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PROSPECTUS

INITIAL PUBLIC OFFERING

Date: March 22, 2011

**WHITEKNIGHT ACQUISITIONS INC.
(A Capital Pool Company)**

**Minimum of \$400,000
2,000,000 Common Shares**

**Maximum of \$600,000
3,000,000 Common Shares**

Price: \$0.20 per Common Share

Whiteknight Acquisitions Inc. (the “**Corporation**”) hereby offers to the public a minimum of 2,000,000 Common Shares (as hereinafter defined) (the “**Minimum Offering**”) and a maximum of 3,000,000 Common Shares (the “**Maximum Offering**”) at a price of \$0.20 per share, for minimum gross proceeds of \$400,000 and maximum gross proceeds of \$600,000 (the “**Offering**”). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate assets and/or businesses with a view to completing a Qualifying Transaction, as hereinafter 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 (as hereinafter defined), must also receive Majority of the Minority Approval (as hereinafter defined) in accordance with Exchange Policy 2.4 (the “**CPC Policy**”). The Corporation is a Capital Pool Company (as hereinafter defined). The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically permitted in the CPC Policy, until the Completion of the Qualifying Transaction (as hereinafter defined), the Corporation will not carry on any business other than the identification and evaluation of assets and/or businesses with a view to completing a proposed Qualifying Transaction. See “Use of Proceeds” and “Business of the Corporation”.

This Offering is made on behalf of the Corporation by its agent, Canaccord Genuity Corp. (the “**Agent**”), on a commercially reasonable efforts agency basis, for total gross proceeds to the Corporation of a minimum of \$400,000 and a maximum of \$600,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares are to be deposited with the Agent, pursuant to the terms of the Agency Agreement (as hereinafter defined). If subscriptions for the Minimum Offering are not raised within 90 days of the issuance of a receipt for filing of a final Prospectus, or such other time as may be permitted by applicable securities legislation and consented to by the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction unless the subscribers have otherwise instructed the Agent. See “Plan of Distribution”. This Prospectus qualifies the distribution of the Agent’s Option (as hereinafter defined) and options to be granted to directors and officers of the Corporation which shall entitle the grantees to purchase a number of Common Shares, at a price of \$0.20 per share, equal to 10% of the total number of Common Shares that will be outstanding upon completion of the Offering (being 480,000 Common Shares if the Minimum Offering is subscribed for, and 580,000 shares if the Maximum Offering is subscribed for).

	Price to Public	Agent’s Commission⁽¹⁾	Net Proceeds to the Corporation⁽²⁾
Per Common Share	\$0.20	\$0.02	\$0.18
Minimum Offering	\$400,000	\$40,000	\$360,000
Maximum Offering ⁽³⁾	\$600,000	\$60,000	\$540,000

Notes:

(1) The Agent will receive a cash commission equal to 10% of the gross proceeds to the Corporation. In addition, the Agent and its sub-agents, if any, will be granted the Agent’s Option, allowing it to purchase 200,000 Common Shares if the Minimum Offering is sold and 300,000 Common Shares if the Maximum Offering is sold, at a price of \$0.20 per Common Share exercisable for a period ending twenty-four months

from the date the Corporation's Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this Prospectus. Pursuant to the CPC Policy, no more than 50% of the aggregate number of Common Shares that may be acquired pursuant to the Agent's Option may be sold prior to Completion of the Qualifying Transaction and the remaining 50% may only be sold after Completion of the Qualifying Transaction. The Agent will also receive an administration fee of \$10,000 and will be reimbursed for its expenses and legal fees incurred pursuant to this Offering, estimated to be \$10,000 plus disbursements and taxes. See "Use of Proceeds".

- (2) Before deducting the costs of this issue, including listing and filing fees, administration fee and legal fees and expenses, the Corporation's legal fees, audit fees and expenses, estimated at \$75,000 exclusive of Agent's Commission. See "Use of Proceeds".
- (3) Up to 3,000,000 Common Shares are being qualified for distribution hereunder. In addition to the qualification of up to 3,000,000 Common Shares pursuant to the Offering, this Prospectus also qualifies for distribution: (i) the Agent's Option; and (ii) the options to be granted to officers and directors of the Corporation at the closing of this Offering, which shall entitle the grantees to purchase a number of Common Shares, at a price of \$0.20 per Common Share, equal to 10% of the number of Common Shares that will be outstanding upon completion of this Offering (being 480,000 Common Shares if the Minimum Offering is subscribed for, and 580,000 shares if the Maximum Offering is subscribed for). See "Options to Purchase Securities".

THERE IS NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD AND PURCHASERS MAY NOT BE ABLE TO RESELL SECURITIES PURCHASED UNDER THIS PROSPECTUS. THIS MAY AFFECT THE PRICING OF THE SECURITIES IN THE SECONDARY MARKET, THE TRANSPARENCY AND AVAILABILITY OF TRADING PRICES, THE LIQUIDITY OF THE SECURITIES, AND THE EXTENT OF ISSUER REGULATION. SEE "RISK FACTORS".

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

Market For Securities

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

Other than the initial distribution of Common Shares pursuant to this Prospectus, the grant of stock options to the officers and directors of the Corporation and the grant of the Agent's Option, trading in all securities of the Corporation is prohibited during the period between the date of the receipt issued by the Ontario Securities Commission for the preliminary prospectus and the time the Common Shares are listed and posted for trading on the Exchange except, subject to the 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.

Maximum Investment

Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the Common Shares sold under this Offering, being 40,000 Common Shares based on the Minimum Offering and 60,000 Common Shares based on the Maximum Offering. 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 Common Shares sold under this Prospectus, being 80,000 Common Shares based on the Minimum Offering and 120,000 Common Shares based on the Maximum Offering.

