degree of risk and there is no assurance that the Corporation will identify assets or businesses which warrant acquisition or participation. Moreover, if a potential asset or business is identified and an acquisition or participation therein is warranted, additional funds may be required and there is no assurance that the Corporation will be able to obtain such financing. Subscribers hereunder will experience immediate dilution of approximately 12.3% or \$0.0123 per share based on gross proceeds of Offering, prior to deduction of selling commissions and related expenses. An acquisition financed by the issuance of additional Common Shares may result in further dilution and a change of control of the Corporation. In the event the Corporation identifies and completes the acquisition of a corporation, real property or other assets located outside of Canada, it may be difficult or impossible to effect service or notice to commence legal proceedings on any directors, officers and experts located outside of Canada. It may not be possible to enforce, against such persons or such corporation, judgments obtained in Canadian courts predicated on the civil liability provisions of the applicable securities laws in Canada. For these reasons, an investment herein is suitable only to those investors who are willing to rely solely on the management of the Corporation and who can afford to lose all of their investment. See – "Business of the Corporation", "Capitalization and Dilution" and "Risk Factors".

**The Corporation currently intends to pursue a Qualifying Transaction through the acquisition of real property and the reorganization into a real estate investment trust by way of a plan of arrangement, however there is no assurance that the Qualifying Transaction will involve the acquisition of Significant Assets in the real estate sector or that a reorganization of the Corporation into a real estate investment trust will occur.**

The Exchange may suspend from trading or delist the Common Shares of the Corporation if the Corporation fails to complete a Qualifying Transaction (as hereafter defined) within twenty-four (24) months following the date the Common Shares are listed on the Exchange. Suspension from trading of the Common Shares may, and delisting of the Common Shares will, result in the Commission issuing an interim cease trade order against the Corporation. In addition, delisting of the Common Shares will result in the cancellation of all of the currently issued and outstanding shares of the Corporation held by insiders.

## **Maximum Investment**

This Offering is subject to the CPC Policy and the securities laws of the Provinces of Ontario, Manitoba, Saskatchewan, Alberta and British Columbia. Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, that being 80,000 Common Shares. 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% of the total number of Common Shares offered under this prospectus, that being 160,000 Common Shares.

The minimum subscription is for 1,000 Common Shares (\$100).

The Common Shares offered hereunder are offered on a "commercially reasonable best efforts" basis by Laurentian Bank Securities Inc. as agent of the Corporation, in accordance with the conditions referred to under "Plan of Distribution" and subject to approval of certain legal matters by Cassels Brock & Blackwell LLP on behalf of the Corporation, and the approval of certain legal matters by Aikins, MacAulay & Thorvaldson LLP on behalf of the Agent.

**Receipt for Subscriptions**

Subscriptions will be received subject to rejection or allotment in whole or in part, and the right is reserved to close 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 of this Offering. This Offering is expected to close on or about April 5, 2013. The latest date that this Offering will remain open is 90 days from the issuance of the receipt for this prospectus.

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## GLOSSARY

### Definitions

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

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

- (a) one of them is the subsidiary of the other, or
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Company is “controlled” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

- (a) a Company controlled by that Person, or
- (b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

“**Agency Agreement**” means the amended and restated agency agreement dated as of April 1, 2013 between the Corporation and the Agent.

“**Agent**” means Laurentian Bank Securities Inc.

“**Agent’s Options**” means the non-transferable options to be granted by the Corporation to the Agent and any sub-agents entitling the Agent and any sub-agents to purchase up to 400,000 Common Shares at a price of \$0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange.

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

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

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

“**Associate**” when used to indicate a relationship with a person or corporation, means:

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

but

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

“**Common Shares**” means the 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 the Final Exchange Bulletin is issued by the Exchange.

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

“**Corporation**” means Holland Global Capital Corporation, a corporation incorporated under the *Business Corporations Act* (Ontario), having its registered office in the City of Mississauga, Ontario.

“**CPC**” means a corporation:

- (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and
- (b) in regard to which the Final Exchange Bulletin has not yet been issued. “CPC Policy” means Policy 2.4 of the Exchange.

“**Escrow Agent**” means Equity Financial Trust Company in its capacity as escrow agent under the Escrow Agreement.

“**Escrow Agreement**” means the agreement to be entered into among the Corporation, the Escrow Agent and those shareholders identified under “Escrowed Securities”.

“**Exchange**” means the TSX Venture Exchange Inc.

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

**“Insider”** if used in relation to an issuer, means:

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

**“Majority of the Minority Approval”** means the approval of the Qualifying Transaction by the majority of the votes cast by shareholders at a properly constituted meeting of the common shareholders of the CPC, 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.

**“Non Arm’s Length Party”** means, in relation to a corporation, an officer, director, other Insider or Control Person of that corporation and any Associates or Affiliates of any of such persons and, in relation to an individual, means any Associate of the individual or any corporation of which the individual is an officer, director, Insider or Control Person.

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

**“Non Arm’s Length Qualifying Transaction”** means a proposed Qualifying Transaction where the same party or parties of their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are the subject of the proposed Qualifying Transaction.

**“Person”** means a Company or individual.

**“Principal”** means:

- (a) a person or company who acted as a promoter of the issuer within two years or their respective Associates or Affiliates, before the initial public offering (“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 or corporation 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; or
- (d) a 10% holder - a person or corporation 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, securities that may be issued to the holder under outstanding convertible securities are included in both the holder's securities and the total securities outstanding.