Risk Factors

The Exchange may suspend from trading or de-list the securities of a CPC where the Corporation has failed to complete a Qualifying Transaction within twenty-four (24) months of the date of listing. Suspension from trading of the Common Shares may, and de-listing of the Common Shares will, result in the Commission issuing an interim cease trade order against the Corporation. In addition, de-listing of the Common Shares will result in the cancellation of all of the Common Shares of the Corporation issued prior to this Offering owned by insiders. See "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".

Assuming the Minimum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 29.15% or \$0.0583 per Common Share. Assuming the Maximum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 24.15% or \$0.0483 per Common Share. See “Capitalization” and “Dilution”.

The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation was only recently incorporated and does not own any ongoing business operations and has no assets other than cash and has not identified any potential asset or business for acquisition or participation. The Corporation has not entered into an Agreement in Principle. See “Risk Factors”, “Conflicts of Interest”, “Capitalization” and “Dilution”.

The Common Shares are highly speculative due to the proposed nature of the Corporation’s business and its present stage of development. There is no assurance that the Corporation will identify and successfully negotiate the acquisition of any corporations, properties, assets or businesses, or any interests therein. Moreover, additional funds may be required to successfully complete an acquisition, and the Corporation may not be able to obtain such financing. If the acquisition is financed by the issuance of shares from the Corporation’s treasury, control of the Corporation may change and shareholders may suffer additional dilution. The directors and officers of the Corporation will only be devoting a portion of their time on the affairs of the Corporation. Potential conflicts of interest may result from the ordinary course of business of the Corporation and of the directors and officers of the Corporation. The directors and officers currently own 100% of the issued and outstanding common shares and will own approximately 58.33% of the issued Common Shares of the Corporation upon completion of the Minimum Offering, and approximately 48.28% of the issued Common Shares of the Corporation upon completion of the Maximum Offering. Since the Corporation has not placed any geographical restrictions on the location of the Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada. It may be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers or experts located outside Canada. Even if service or notice is successfully effected, it may not be possible to enforce, against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Receipt of Subscriptions

The Common Shares are conditionally offered for sale by the Agent on behalf of the Corporation on a commercially reasonable efforts agency basis, subject to prior sale, if, as and when issued, and delivered in accordance with the conditions contained in the Agency Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters by Chitiz Pathak LLP of Toronto, Ontario on behalf of the Corporation, and by Miller Thomson LLP on behalf of the Agent. Subscriptions will be received subject to rejection or allotment in whole or in part and the right to close the subscription books at any time without notice is reserved. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the closing of this Offering.

CANACCORD GENUITY CORP.

Brookfield Place
161 Bay Street, Suite 3000
Toronto, Ontario, M5J 2S1
Telephone: (416) 869-7368
Fax: (416) 869-7356

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GLOSSARY OF TERMS

In this Prospectus, the terms and abbreviations set out below shall have the following meanings:

Term	Definition
Affiliate	<p>A Company is an “Affiliate” of another Company if:</p> <ul style="list-style-type: none">(a) one of them is the subsidiary of the other, or(b) each of them is controlled by the same Person. <p>A Company is “controlled” by a Person if:</p> <ul style="list-style-type: none">(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. <p>A Person beneficially owns securities that are beneficially owned by:</p> <ul style="list-style-type: none">(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	<p>The agency agreement dated March 22, 2011 entered into between the Corporation and the Agent.</p>
Agent	<p>Canaccord Genuity Corp.</p>
Agent’s Option	<p>The option granted by the Corporation to the Agent and its sub-agents, if any, allowing it to purchase Common Shares equal in number to 10% of the number of Common Shares sold under this Offering, being 200,000 Common Shares in the event the Minimum Offering is subscribed for and 300,000 Common Shares in the event the Maximum Offering is subscribed for, at a price of \$0.20 per Common Share exercisable for a period ending twenty-four months from the date of the Corporation’s Common Shares are listed on the Exchange.</p>
Aggregate Pro Group	<p>All Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with an Issuer to provide financing sponsorship and other advisory services.</p>
Agreement in Principle	<p>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:</p> <ul style="list-style-type: none">(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 <p>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.</p>

Associate	<p>When used to indicate a relationship with a Person or Company, means:</p> <ul style="list-style-type: none"> (a) an issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling the Person to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the Person or Company; (c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity; (d) in the case of a Person, a relative of that Person, including: <ul style="list-style-type: none"> (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 of the Exchange with respect to that Member firm, Member corporation or holding company.
Commission	The Ontario Securities Commission.
Common Share	An issued, fully-paid, non-assessable common share in the capital of the Corporation.
Company	A corporation, incorporated association or organization, body corporate, partnership, trust, association, or other entity other than an individual.
Completion of the Qualifying Transaction	The date the Final Exchange Bulletin is issued by the Exchange.
Control Person	Any Person or Company that holds or is one of a combination of Persons or Companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.
Corporation	Whiteknight Acquisitions Inc., an Ontario corporation.
CPC	<p>A corporation:</p> <ul style="list-style-type: none"> (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in Canada in compliance with the CPC Policy; and (b) in regard to which the Final Exchange Bulletin has not yet been issued.
CPC Policy	Policy 2.4 of the Exchange.
Escrow Agent	Olympia Transfer Services, Suite 920, 120 Adelaide Street West, Toronto, Ontario M5H 1T1.
Escrow Agreement	Agreement dated as of March 14, 2011 between the Corporation, the Escrow Agent, and the shareholders of the Corporation prior to this Offering placing the Seed Shares in escrow pursuant to the CPC Policy.
Escrow Shares	Common Shares of the Corporation that are held in escrow pursuant to the Escrow Agreement pursuant to the policies of the Exchange.
Exchange	The TSX Venture Exchange Inc.

Final Exchange Bulletin	The bulletin issued by the Exchange following closing of the Qualifying Transaction and the submission of all post-meeting documentation, which evidences the Exchange's final acceptance of the Qualifying Transaction.
Insider	In relation to an Issuer, one of: <ul style="list-style-type: none"> (a) a director or senior officer of the Issuer; (b) a director or senior officer of a Company that is an Insider or subsidiary of the Issuer; (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Issuer; or (d) the Issuer itself if it holds any of its own securities.
IPO or Initial Public Offering	A transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.
Issuer	A Company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant company seeking a listing of its securities on the Exchange.
Majority of the Minority Approval	The approval of a Non-Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than: <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (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, <p style="margin-left: 40px;">at a properly constituted meeting of the common shareholders of the CPC.</p>
Maximum Offering	The offering of up to 3,000,000 Common Shares at a price of \$0.20 per share pursuant to this Prospectus.
Member	A Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements.
Members' Agreement	The members' agreement between the Exchange and each Person who from time to time, is accepted as and becomes a member of the Exchange under the Exchange requirements.
Minimum Offering	The offering of 2,000,000 Common Shares at a price of \$0.20 per share pursuant to this Prospectus.
NEX	The market on which former Exchange and Toronto Stock Exchange Issuers that do not meet Exchange Continued Listing Requirements for Tier 2 Issuers may continue to trade.
Non-Arm's Length Parties to the Qualifying Transaction	The Vendor(s), any Target Compan(y)(ies) including, in relation to Significant Assets or Target Compan(y)(ies), the Non-Arm's Length Parties of the Vendor, the Non-Arm's Length Parties and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.
Non-Arm's Length Party	In relation to a Company, a promoter, officer, director, other Insider or Control Person of such Company and any Associates or Affiliates of any such Persons. In relation to an individual, any Associate of the individual or any Company of which the individual is a promoter, director, officer, Insider, or Control Person.

**Non-Arm's Length
Qualifying Transaction**

A proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

Offering

The offering of a minimum of 2,000,000 Common Shares and a maximum of 3,000,000 Common Shares at a price of \$0.20 per share pursuant to this Prospectus.

Person

A Company or an individual.

Principal

In respect of an Issuer, one of:

- (a) a Person or Company who acted as a promoter (as defined under applicable Securities Laws) of the issuer within two years of the date of the IPO prospectus or the Final Exchange Bulletin;
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a Person or Company that holds securities carrying more than 20% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions;
- (d) a Person or Company that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

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

A company, trust, partnership or other entity more than 50% held by one or more principals will be treated as a principal. (In calculating this percentage, 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.

Pro Group

- (a) Subject to subparagraphs (b), (c) and (d), "Pro Group" shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;
 - (iv) affiliates of the Member; and
 - (v) associates of any parties referred to in subparagraphs (i) through (iv).
- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for

the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;

- (d) The Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:
- (i) the Person is an affiliate or associate of the Member acting at arm's length of the Member;
 - (ii) the associate or affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the associate or affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

Qualifying Transaction	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.
Registrar and Transfer Agent	Olympia Transfer Services, Suite 920, 120 Adelaide Street West, Toronto, Ontario M5H 1T1.
Resulting Issuer	The issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.
SEDAR	The system of electronic document filing maintained by the Canadian Securities Administrators.
Securities Laws	Means the relevant securities legislation, including regulations and rules, in force in every jurisdiction in which the Common Shares are qualified for distribution under this Prospectus.
Seed Shares	Common Shares of the Corporation issued prior to the date of this Prospectus.
Significant Assets	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 the Exchange's Policy 2.2, entitled "Sponsorship and Sponsorship Requirements."
Target Company	A Company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.
Vendors	One or all of the beneficial owners of the Significant Assets (other than a Target Company) prior to their purchase by a CPC.

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Offering and should be read together with (and is qualified in its entirety by) the more detailed information and financial data and statements contained elsewhere in this Prospectus.

ISSUER	Whiteknight Acquisitions Inc.
OFFERING	A minimum of 2,000,000 Common Shares and a maximum of 3,000,000 Common Shares are being offered under this Prospectus at \$0.20 per share in the Province of Ontario. In addition, the Prospectus will qualify the distribution to the Agent of the Agent's Option (being an option to acquire Common Shares equal in number to 10% of the number of Common Shares sold under this Offering, or 200,000 Common Shares in the event the Minimum Offering is subscribed for and 300,000 Common Shares in the event the Maximum Offering is subscribed for, at a price of \$0.20 per Common Share exercisable for a period ending twenty-four months from the date of the Corporation's Common Shares are listed on the Exchange) as well as the distribution of options to purchase a number of Common Shares equal to 10% of the total number of Common Shares issued and outstanding following the Offering (being 480,000 Common Shares assuming the Minimum Offering is subscribed for and 580,000 Common Shares assuming the Maximum Offering is subscribed for) at \$0.20 per Common Share to be granted to the officers and directors of the Corporation. See "Options to Purchase Securities" and "Plan of Distribution".
BUSINESS OF THE CORPORATION	The principal business of the Corporation will be to identify and evaluate assets and/or businesses with a view to a potential acquisition or the acquisition of an interest therein in order to complete a Qualifying Transaction. As yet, the Corporation has not carried on any business, has no assets other than a minimum amount of cash, is not a party to an Agreement in Principle. See "Business of the Corporation" and "Plan of Distribution".
USE OF PROCEEDS	The net proceeds of the Offering and prior sales by the Corporation of Common Shares will be a minimum of \$561,212 and a maximum of \$741,212, which will be used to provide the Corporation with a minimum of funds with which to identify potential acquisitions and for general and administrative expenses until Completion of the Qualifying Transaction. The Corporation may not have sufficient funds to secure such acquisitions once identified and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating business or assets. See "Use of Proceeds", "Business of the Corporation – Method of Financing Acquisition or Participation Opportunities" and "Risk Factors".
DIRECTORS AND MANAGEMENT	David Mitchell – Chief Executive Officer, President, and Director Fraser Wray – Chief Financial Officer, Secretary and Director Josh Arbuckle – Director Neil Blinco – Director Keith R. Harris – Director Ilja Troitschanski – Director See "Directors and Officers."
ESCROWED SHARES:	All Seed Shares issued by the Corporation before the closing of this Offering, being 2,800,000 Common Shares, will be placed in escrow pursuant to the Escrow Agreement, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".
RISK FACTORS:	Investment in the Common Shares must be regarded as highly speculative due to the

proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. See "Dividend Policy". The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming the Minimum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 29.15% or \$0.0583 per Common Share. Assuming the Maximum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 24.15% or \$0.0483 per Common Share. 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 Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

Whiteknight Acquisitions Inc. was incorporated on December 23, 2010 under the *Business Corporations Act* (Ontario). The Corporation subsequently filed articles of amendment to remove the private company restrictions on March 21, 2011.

The principal and registered office of the Corporation is located at Suite 1600, 320 Bay Street, Toronto, Ontario M5H 4A6.

BUSINESS OF THE CORPORATION

History and Operations of the Corporation

To date, the Corporation has not conducted material operations of any kind and does not own any assets, other than cash, and has not entered into an Agreement in Principle.

To date, the Corporation has incurred expenses of approximately \$50,000 which consists of audit costs, legal fees, and filing fees related to the Offering. Of the \$50,000 in incurred expenses, approximately \$30,000 has been paid in respect of legal fees. Since the most recent balance sheet prepared by the Corporation's auditors, the Corporation has expended: \$10,000 on the Agent's advance retainer fee; approximately \$30,000 in legal fees; and \$9,057 in filing fees to the Exchange. The proceeds of the Offering will be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of the Corporation's auditors, legal counsel, and the Agent's legal counsel. See "Use of Proceeds", "Remuneration of Directors and Senior Officers", and "Relationship Between the Corporation and Professional Persons".

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Corporation currently intends to pursue a Qualifying Transaction in the mineral exploration sector but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

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

Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

Process of Identification of Acquisition or Participation Opportunities

The Corporation proposes to identify acquisitions of interests in corporations, properties, assets or businesses through discussions with various contacts. Once a prospective acquisition target has been identified and evaluated, the Corporation will proceed to negotiate the terms upon which the Corporation may acquire an interest in the corporation, property, asset or business, with a view to completing a Qualifying Transaction.

Method of Financing Qualifying Transaction

The Corporation may use cash, bank financing, issuance of treasury shares, private or public financing of debt or equity, or some combination thereof to finance its proposed Qualifying Transaction. **If treasury shares are issued**

such issuance could result in a change in control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.

Criteria for Qualifying Transaction

All potential Qualifying Transactions will initially be screened by management of the Corporation so as to evaluate the business plan of each corporation or business, which evaluation will include an analysis of the assets, the line of services or products offered, the extent of the competition in the marketplace, the market potential of the product lines or services, the market plan, existing and remaining management, production plans, financial plans and cash-flow projections and capital requirements. Similar criteria will be employed in the evaluation of other assets.

Upon the favourable completion of management's analysis, management will proceed to negotiate appropriate acquisition terms with those prospective corporations, businesses or the owners of other assets and thereafter will present the proposal to the board of directors for its consideration and approval.

The board of directors of the Corporation, in considering whether to approve the terms of the proposed acquisition, will be guided by the following criteria:

- (a) the projected rate of return on the proposed investment having regard to the risk of loss;
- (b) the prospects for growth, having regard to existing or potential market share;
- (c) the skill of the management team, either as it exists or as it may be modified as a consequence of the acquisition; and
- (d) basic financial considerations such as the ratio of debt to equity of the target business, the overall cost of the acquisition, and the prospects of obtaining the debt or equity financing necessary to effect the acquisition.

Any proposed Qualifying Transaction must be approved by the Corporation's Board of Directors. In exercising their powers and discharging their duties in relation to proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

- (a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or

- (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 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, Suspension 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 include the submission of a Sponsorship Acknowledgement 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 Corporation fails to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the Corporation within 24 months of the date of listing. In the event that the Common Shares are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders,

pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Corporation, determine to deal with the Corporation or its assets in some other manner. See "Shareholder Approval of the Qualifying Transaction".

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

- (a) either: (i) cancel all escrowed Common Shares purchased by Non Arm's Length Parties to the Corporation at a discount to the Offering price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange or (ii) subject to majority shareholder approval, cancel the escrowed Common Shares purchased by Non Arm's Length Parties to the Corporation so that the average cost of the remaining seed shares is at least equal to the Offering price; and
- (b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non Arm's Length Parties of the Corporation.