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

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

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

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

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

**"Sponsor"** has the meaning specified in 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.

**"TSX"** means the Toronto Stock Exchange.

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

**"Voting Shares"** means a security of an issuer that:

- (a) is not a debt security; and
- (b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

## 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.*

<b>BUSINESS OF THE CORPORATION:</b>	<p>The principal business of the Corporation will be the identification and evaluation of assets or businesses for the purpose of completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. An acquisition financed by the issuance of additional Common Shares could result in a change in control of the Corporation and may cause the shareholders' interests in the Corporation to be reduced. It is the Corporation's current intention to identify and acquire real property and effectively reorganize into a real estate investment trust by way of a plan of arrangement in connection with its Qualifying Transaction. See "Business of the Corporation."</p>										
<b>OFFERING:</b>	<p>A total of 4,000,000 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 Options to purchase, in aggregate, up to 400,000 Common Shares at a price of \$0.10 per Common Share which will be exercisable for a period of 24 months from the date the Common Shares are listed on the Exchange, which options are also qualified for distribution under this prospectus. The Corporation also intends to grant options on the closing date of the Offering to purchase up to 4,050,000 Common Shares to directors and officers of the Corporation. The options to be granted to directors and officers are also qualified for distribution under this prospectus.</p>										
<b>USE OF PROCEEDS:</b>	<p>The net proceeds to the Corporation will be approximately \$251,000 (\$400,000 minus Agent's commission of \$24,000 and additional expenses of approximately \$125,000). The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with the 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 the 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 and \$210,000 may be used for purposes other than evaluating business or assets. Until Completion of the Qualifying Transaction, neither the Corporation nor any party on behalf of the Corporation will engage the services of any person to provide investor relations activities or market making services.</p>										
<b>DIRECTORS AND MANAGEMENT:</b>	<table><tr><td>Kursat Kacira</td><td>Chief Executive Officer and Director</td></tr><tr><td>Kimberly Tam</td><td>Chief Financial Officer and Secretary</td></tr><tr><td>Nick Kanji</td><td>Director</td></tr><tr><td>Sean Nakamoto</td><td>Director</td></tr><tr><td>Paul Simcox</td><td>Director</td></tr></table>	Kursat Kacira	Chief Executive Officer and Director	Kimberly Tam	Chief Financial Officer and Secretary	Nick Kanji	Director	Sean Nakamoto	Director	Paul Simcox	Director
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<b>ESCROW:</b>	<p>29,500,000 of the issued and outstanding Common Shares of the Corporation have been or will be 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.</p>										
<b>RISK FACTORS:</b>	<p>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</p>										

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. 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 experience immediate dilution of approximately 12.3% or \$0.0123 per share based on gross proceeds of the Offering, prior to deduction of selling commissions and related expenses. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses for the purposes of 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 CPC will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a corporation, real property or other 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.

## THE CORPORATION

The Corporation was incorporated under the name “Holland Global Capital Corporation” by Certificate of Incorporation dated January 15, 2013 issued pursuant to the provisions of the *Business Corporations Act* (Ontario).

The head and registered office of the Corporation is located at 2425 Matheson Blvd. East, Suite 791, Mississauga, Ontario, L4W 5K4.

## BUSINESS OF THE CORPORATION

### Preliminary Expenses

The Corporation has not expended any funds to date but will be incurring additional costs and expending funds as the Offering progresses. Certain of the proceeds of the Offering may be utilized to satisfy the obligations of the Corporation relating to the Offering, including the fees and expenses of its auditors, legal counsel and the Agent’s legal counsel. See “Use of Proceeds”.

### History and Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate business 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 through the acquisition of real property but there is no assurance that the Qualifying Transaction will involve the acquisition of Significant Assets in the real estate sector. The Corporation currently intends to effectively reorganize into a real estate investment trust by way of a plan of arrangement in connection with its Qualifying Transaction, however there is no assurance that this will occur.

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

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

### Method of Financing

The Corporation may use cash, bank financing, the issuance of treasury shares, a public financing of debt or equity, or any combination of the foregoing, 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 a shareholder’s interest in the Corporation to be further diluted.**

### Criteria for a Qualifying Transaction

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 having regard to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### Filings and Shareholder Approval of the 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 applicable 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/Form 3B2. Upon acceptance by the Exchange, the Corporation must then either:

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

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

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

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

### **Initial Listing Requirements**

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

### **Trading Halts, Suspensions and Delisting**

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

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

- (a) the unacceptable nature of the business of the Resulting Issuer, or

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

A trading halt may also be imposed by the Exchange where the Corporation fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the CPC fails to file post-meeting or filing 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 CPC within twenty-four (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 of the date of 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 "Business of the Corporation – Filings and Shareholder Approval of the Qualifying Transaction".

### **Refusal of Qualifying Transaction**

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

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

### **USE OF PROCEEDS**

#### **Proceeds and Principal Purposes**

The Corporation has received gross proceeds of \$500,000 from the sale of 10,000,000 Common Shares (the "**Seed Shares**") at a price of \$0.05 per Common Share of the Corporation, prior to the date of this prospectus from its seed financing. The Corporation also received gross proceeds of \$2,650,000 from the sale of 26,500,000 Common Shares (the "**Private Placement Shares**") at a price of \$0.10 per Common Share of the Corporation, prior to the date of this prospectus from a private placement. The Corporation will receive gross proceeds of \$400,000 for this Offering from the sale of Common Shares pursuant to this prospectus.

The Corporation expects to incur total costs of approximately \$149,000 for this Offering relating to the issuance of Common Shares pursuant to this prospectus, including the Agent's commission of \$24,000. The Corporation expects to have a total of \$3,401,000 available to it from the sale of Common Shares under this prospectus and from prior sales of Common Shares, after deduction of expenses of the Offering.

Offering proceeds will be utilized to satisfy the obligations of the Corporation related to this Offering, including the payment of Agent's commission and expenses and the fees and expenses of the Corporation's auditors, legal counsel, and the Agent's legal counsel.