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

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable minimum 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 applicable 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

The aggregate gross proceeds received by the Corporation from the sales of Common Shares prior to the Offering are \$280,000. The expenses and costs of the prior sales of the Common Shares are \$3,788. The gross proceeds expected to be received by the Corporation from the sale of the Common Shares offered by this Prospectus assuming the Minimum Offering is subscribed for will be \$400,000 and assuming the Maximum Offering is subscribed for will be \$600,000 less costs of this issue. The costs of this issue are estimated at \$115,000 assuming the Minimum Offering is subscribed for and \$135,000 assuming the Maximum Offering is subscribed for, inclusive of taxes and disbursements (of which approximately \$50,000 has been incurred to date), as well as the Agent's commission, administration fee and legal fees, estimated to be \$60,000 assuming the Minimum Offering is

subscribed for and \$80,000 assuming the Maximum Offering is subscribed for (of which \$10,000 has been incurred to date) inclusive of taxes and disbursements. Accordingly, the estimated funds to be available to the Corporation will be \$561,212 assuming the Minimum Offering is subscribed for and \$741,212 assuming the Maximum Offering is subscribed for.

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:

	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Cash proceeds raised prior to this Offering ⁽¹⁾	\$280,000	\$280,000
Expenses and costs relating to raising the cash proceeds (estimate)	(\$3,788)	(\$3,788)
Cash proceeds to be raised pursuant to this Offering ⁽²⁾	\$400,000	\$600,000
Expenses and costs relating to the Offering (including listing fees, Agent's commission, administration fee and legal fees & expenses, the Corporation's legal fees, audit fees and expenses)(estimated) ⁽⁴⁾	(\$115,000)	(\$135,000)
Estimated funds available (on completion of the Offering)	\$561,212	\$741,212
<hr/>		
Funds available for identifying and evaluating assets or business prospects ⁽³⁾	\$486,212	\$666,212
Estimated general and administrative expenses until Completion of a Qualifying Transaction	\$75,000	\$75,000
Total Net Proceeds	\$561,212	\$741,212

Notes:

- (1) See "Prior Sales".
- (2) In the event that the Agent exercises the Agent's Option and the directors and officers exercise their options, there will be available to the Corporation an additional amount of \$136,000 assuming the Minimum Offering is subscribed for and \$176,000 assuming the Maximum Offering is subscribed for, which amount will be added to the working capital of the Corporation. See "Plan of Distribution". There is no assurance that any of these options will be exercised.
- (3) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire net proceeds on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.
- (4) See "Remuneration of Directors and Senior Officers" and "Relationship Between the Corporation and Professional Persons."

Until required for the Corporation's purposes, all proceeds will only be invested in securities of, or those guaranteed by, the Government of Canada, any province or territory thereof or the Government of the United States of America, in certificates of deposit or in interest bearing accounts of Canadian chartered banks and/or trust companies, or a combination thereof.

The proceeds of this Offering, after deducting the costs of this issue, will only be sufficient to identify a limited number of opportunities. Additional funds may be required to finance any acquisition to which the Corporation may commit. See "Business of the Corporation", "Method of Financing Acquisition or Participation Opportunities" and "Risk Factors".

Permitted Use of Funds

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

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

- (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 the Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or \$210,000 shall be used for purposes other than those described above, including the following expenditures which the CPC Policy specifies as not being expenditures to identify and evaluate assets or businesses:

- (a) listing and filing fees (including SEDAR fees);
- (b) other costs for the issuance of securities, (including legal and audit expenses) relating to the preparation and filing of this Prospectus; and
- (c) administrative and general expenses of the Corporation, including office supplies, office rent and related utilities; printing costs (including the printing of this Prospectus and share certificates), equipment leases; and fees for legal advice and audit expenses, other than those described above under “Permitted Use of Funds” with respect to the Qualifying Transaction.

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 such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non-Arm's Length Parties

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

- (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 the 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

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts agency basis to the public in the Province of Ontario, a minimum of 2,000,000 Common Shares and a maximum of 3,000,000 Common Shares as provided in this Prospectus at \$0.20 per Common Share for minimum gross proceeds of \$400,000 and maximum gross proceeds of \$600,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares and reimbursement of its expenses and legal fees incurred pursuant to this Offering estimated to be \$10,000 plus disbursements and taxes. In addition, the Corporation will pay the Agent an administration fee of \$10,000. The Corporation will grant to the Agent and its sub-agents, if any, at the closing of the Offering the Agent's Option to acquire Common Shares in number equal to 10% of the number of Common Shares sold under the Offering, being 200,000 Common Shares in the case of the Minimum Offering and 300,000 Common Shares in the case of the Maximum Offering, at \$0.20 per share for a 24 month period following the date of listing of the Common Shares on the Exchange. Pursuant to the CPC Policy, where the Agent receives an option or the right to subscribe for a certain number of shares as consideration for acting as Agent, 50% of the options exercised or 50% of the shares held pursuant to that right may be sold prior to Completion of the Qualifying Transaction. The remaining 50% may only be sold after Completion of the Qualifying Transaction.

This Prospectus qualifies the distribution of a minimum of 2,000,000 Common Shares and a maximum of 3,000,000 Common Shares, the issuance of options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering (being 480,000 Common Shares in the case of the Minimum Offering and 580,000 Common Shares in the case of the Maximum Offering) to be granted to officers and directors of the Corporation, and the Agent's Option. See "Options to Purchase Securities".

The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation but is not obligated to do so. 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 or upon the occurrence of certain events stated in the Agency Agreement.

The Corporation has also granted the Agent a right of first refusal to participate as agent in any equity financing that the Corporation may undertake and to act as Sponsor with respect to any potential Qualifying Transaction by the Corporation for a period ending the later of 24 months from the closing of the IPO and the date of closing of the Qualifying Transaction.

Total Subscription

The total Offering is a minimum of 2,000,000 Common Shares and a maximum of 3,000,000 Common Shares for minimum gross proceeds of \$400,000 and maximum gross proceeds of \$600,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total Common Shares in the Offering, or 40,000 Common Shares in the case of the Minimum Offering being subscribed for and 60,000 Common Shares in the case of the Maximum Offering being subscribed for. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the total number of Common Shares in the Offering, or 80,000 Common Shares in the case of the Minimum Offering being subscribed for and 120,000 Common Shares in the case of the Maximum Offering being subscribed for. The funds received from the Offering will be deposited with the Agent, and will not be released until the full amount of the Minimum Offering proceeds has been deposited. The Minimum Offering must be raised within 90 days of the date a final receipt for this Prospectus is issued, or such other time as may be permitted by applicable securities legislation and consented to by the Agent and persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering (480,000 options to purchase Common Shares in the case of the Minimum Offering being subscribed for and 580,000 options to purchase Common Shares in the case of the Maximum Offering being subscribed for) to directors and officers in accordance with the policies of the Exchange, and these options are qualified for distribution under this Prospectus.

Listing Application

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

Determination of Price

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

Subscription by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, neither the Agent nor any of its directors, officers, employees nor contractors or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation prior to the date hereof.

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares owned directly or indirectly by the Aggregate Pro Group cannot exceed 20% of the total and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent's Option and the grant of options to the officers and directors 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 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 the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of Common Shares, issuable in a series of which, as at the date of this Prospectus, 2,800,000 Common Shares are issued and outstanding as fully paid and non-assessable. A minimum of 2,000,000 Common Shares and a maximum of 3,000,000 Common Shares are being qualified for distribution under this Prospectus. In addition, pursuant to the Agent's Option, 200,000 Common Shares will be reserved for issuance if the Minimum Offering is subscribed for and 300,000 Common Shares will be reserved for issuance if the Maximum Offering is subscribed for. Common Shares will also be reserved for issuance under options to be granted to directors and officers in the amount of 480,000 if the Minimum Offering is subscribed for and in the amount of 580,000 if the Maximum Offering is subscribed for. See "Plan of Distribution" and "Options to Purchase Securities".

Common Shares

The holders of the 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, dissolution or winding-up of the Corporation to receive such assets of the Corporation as are distributable to the holders of the Common Shares. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable.

CAPITALIZATION

<u>Capital</u>	<u>Amount Authorized</u>	<u>Outstanding as of the date of the most recent balance sheet contained in this Prospectus ⁽¹⁾</u>	<u>Outstanding as at February 24, 2011 ⁽¹⁾</u>	<u>Amount to be outstanding upon completion of the Minimum Offering ⁽²⁾⁽³⁾⁽⁴⁾</u>	<u>Amount to be outstanding upon completion of the Maximum Offering ⁽⁵⁾⁽⁶⁾⁽⁷⁾</u>
Common Shares	Unlimited	\$280,000 (2,800,000 Common Shares)	\$280,000 (2,800,000 Common Shares)	\$680,000 (4,800,000 Common Shares)	\$880,000 (5,800,000 Common Shares)

Notes:

- (1) The deficit of the Corporation as of January 19, 2011 was \$10,000; as of the date hereof the Corporation had not commenced commercial operations.

- (2) Excluding up to 480,000 Common Shares issuable at \$0.20 per share, expiring 5 years from the date of being granted, pursuant to stock options to be granted to directors and officers of the Corporation.
- (3) Excluding 200,000 Common Shares issuable at \$0.20 per share, expiring 24 months from the date of listing of the Common Shares on the Exchange, pursuant to the Agent's Option. See "Plan of Distribution".
- (4) Funds estimated to be available on completion of the Offering amount to \$561,212. See "Use of Proceeds – Proceeds and Principal Purposes".
- (5) Excluding up to 580,000 Common Shares issuable at \$0.20 per share, expiring 5 years from the date of being granted, pursuant to stock options to be granted to directors and officers of the Corporation.
- (6) Excluding 300,000 Common Shares issuable at \$0.20 per share, expiring 24 months from the date of listing of the Common Shares on the Exchange, pursuant to the Agent's Option. See "Plan of Distribution".
- (7) Funds estimated to be available on completion of the Offering amount to \$741,212. See "Use of Proceeds – Proceeds and Principal Purposes".

PRIOR SALES

Since the date of incorporation, 2,800,000 Common Shares have been issued as follows:

<u>Date Issued</u>	<u>Number of Shares⁽¹⁾</u>	<u>Issue Price per Share</u>	<u>Aggregate Issue Price</u>	<u>Nature of Consideration</u>
January 1, 2011	2,800,000	\$0.10	\$280,000	Cash

Note:

- (1) All of these Common Shares will be placed in escrow pursuant to the Escrow Agreement. See "Escrowed Securities".

PRINCIPAL SHAREHOLDERS

The following table lists those persons who own of record or who are known to the Corporation as at the date hereof to own beneficially, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Corporation, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares of the Corporation:

<u>Name and Municipality of Residence</u>	<u>Number of Shares⁽¹⁾</u>	<u>Percentage of Shares Owned before the Offering</u>	<u>Percentage of Shares Owned after giving Effect to the Minimum Offering</u>	<u>Percentage of Shares Owned after giving Effect to the Maximum Offering</u>
MTIT Advanced Technology Corp. ⁽²⁾⁽³⁾ Toronto, Ontario	1,000,000	35.71%	20.83%	17.24%
Stillbridge Ventures Inc. Toronto, Ontario ⁽⁴⁾⁽⁵⁾	400,000	14.29%	8.33%	6.90%
Tiercap Holdings Inc. ⁽⁶⁾⁽⁷⁾ Toronto, Ontario	400,000	14.29%	8.33%	6.90%
Josh Arbuckle Professional Corporation. ⁽⁸⁾⁽⁹⁾ Toronto, Ontario	600,000	21.43%	12.5%	10.34%

Notes:

- (1) Subject to the Escrow Agreement. See "Escrowed Securities".