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:

<b>Item</b>	<b>Amount</b>
Gross cash proceeds raised prior to this Offering (Seed Shares) <sup>(1)</sup>	\$500,000
Expenses and costs relating to raising Seed Share proceeds	Nil <sup>(2)</sup>
Gross cash proceeds raised prior to this Offering (Private Placement Shares) <sup>(1)</sup>	\$2,650,000
Expenses and costs relating to raising Private Placement Share proceeds	Nil <sup>(2)</sup>
<b>Total cash proceeds raised prior to this Offering</b>	<b>\$3,150,000</b>
<b>Total prior expenses and costs prior to this Offering</b>	<b>Nil<sup>(2)</sup></b>
Gross cash proceeds to be raised pursuant to this Offering <sup>(3)</sup>	\$400,000
Estimated expenses and costs of this Offering <sup>(4)</sup>	\$149,000
<b>Estimated funds available upon completion of the Offering<sup>(3)</sup></b>	<b>\$251,000</b>
Funds available for identifying and evaluating assets or business prospects <sup>(3)(5)</sup>	\$3,401,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	\$60,000
<b>Total Net Proceeds</b>	<b>\$3,341,000</b>

Notes:

(1) See "Prior Sales".

(2) No issue costs have been allocated towards the issuance of these shares. See the Corporation's Balance Sheet as at February 8, 2013.

(3) In the event the directors or officers exercise their options and the Agents exercise the Agent's Options, there will be available to the Corporation a maximum of an additional \$445,000 which will be added to the working capital of the Corporation. There is no assurance that any of these options or Agent's Options will be exercised.

(4) Includes Agent's commission, legal fees of the Corporation and the Agent, audit fees, listing fees and expenses.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire amount available for identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

Until required for the Corporation's purposes, the proceeds will 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 from any prior sales 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 Related Parties", the gross proceeds realized from the sale of all securities issued by the Corporation will be used by

the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

- (i) valuations or appraisals;
- (ii) business plans;
- (iii) feasibility studies and technical assessments;
- (iv) sponsorship reports;
- (v) engineering or geological reports;
- (vi) financial statements, including audited financial statements;
- (vii) fees for legal and accounting services; and
- (viii) Agent's fees, costs and commissions,

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

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. 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 and \$210,000 can 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:

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



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 the 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 a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to a 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:

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

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

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

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

## **PLAN OF DISTRIBUTION**

### **Agency Agreement and Agent's Compensation**

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale, on a commercially reasonable best efforts basis to the public, 4,000,000 Common Shares at a price of \$0.10 per Common Share, for gross proceeds of \$400,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 6% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay the Agent's legal fees, estimated at \$20,000, together with taxes and disbursements.

The Corporation has also agreed to grant to the Agent, and any sub-agents, as directed by the Agent, non-transferable Agent's Options which entitles the Agent and any sub-agents to purchase up to 400,000 Common Shares at a price of \$0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange. The Agent's Options are qualified under this prospectus for distribution. The Agent intends to sell to the public any Common Shares received by it upon the exercise of the Agent's Options. Not more than 50% of the aggregate number of Common Shares which can be acquired on the

exercise of the entire Agent's Options 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 best 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.

### **Best Efforts Offering and Minimum Distribution**

The total Offering is of 4,000,000 Common Shares at a price of \$0.10 per share for total gross proceeds of \$400,000. The Offering price was determined arbitrarily by the directors of the Corporation and the Agent. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total Common Shares sold under the Offering, that being 80,000 Common Shares. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4% of the total number of Common Shares under the Offering, that being 160,000 Common Shares. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Escrow Agent will return the funds collected to the subscribers without interest or deduction, unless subscribers have otherwise instructed the Escrow Agent.

### **Other Securities To Be Distributed**

The Corporation also proposes to grant, on the closing date of the Offering, options to purchase 4,050,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which options are also qualified for distribution under this prospectus. The Corporation has also agreed to grant to the Agent, and any sub-agents, as directed by the Agent, non-transferable Agent's Options which entitles the Agent and any sub-agents to purchase up to 400,000 Common Shares at a price of \$0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange. The Agent's Options are qualified under this prospectus for distribution.

### **Determination of Price**

The offering price per Common Share was determined arbitrarily by the board of directors of the Corporation and the Agent.

### **Listing Application**

The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

### **Restrictions on the Agent**

The Agent has advised the Corporation that to the best of its knowledge and belief, neither it, nor any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing has subscribed for Common Shares of the Corporation and until the Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the participants referred to in this item, is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a later date.

### **Restrictions on Trading**

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Options and the grant of options to the directors and officers of the Corporation, no securities of the Corporation will

be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the Ontario Securities Commission and the time the Common Shares are listed for trading on the Exchange, except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where applicable securities regulatory authorities grant a discretionary order.

## DESCRIPTION OF THE SECURITIES DISTRIBUTED

### Common Shares

The Corporation, together with the Agent, proposes to distribute 4,000,000 Common Shares pursuant to this prospectus. The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 36,500,000 Common Shares are issued and outstanding as fully paid and non-assessable, 4,000,000 Common Shares are reserved for issuance under this prospectus, 400,000 Common Shares are reserved for issuance pursuant to the Agent’s Options and an additional 4,050,000 Common Shares are reserved for issuance under options to be granted to directors and officers. See “Plan of Distribution” and “Options to Purchase Securities”.

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per 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.

Based upon the *Income Tax Act* (Canada) and the regulations thereunder as at the date hereof and assuming that such Act remains in force and effect, unamended, on the date of closing and the listing of the Common Shares on the Exchange, then on such date, the Common Shares will be qualified investments under the *Income Tax Act* (Canada) and the regulation thereunder for trusts governed by registered retirement savings plans, registered retirement income funds and deferred profit sharing plans and for trusts governed by registered education savings plans.

## CAPITALIZATION

The following table sets out the share and loan capital of the Corporation:

Designation of Security	Amount Authorized	Amount outstanding as of the date of the Corporation’s most recent balance sheet and the date hereof <sup>(1)</sup>	Amount outstanding after giving effect to the Offering <sup>(3)</sup>
Common Shares <sup>(2)</sup>	Unlimited	\$3,150,000 (36,500,000 Common Shares)	\$3,550,000 (40,500,000 Common Shares)
Long Term Debt	N/A	Nil	Nil

Notes:

- (1) As at the date of the Corporation’s most recent balance sheet, the Corporation had no retained earnings or deficit and had not commenced commercial operations.
- (2) Additional Common Shares in an amount up to 10% of the issued Common Shares, that being 4,050,000, have been reserved for issuance upon the due exercise of the options to purchase Common Shares at a price of \$0.10 per share pursuant to stock options to be granted to directors and officers of the Corporation. See “Options to Purchase Securities”. The Corporation will also grant the Agent’s Options to purchase, in aggregate, 400,000 Common Shares at a price of \$0.10 per Common Share expiring 24 months from the date the Common Shares are listed on the Exchange.
- (3) Prior to deduction of the Agent’s commission and expenses, and the other costs of this Offering, estimated at an aggregate of \$149,000.

## OPTIONS TO PURCHASE SECURITIES

The Corporation has reserved Common Shares in an amount up to 10% of the number of Common Shares issued and outstanding following completion of the Offering, that being 4,050,000, which are reserved for issuance upon exercise of the stock options to be granted to the directors and officers of the Corporation. The stock options to be granted to the directors and officers of the Corporation on the closing date of the Offering, which constitute 10% of the outstanding Common Shares of the Corporation after the closing of the Offering, the maximum permitted by the CPC Policy, are as follows:

Optionee	Number of Common Shares Reserved under Options (Minimum Offering)	Exercise Price	Expiry Date
Kursat Kacira	2,025,000	\$0.10	5 years from date of grant
Nick Kanji	675,000	\$0.10	5 years from date of grant
Kimberly Tam	550,000	\$0.10	5 years from date of grant
Paul Simcox	450,000	\$0.10	5 years from date of grant
Sean Nakamoto	350,000	\$0.10	5 years from date of grant
<b>Total</b>	<b>4,050,000</b>		

The options will be non-transferable and if not exercised, will expire on the earlier of five years from the date of grant, one year following the date the optionee ceases to be a director or officer of the Corporation by reason of death, or 90 days following the date the optionee ceases to be a director or officer for any reason other than death. All shares acquired on exercise of directors' and officers' options before the Completion of the Qualifying Transaction shall be subject to escrow until the issuance of the Final Exchange Notice of a Qualifying Transaction.

The options to purchase 4,050,000 Common Shares will be issued on closing of this Offering to the directors and officers of the Corporation and are qualified for distribution pursuant to this prospectus.

### Stock Option Terms

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 5 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. The exercise price of any options will be determined by the board of directors in accordance with the policies of the Exchange and, in any event, the exercise price of options may not be less than the discounted market price determined in accordance with the policies of the Exchange. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrow Securities".

### PRIOR SALES

No Common Shares have been issued to the Agent or any person who is a member of any pro group. Since the date of incorporation of the Corporation, 36,500,000 Common Shares have been issued as follows:

Date of Issue	Number of Common Shares	Issue Price per Common Share	Aggregate Issue Price	Consideration Received
February 7, 2013	10,000,000	\$0.05	\$500,000	\$500,000 cash
February 8, 2013	26,500,000	\$0.10	\$2,650,000	\$2,650,000 cash

## ESCROWED SECURITIES

All of the 10,000,000 Common Shares issued prior to this Offering at a price below \$0.10 per Common Share (being the Seed Shares) and all Common Shares that were acquired by Non Arm's Length Parties of the Corporation either under the Private Placement, the Offering or otherwise prior to Completion of the Qualifying Transaction will be deposited with the Escrow Agent 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 corporation 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. The following table sets out, as at the date hereof, the number of Common Shares which are held in escrow.

Name of Shareholder and Municipality of Residence	Number of Common Shares owned	Number of Common Shares held in escrow	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering <sup>(12)</sup>
Sutter Hill Management Corporation <sup>(1)</sup> Toronto, ON	6,000,000	6,000,000	16.44%	14.81%
Kacira Holdings Ltd. <sup>(2)</sup> Mississauga, ON	5,300,000	5,300,000	14.52%	13.09%
Wentzell Investments Limited <sup>(3)</sup> Hammonds Plains, NS	5,000,000	5,000,000	13.70%	12.35%
6651721 Manitoba Ltd. <sup>(4)</sup> Winnipeg, MB	5,000,000	5,000,000	13.70%	12.35%
NorthHaven Capital Corporation <sup>(5)</sup> Pickering, ON	3,100,000	3,100,000	8.49%	7.65%
MacMullin Investments Limited <sup>(6)</sup> Hammonds Plains, NS	2,500,000	2,500,000	6.85%	6.17%
Homburg Real Estate Bank Inc. <sup>(7)</sup> Halifax, NS	1,750,000	1,000,000	2.74%	2.47%
Stolle Canadian Holdings Inc. <sup>(8)</sup> Halifax, NS	1,750,000	1,000,000	2.74%	2.47%
2359838 Ontario Inc. <sup>(9)</sup> Toronto, ON	350,000	350,000	0.96%	0.86%
Arctero Inc. <sup>(10)</sup> Oakville, ON	150,000	150,000	0.41%	0.37%
Nick Kanji <sup>(11)</sup> Thornhill, ON	100,000	100,000	0.27%	0.25%
<b>Total</b>	<b>31,000,000</b>	<b>29,500,000</b>	<b>80.82%</b>	<b>72.84%</b>

Notes:

- (1) Sutter Hill Management Corporation is controlled by Nick Kanji, a director of the Corporation.
- (2) Kacira Holdings Ltd. is controlled by Kursat Kacira, a director and officer of the Corporation.
- (3) Wentzell Investments Limited is controlled by Jamie Wentzell.
- (4) 6651721 Manitoba Ltd. is controlled by Oswald Pedde.
- (5) NorthHaven Capital Corporation is controlled by Paul Simcox, a director of the Corporation.
- (6) MacMullin Investments Limited is controlled by Jamie Wentzell.

- (7) Homburg Real Estate Bank Inc. is controlled by Richard Homburg.
- (8) Stolle Canadian Holdings Inc. is controlled by Richard Stolle.
- (9) 2359838 Ontario Inc. is controlled by Kimberly Tam, an officer of the Corporation.
- (10) Arctero Inc. is controlled by Sean Nakamoto, a director of the Corporation.
- (11) Nick Kanji is a director of the Corporation.
- (12) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Options and the options granted to the directors and officers of the Corporation to purchase up to 4,050,000 Common Shares.