- (2) Ilja Troitschanski owns 55% of the outstanding voting securities of MTIT Advanced Technology Corp.; the other 45% voting securities are held by Mikhail Troychanskiy.
- (3) Reflecting the assumption that the Agent's Option is fully exercised and that all options are granted as stated on page 11 of this Prospectus and they are all exercised, Mr. Troitschanski would beneficially own, assuming the Minimum Offering is subscribed for, 1,086,400 Common Shares which would constitute 19.82% of the Corporation's outstanding Common Shares on a fully diluted basis, and assuming the Maximum Offering is subscribed for, 1,104,400 Common Shares which would constitute 16.53%, of the Corporation's outstanding Common Shares on a fully-diluted basis.
- (4) David Mitchell is the sole shareholder of Stillbridge Ventures Inc.
- (5) Reflecting the assumption that the Agent's Option is fully exercised and that all options are granted as stated on page 11 of this Prospectus and they are all exercised, Mr. Mitchell would beneficially own, assuming the Minimum Offering is subscribed for, 496,000 Common Shares which would constitute 9.05% of the Corporation's outstanding Common Shares on a fully diluted basis, and assuming the Maximum Offering is subscribed for, 516,000 Common Shares which would constitute 7.72%, of the Corporation's outstanding Common Shares on a fully-diluted basis.
- (6) Fraser Wray owns 51% of the outstanding voting securities of Tiercap Ventures Inc.; the other 49% voting securities are held by Mr. Wray's wife, Jennifer Wray.
- (7) Reflecting the assumption that the Agent's Option is fully exercised and that all options are granted as stated on page 11 of this Prospectus and they are all exercised, Mr. Wray would beneficially own, assuming the Minimum Offering is subscribed for, 496,000 Common Shares which would constitute 9.05% of the Corporation's outstanding Common Shares on a fully diluted basis, and assuming the Maximum Offering is subscribed for, 516,000 Common Shares which would constitute 7.72%, of the Corporation's outstanding Common Shares on a fully-diluted basis.
- (8) Josh Arbuckle is the sole shareholder of Josh Arbuckle Professional Corporation.
- (9) Reflecting the assumption that the Agent's Option is fully exercised and that all options are granted as stated on page 11 of this Prospectus and they are all exercised, Mr. Arbuckle would beneficially own, assuming the Minimum Offering is subscribed for, 672,000 Common Shares which would constitute 12.26% of the Corporation's outstanding Common Shares on a fully diluted basis, and assuming the Maximum Offering is subscribed for, 687,000 Common Shares which would constitute 10.28%, of the Corporation's outstanding Common Shares on a fully-diluted basis.

The directors and officers, together with the Associates and Affiliates of the directors and officers, as a group beneficially own and control 2,800,000 Common Shares which represents 100% of the issued Common Shares of the Corporation before giving effect to this Offering and which will represent 58.3% of the issued Common Shares of the Corporation upon completion of the Minimum Offering and 48.27% of the issued Common Shares of the Corporation upon completion of the Maximum Offering.

OPTIONS TO PURCHASE SECURITIES

The Corporation has established a stock option plan for its officers, directors, consultants and employees to which the Corporation may grant options to acquire a maximum number of Common Shares equal to 10% of the total issued and outstanding Common Shares of the Corporation. Upon closing of the Offering, the Corporation proposes to enter into stock option agreements pursuant to the Stock Option Plan as follows:

Name	Number of Shares Under Option If Minimum Offering is Subscribed	Number of Shares under Option if Maximum Offering is Subscribed	Exercise Price per Share	Expiry Date
Keith R. Harris	72,000	87,000	\$0.20	Five years from date of grant
Neil Blinco	57,600	69,600	\$0.20	Five years from date of grant
Ilja Troitschanski	86,400	104,400	\$0.20	Five years from date of grant
Dave Mitchell	96,000	116,000	\$0.20	Five years from date of grant

Fraser Wray	96,000	116,000	\$.20	Five years from date of grant
Josh Arbuckle	72,000	87,000	\$0.20	Five years from date of grant
<hr/>				
Total:	480,000	580,000		

Stock Option Terms

The Board of Directors of the Corporation may, from time to time, in its discretion, and in accordance with the requirements of the Exchange, grant to officers, directors, 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 10 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options representing not more than 10% of the issued and outstanding Common Shares may be granted to Insiders within any twelve-month period. Options may be exercised within the greater of twelve (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 "Escrowed Securities."

The options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering (being 480,000 Common Shares in the event of the Minimum Offering and 580,000 Common Shares in the event of the Maximum Offering) to be granted to directors and officers are qualified for distribution under this Prospectus.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 2,800,000 Common Shares issued prior to this Offering at a price below \$0.20 per Common Share, all Common Shares that may be acquired by Non-Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Transfer Agent under the Escrow Agreement.