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

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

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

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

#### **Escrowed Shares on Qualifying Transaction**

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the "Value Security Escrow Agreement"). "Value Securities"

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

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities, being releasable every 6 months thereafter 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 3 year escrow release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 6 months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

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

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

#### **PRINCIPAL SHAREHOLDERS**

The following table lists those persons who own 10% or more of the issued and outstanding Common Shares of the Corporation as at the date hereof:

<b>Name of Shareholder and Municipality of Residence</b>	<b>Type of Ownership</b>	<b>Number of Shares</b>	<b>Percentage of Shares Owned Before Offering <sup>(1)</sup></b>	<b>Percentage of Shares Owned After Offering <sup>(1)</sup></b>
Jamie Wentzell <sup>(2)</sup> Hammond Plains, NS	Beneficial	7,500,000	20.55%	18.52%
Nick Kanji <sup>(3)</sup> Toronto, ON	Beneficial	6,100,000	16.71%	15.06%
Kursat Kacira <sup>(4)</sup> Mississauga, ON	Beneficial	5,300,000	14.52%	13.09%
Oswald Pedde <sup>(5)</sup> Winnipeg, MB	Beneficial	5,000,000	13.70%	12.35%
<b>Total</b>		<b>23,900,000</b>	<b>65.48%</b>	<b>59.02%</b>

**Notes:**

- (1) In the event that all outstanding options to purchase Common Shares are exercised (including Agent's Options), there will be an additional 4,450,000 Common Shares outstanding, with the principal shareholders listed above holding an additional 2,700,000 Common Shares, including 2,025,000 Common Shares being issued to Kursat Kacira pursuant to the exercise of stock options granted to him by the Corporation in his capacity as Chief Executive Officer and 675,000 Common Shares being issued to Nick Kanji pursuant to the exercise of stock options granted to him by the Corporation in his capacity as a director. See "Options to Purchase Securities". If Mr. Kacira exercises all his stock options, he would beneficially own an aggregate of 7,325,000 Common Shares which would constitute 16.30% of the Corporation's outstanding Common Shares on a fully diluted basis after the Offering. If Mr. Kanji exercises all his stock options, he would beneficially own 6,775,000 Common Shares which would constitute 15.07% of the Corporation's outstanding Common Shares on a fully diluted basis after the Offering. The total number of Common Shares beneficially held by Jamie Wentzell and Oswald Pedde will remain the same as listed in this table. The total percentage of Common Shares owned after the Offering, on a fully-diluted basis, would be 16.69% for Jamie Wentzell and 11.12% for Oswald Pedde. The total number of Common Shares held by the principal shareholders on a fully diluted basis after giving effect to the exercise of all options would be 26,600,000 Common Shares representing approximately 59.18% of the issued and outstanding Common Shares after giving effect to the Offering.
- (2) The 7,500,000 Common Shares beneficially owned by Jamie Wentzell are registered to Wentzell Investments Limited (5,000,000 Common Shares) and MacMullin Investments Limited (2,500,000 Common Shares), both of Hammonds Plains, NS.
- (3) The 6,100,000 Common Shares beneficially owned by Nick Kanji are registered in the name of Sutter Hill Management Corporation (6,000,000) of Toronto, ON and Nizar Kanji (100,000), Nick Kanji's given name.
- (4) The 5,300,000 Common Shares beneficially owned by Kursat Kacira are registered in the name of Kacira Holdings Ltd. of Mississauga, ON.
- (5) The 5,000,000 Common Shares beneficially owned by Oswald Pedde are registered in the name of 6651721 Manitoba Ltd. of Winnipeg, MB.

## **DIRECTORS, OFFICERS AND PROMOTERS**

The following describes the business backgrounds of the directors and officers of the Corporation.

### **Kursat Kacira – Chief Executive Officer and Director (Age 43)**

Kursat Kacira, a resident of Mississauga, Ontario, has over 18 years of real estate, finance, capital markets, and accounting experience in Canada, the United States, and Europe. Mr. Kacira was most recently Chief Financial Officer of GT Canada Medical Properties Real Estate Investment Trust ("GT"), a TSXV-listed real estate investment trust ("REIT"), where he was responsible for reconfiguring GT into an international healthcare REIT, renamed NorthWest International Healthcare Properties Real Estate Investment Trust. Mr. Kacira also concurrently served as Chief Financial Officer of NorthWest Value Partners Inc., GT's controlling unitholder. Previously, Mr. Kacira was Chief Financial Officer of Whiterock Real Estate Investment Trust ("Whiterock"), a TSX-listed REIT. At Whiterock, Mr. Kacira was responsible for overseeing all finance, accounting, capital markets, treasury, tax, risk



management, and investor relations functions. Mr. Kacira was also involved in acquiring and financing \$550 million of commercial properties in Canada and the United States. Mr. Kacira was subsequently responsible for executing the sale of Whiterock to Dundee Real Estate Investment Trust in March 2012 for an enterprise value of approximately \$1.4 billion, making it the third largest Canadian commercial real estate M&A transaction since 2005. Prior to joining Whiterock, Mr. Kacira was Vice President & Director in the Real Estate Group, Investment Banking at TD Securities Inc. in Toronto, where he worked for the previous nine years. Mr. Kacira's professional experience prior to TD Securities Inc. also includes investment banking in the United States (Bear, Stearns & Co. Inc. in New York, USA) and public accounting in Canada and Europe (Price Waterhouse in Toronto and Paris, France). Through Mr. Kacira's investment banking career in Canada and the United States, he was responsible for raising over \$5 billion of debt and equity capital for publicly listed companies across numerous industries, primarily in the real estate sector. Mr. Kacira is a Chartered Accountant (Ontario), has a Master of Business Administration (Dean's Scholarship) from the Stern School of Business at New York University in New York, USA, and a Bachelor of Mathematics (Honours) from the University of Waterloo.

Mr. Kacira will devote such amount of time to the business of the Corporation as is required in order to fulfill his duties as a director and Chief Executive Officer.

#### **Kimberly Tam – Chief Financial Officer and Secretary (Age 31)**

Kimberly Tam, a resident of Toronto, Ontario, was most recently Vice President, Finance of Dundee Real Estate Investment Trust ("Dundee"), a TSX-listed REIT and one of Canada's largest REITs by market capitalization, where she was responsible for all financial reporting and compliance for Dundee's spin-off of Dundee Industrial Real Estate Investment Trust through a \$155 million initial public offering on the TSX. Prior to that, Ms. Tam held the position of Vice President, Finance of Whiterock Real Estate Investment Trust ("Whiterock"), a TSX-listed REIT, where she managed the finance, accounting, tax, treasury, and risk management functions. Whiterock was acquired by Dundee in March 2012. Previously, Ms. Tam held the position of Director of Finance at Retrocom Mid-Market Real Estate Investment Trust, a TSX-listed REIT, where she managed the finance, accounting, and tax functions. Prior to returning to the real estate industry, Ms. Tam was a Senior Associate in the corporate tax practice at PricewaterhouseCoopers LLP in Toronto. Ms. Tam began her professional career in corporate accounting at a private real estate development company based in New York, USA. Ms. Tam holds a Bachelor of Business Administration (Honours) from the University of Toronto and is a Certified Public Accountant (New Hampshire).

Ms. Tam will devote such amount of time to the business of the Corporation as is required in order to fulfill her duties as Chief Financial Officer and Secretary.

#### **Nick Kanji – Director (Age 73)**

Mr. Kanji, a resident of Toronto, Ontario, has over 30 years of executive management experience in the Canadian real estate industry. Mr. Kanji currently serves as President of Sutter Hill Management Corporation, a family owned, Toronto based real estate investment and management company, specializing in value creation and repositioning of commercial real estate projects. Mr. Kanji also served from 2008 to 2012 on the Board of Trustees of Whiterock Real Estate Investment Trust ("Whiterock"), a TSX-listed REIT. While on Whiterock's Board, Mr. Kanji served as Chair of the Audit Committee. Mr. Kanji's prior experience includes serving as Vice President of Genstar Commercial Developments and Vice President of Alexis Nihon Developments. In addition, Mr. Kanji's prior international experience includes working in merchant banking in London, England, specializing in real estate acquisitions and financings. Mr. Kanji is a Director of the Princess Margaret Hospital Foundation and a member of the Board of Governors of Junior Achievement of Central Ontario. Mr. Kanji has previously volunteered as Chairman of Seneca College Foundation and Focus Humanitarian Assistance Canada and has held leadership positions in a number of other charitable organizations. Mr. Kanji is a Fellow of the Institute of Chartered Accountants in England and Wales.

Mr. Kanji will devote such amount of time to the business of the Corporation as is required in order to fulfill his duties as director.

### **Sean Nakamoto – Director (Age 41)**

Sean Nakamoto, a resident of Oakville, Ontario, is the General Partner of Mohawk Medical Growth Partners Corp., an opportunistic private real estate investment firm focused on creating value through development, re-positioning, re-tenanting, and property turnaround of Canadian medical office buildings. Previously, Mr. Nakamoto was Chief Financial Officer and Senior Vice President, Acquisitions for GT Canada Medical Properties Real Estate Investment Trust (“GT”), a TSXV-listed REIT, where he was involved in its formation from a capital pool company through its qualifying transaction and subsequent conversion to a TSXV-listed REIT. While at GT, Mr. Nakamoto acquired and financed a portfolio of 12 medical office buildings across Ontario. Prior to joining GT, Mr. Nakamoto was Chief Financial Officer for Cirrus Consulting Group, one of Canada’s leading medical real estate consulting companies. Prior to this, Mr. Nakamoto was Vice President, Acquisitions & Finance at NorthWest Healthcare Properties (“NorthWest”), where he was responsible for corporate strategy, corporate finance, reporting, and real estate acquisitions and finance. While at NorthWest, Mr. Nakamoto was directly involved in the acquisition and financing of over 40 medical office buildings across Canada. Previously, Mr. Nakamoto spent five years as an investment banking professional in the Real Estate Group at TD Securities Inc., where he was involved in raising in excess of \$4 billion in corporate debt financings as well as being involved in public real estate equity offerings, private placements, the formation of a commercial mortgage backed securities program, several high profile real estate M&A mandates, and commercial real estate dispositions. Mr. Nakamoto’s education includes a Bachelor of Commerce (Honours) from the University of Guelph, the Urban Land Economics program at the University of British Columbia, the Canadian Securities Course from the Canadian Securities Institute, and the Building Design, Operation and Maintenance program from the Building Owners and Managers Institute (BOMI).

Mr. Nakamoto will devote such amount of time to the business of the Corporation as is required in order to fulfill his duties as director.

### **Paul Simcox – Director (Age 34)**

Paul Simcox, a resident of Pickering, Ontario, is the founder and Chief Executive Officer of NorthHaven Capital Corporation (“NorthHaven”), which provides real estate financing and corporate advisory services to private high net worth individuals and institutional partnerships. He also serves as a Director of Villarboit Realty Partners, providing asset management and General Partner services for over 1 million square feet of development and income producing properties in southern Ontario and the Greater Toronto Area. Prior to NorthHaven, Mr. Simcox was the co-founder, Executive Vice President, and Trustee of Whiterock Real Estate Investment Trust (“Whiterock”), a TSX-listed REIT. While at Whiterock, Mr. Simcox’s responsibilities included property acquisitions and mortgage financings, transaction negotiations, and corporate finance and strategy. Over the course of his tenure at Whiterock, the platform grew rapidly from the initial capital pool company formation to a REIT with over \$600 million of high-quality office, industrial, and retail assets, comprised of 44 properties with over 3.4 million square feet across Canada. Whiterock was subsequently acquired by Dundee Real Estate Investment Trust in March 2012. Prior to co-founding Whiterock, Mr. Simcox worked in real estate investment banking at Credit Suisse First Boston and Donaldson, Lufkin & Jenrette, and subsequently in real estate private equity at JPMorgan Partners, all based in New York, USA. During this time he was involved in over \$4 billion of corporate and asset level real estate transactions including public and private debt financings, public and private equity, and portfolio and operating platform joint ventures. Mr. Simcox’s diverse background combines both public and private capital markets transactional experience, as well as experience managing and leading rapidly growing organizations. Mr. Simcox has an Honours Business Administration degree from the Richard Ivey School of Business at the University of Western Ontario.

Mr. Simcox will devote such amount of time to the business of the Corporation as is required in order to fulfill his duties as director.

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 beneficially own, directly or indirectly, or have control or direction over, 15,000,000 Common Shares or approximately 41.1% of the issued and outstanding Common Shares prior to completion of the

Offering. They will represent approximately 37.0% of the issued and outstanding Common Shares after completion of the Offering.

### Board Committees

Pursuant to the requirements of the Exchange, the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Nick Kanji (Chair), Sean Nakamoto and Paul Simcox. The Corporation's corporate governance and compensation committee currently consists of Sean Nakamoto (Chair), Nick Kanji and Paul Simcox.

### Other Reporting Issuer Experience

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:

<b>Name</b>	<b>Name of Reporting Issuer</b>	<b>Name of Stock Exchange or Market</b>	<b>Position Held</b>	<b>Period Held</b>
Kursat Kacira	GT Canada Medical Properties Real Estate Investment Trust	TSX-V	Chief Financial Officer	May 2012 to October 2012
	Whiterock Real Estate Investment Trust	TSX	Chief Financial Officer	June 2011 to March 2012
Nick Kanji	Whiterock Real Estate Investment Trust	TSX	Trustee	February 2008 to March 2012
Sean Nakamoto	GT Canada Medical Properties Real Estate Investment Trust	TSX-V	Chief Financial Officer	March 2010 to July 2011
Paul Simcox	Whiterock Real Estate Investment Trust	TSX	Executive Vice President, Trustee	January 2005 to January 2010

### Corporate Cease Trade Orders or Bankruptcies

None of the directors, officers, Insiders or promoters of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within 10 years before the date of the prospectus has been, a director, officer, Insider or promoter of any other issuer that, while that person was acting in that capacity:

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

### Penalties or Sanctions

None of the directors, officers, Insiders or promoters of the Corporation, or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, has:

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

For the purposes of this section, a self-regulatory authority means a professional self-regulatory body that governs the activities of professional persons including barristers and solicitors, public accountants, auditors, appraisers, engineers and geologists.

### **Personal Bankruptcies**

None of the directors, officers, Insiders or promoters of the Corporation, or a 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 10 years before the date of the prospectus, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

### **Conflicts of Interest**

There are potential conflicts of interest to which all of the directors, officers, insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. All of the directors, officers, insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which are or 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 one or more of the directors and/or officers 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* (Ontario).

## **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) finders' 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

Reimbursements”). There have not been any such reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation will also be granted stock options.

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

### **DILUTION**

Purchasers of Common Shares under this Offering will experience immediate dilution of approximately 12.3% or \$0.0123 per Common Share on the basis of there being 40,500,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the 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:

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) 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;
- (c) 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, or potential or perceived conflicts of interest, may arise from time to time. See “Conflicts of Interest” above;
- (d) a purchaser of Common Shares under this Offering will experience immediate dilution of approximately 12.3% or \$0.0123 per share based on gross proceeds of the Offering, prior to deduction of selling commissions and related expenses, and the issuance of additional Common Shares in the future may further dilute shareholders;
- (e) 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;
- (f) 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;
- (g) 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;
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;

- (i) 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;
- (j) 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;
- (k) 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;
- (l) 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;
- (m) 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 twenty-four (24) months from the date of listing;
- (n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (o) 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 or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and
- (q) 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, which are material to its business. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

#### **RELATIONSHIP BETWEEN CPC AND AGENT**

The Corporation is not a "related issuer" or a "connected issuer" (as such terms are defined under applicable securities laws) to the Agent.

## **RELATIONSHIP BETWEEN CPC AND PROFESSIONAL PERSONS**

The legal counsel of the Corporation is Cassels Brock & Blackwell LLP at 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2. None of the partners own any Common Shares of the Corporation.

The legal counsel of the Agent is Aikins, MacAulay & Thorvaldson LLP, 360 Main Street, Winnipeg, Manitoba, R3C 4G1. None of the partners own any Common Shares of the Corporation.

## **AUDITORS AND TRANSFER AGENT/REGISTRAR**

The auditor of the Corporation is Grant Thornton LLP in Halifax, Nova Scotia. The auditor's office is located at 2000 Barrington St., Suite 1100, Halifax, Nova Scotia, M3J 3K1.

The transfer agent and registrar for the Common Shares of the Corporation is Equity Financial Trust Company. The transfer agent/registrar's office is located at Suite 400, 200 University Avenue, Toronto, Ontario M5H 4H1.

## **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. Depository Agreement between the Corporation and Equity Financial Trust Company.
2. the Agency Agreement. See "Plan of Distribution".
3. the Escrow Agreement. See "Escrowed Securities".

The Corporation has also adopted a stock option plan which authorizes the Corporation to issue options to purchase Common shares in an amount of up to 10% of the issued and outstanding Common shares from time to time.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at the offices of Cassels Brock & Blackwell LLP, 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario M5H 3C2 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 are no other material facts regarding the Corporation.

## **PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt, or deemed receipt, of a prospectus and any amendment. In several of the provinces, 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 such 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.

## AUDITORS' CONSENT

The Board of Directors of Holland Global Capital Corporation

We have read the amended and restated prospectus of Holland Global Capital Corporation (the "Company") dated April 1, 2013 relating to the sale and issue of common shares of the Company. We have complied with Canadian generally accepted standards for an auditors' involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the Board of Directors of the Company on the balance sheet of the Company as at February 8, 2013 and the statements of changes in equity and cash flows for the period from January 15, 2013 (date of incorporation) to February 8, 2013, and notes, comprising a summary of significant accounting policies and other explanatory information. Our report is dated March 20, 2013.

Halifax, Canada  
April 1, 2013

"Grant Thornton LLP"  
Chartered Accountants



**Financial Statements of  
HOLLAND GLOBAL CAPITAL CORPORATION**

**February 8, 2013**

## INDEPENDENT AUDITORS' REPORT

The Board of Directors of Holland Global Capital Corporation

We have audited the accompanying financial statements of Holland Global Capital Corporation, which comprise the balance sheet as at February 8, 2013, and the statements of changes in equity and cash flows for the period from January 15, 2013 (date of incorporation) to February 8, 2013, and notes, comprising a summary of significant policies and other explanatory information.

### *Management's Responsibility for the Financial Statement*

Management is responsible for the preparation and fair presentation of this financial statement 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 this financial statement based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

### *Opinion*

In our opinion, the financial statement presents fairly, in all material respects, the financial position of Holland Global Capital Corporation as at February 8, 2013, and its cash flow for the period from January 15, 2013 (date of incorporation) to February 8, 2013, in accordance with International Financial Reporting Standards.

The image shows a handwritten signature in black ink that reads "Grant Thornton LLP". The signature is written in a cursive, flowing style.

Chartered Accountants  
March 20, 2013  
Halifax, Canada

**HOLLAND GLOBAL CAPITAL CORPORATION**

**Balance Sheet**

February 8, 2013

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Assets

Cash and cash equivalents \$ 3,150,000

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Shareholders' Equity

Capital stock (note 4) \$ 3,150,000

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Subsequent event (note 5)

See accompanying notes to financial statements.

On behalf of the Board:

"Kursat Kacira" Director

"Nick Kanji" Director

**HOLLAND GLOBAL CAPITAL CORPORATION**

**Statement of Changes in Equity**

From January 15, 2013 (date of incorporation) to February 8, 2013

	Share Capital
Shareholders' equity, January 15, 2013	\$ -
Changes during the period:	
Shares issued	3,150,000
Shareholders' equity, February 8, 2013	\$ 3,150,000

See accompanying notes to financial statements.

**HOLLAND GLOBAL CAPITAL CORPORATION**

**Statement of Cash Flows**

From January 15, 2013 (date of incorporation) to February 8, 2013

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Cash flows from financing activities:	
Issuance of common shares	\$ 3,150,000
<hr/>	
Increase in cash and cash equivalents,	
Being cash and cash equivalents, end of period	\$ 3,150,000

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See accompanying notes to financial statements.

## 1. INCORPORATION

Holland Global Capital Corporation (the “Corporation”) was incorporated under the *Business Corporations Act* (Ontario) on January 15, 2013 and to date there have been no operations. The registered office of the Corporation is located at 2425 Matheson Boulevard East, Suite 791, Mississauga, Ontario.

## 2. STATEMENT OF COMPLIANCE

The financial statement of the Corporation has been prepared by management in accordance with International Financial Reporting Standards (“IFRS”). The financial statements were authorized for issue by the board of directors of the Corporation on March 20, 2013.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### (a) Cash and cash equivalents:

Cash and cash equivalents include cash on hand, unrestricted cash and short-term investments. Short-term investments, comprising money market instruments, have an initial maturity of 90 days or less at their date of purchase and are stated at cost, which approximates fair value. As at February 8, 2013, there were no cash equivalents.

### (b) Sources and estimation uncertainties:

The preparation of financial statements requires management to make estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis as required. There are no known trends, commitments, events or uncertainties that management believes will materially affect the methodology or assumptions utilized in making those estimates and judgments in these financial statements.

## 4. CAPITAL STOCK

Authorized

Unlimited number of common shares, no par value

Issued

**2013**

36,500,000	Common shares	\$3,150,000
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On February 7, 2013, the Corporation issued 10,000,000 common shares for cash of \$500,000 in its seed financing. These shares will be held in escrow and will be released in future periods in accordance with the Escrow Agreement to be entered into between the Corporation and the seed shareholders.

On February 8, 2013, the Corporation issued 26,500,000 common shares for cash of \$2,650,000 in a private placement. These shares will be held in escrow and will be released in future periods in accordance with the Escrow Agreement to be entered into between the Corporation and the shareholders of the private placement.

The directors and officers of the Corporation beneficially own, directly or indirectly, or have control or direction over 15,000,000 or approximately 41.1% of the issued and outstanding Common Shares of the Corporation.

## **5. SUBSEQUENT EVENTS**

On March 20, 2013 the Corporation filed a final prospectus for the sale to the public of 4,000,000 common shares at a price of \$0.10 per share, payable on closing for the aggregate gross proceeds of \$400,000, prior to deduction of issue costs.

In connection with the offering, the Corporation intends to grant, on the closing date of the Offering, stock options to directors and officers of the Corporation to purchase 4,050,000 common shares, at a price of \$0.10 per share. The stock options will expire five years from the date the options are granted. Additionally, the Company intends to grant to the agent for the offering options to purchase up to 400,000 common shares, at a price of \$0.10 per share. The agent's options will expire 24 months from the date the common shares of the Corporation are listed on the TSX Venture Exchange.

**CERTIFICATE OF THE CORPORATION**

Date: April 1, 2013

This amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by the securities legislation of Ontario, Manitoba, Saskatchewan, Alberta and British Columbia.

*"Kursat Kacira"*  
Kursat Kacira  
Chief Executive Officer

*"Kimberly Tam"*  
Kimberly Tam  
Chief Financial Officer

**ON BEHALF OF THE BOARD**

*"Nick Kanji"*  
Nick Kanji  
Director

*"Paul Simcox"*  
Paul Simcox  
Director



**CERTIFICATE OF THE AGENT**

Date: April 1, 2013

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

**LAURENTIAN BANK SECURITIES INC.**

“Kevin Hooke”  
Kevin Hooke, Director