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

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

The following table sets out, as at the date hereof, the number of Common Shares of the Corporation, which are held pursuant to the Escrow Agreement:

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Shares held in Escrow	Percentage of Shares prior to giving effect to the Offering	Percentage of Shares after giving effect to the Minimum Offering⁽¹⁾	Percentage of Shares after giving effect to the Maximum Offering⁽¹⁾
Keith R. Harris Toronto, Ontario	Of Record and Beneficial	200,000	7.14%	4.17%	3.45%
Neil Blinco Toronto, Ontario	Of Record and Beneficial	200,000	7.14%	4.17%	3.45%
MTIT Advanced Technologies Corp. ⁽²⁾ Toronto, Ontario	Of Record and Beneficial	1,000,000	35.71%	20.83%	17.24%
Stillbridge Ventures Inc. ⁽³⁾ Toronto, Ontario	Of Record and Beneficial	400,000	14.29%	8.33%	6.90%
Tiercap Holdings Inc. ⁽⁴⁾ Toronto, Ontario	Of Record and Beneficial	400,000	14.29%	8.33%	6.90%
Josh Arbuckle Professional Corporation ⁽⁵⁾ Toronto, Ontario	Of Record and Beneficial	600,000	21.43%	12.5%	10.34%

Notes:

- (1) Assuming these shareholders do not acquire any Common Shares under the Offering.
- (2) Ilja Troitschanski owns 55% of the outstanding voting securities of MTIT Advanced Technology Corp.; the other 45% voting securities are held by Mikhail Troychanskiy.
- (3) David Mitchell is the sole shareholder of Stillbridge Ventures Inc.
- (4) Fraser Wray owns 51% of the outstanding voting securities of Tiercap Ventures Inc.; the other 49% voting securities are held by Mr. Wray's wife, Jennifer Wray.
- (5) Josh Arbuckle is the sole shareholder of Josh Arbuckle Professional Corporation.

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

Upon the Corporation completing a Qualifying Transaction, the escrowed securities shall be released as to 10% immediately following the issuance of the Final Exchange Bulletin, 15% six months following the initial release and 15% every six months thereafter.

If the Resulting Issuer 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 Resulting Issuer has made application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non-Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the offering price of 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 the CPC Policy, or (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non-Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

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

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 5% of the escrowed securities 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, with 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 an 18 month escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 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 of 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.

The escrow agreements described above provide, *inter alia*, that all voting rights attached to escrowed securities shall be exercised by the registered holder of such securities.

DIRECTORS AND OFFICERS

The following are the names and municipalities of residence of the directors and officers of the Corporation, their positions and offices with the Corporation, their present principal occupation, the number of Common Shares beneficially owned or over which they directly or indirectly exercise control or direction, and the percentage of Common Shares to be held by each of them prior to and on completion of the Offering:

Name, (Age), Office and Municipality of Residence	Position or Office	Present Principal Occupation	Common Shares Held (percentage and number of Common Shares prior to Offering)	Percentage and Number of Common Shares Held Upon Completion of Minimum Offering ⁽²⁾	Percentage and Number of Common Shares Held Upon Completion of Maximum Offering ⁽²⁾
Ilja Troitschanski (32) ⁽¹⁾⁽³⁾ Thornhill, Ontario	Director	CFO, Innovative Composites International Inc.	1,000,000 Common Shares 35.71%	1,000,000 Common Shares 20.83%	1,000,000 Common Shares 17.24%
Joshua Arbuckle (40) ⁽⁴⁾ Toronto, Ontario	Director	Partner, Chitiz Pathak LLP	600,000 Common Shares 21.43%	600,000 Common Shares 12.5%	600,000 Common Shares 10.34%
Fraser Wray (58) ⁽¹⁾⁽⁵⁾ Oakville, Ontario	Chief Financial Officer, Secretary and Director	President, Tiercap Holdings Inc.	400,000 Common Shares 14.29%	400,000 Common Shares 8.33%	400,000 Common Shares 6.90%
Neil Blinco (46) Mississauga, Ontario	Director,	Co-CEO, Strone Corporation	200,000 Common Shares 7.14%	200,000 Common Shares 4.17%	200,000 Common Shares 3.45%
David Mitchell (47) ⁽⁶⁾	Chief	President,	400,000	400,000	400,000 Common

Mississauga, Ontario	Executive Officer, President, and Director	Stillbridge Ventures Inc. and Vice President, First Capital Markets Inc.	Common Shares 14.29%	Common Shares 8.33%	Shares 6.90%
Keith R. Harris (56) ⁽¹⁾ Toronto, Ontario	Director	Independent Investor	200,000 Common Shares 7.14%	200,000 Common Shares 4.17%	200,000 Common Shares 3.45%

Notes:

- (1) Member of the Audit Committee.
- (2) Before the exercise of stock options by the directors and officers, the exercise of the Agent's Option and assuming that no Common Shares are purchased by these shareholders under this Offering. See "Plan of Distribution".
- (3) Common Shares are held through MTIT Advanced Technologies Corp., which Mr. Troitschanski holds a 55% interest in.
- (4) Common Shares are held through Josh Arbuckle Professional Corporation.
- (5) Common Shares are held through Tiercap Holdings Inc.
- (6) Common Shares are held through Stillbridge Ventures Inc.

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. As at the date of this Prospectus, the directors and officers own 2,800,000 Common Shares representing 100% of the issued and outstanding common shares which number of common shares will represent 58.33% of the issued Common Shares of the Corporation upon completion of the Minimum Offering and 48.28% of the issued Common Shares of the Corporation upon completion of the Maximum Offering.

It is expected that, initially, each director, with the exception of those who are also officers, will devote approximately 5% of their time to the business of the Corporation, and that Mr. Wray and Mr. Mitchell will devote that amount of time which is required to the business of the Corporation.

The following are brief biographies of the Directors and Officers of the Corporation:

Ilja Troitschanski – Director

Mr. Troitschanski is the Chief Financial Officer and Director of Innovative Composites International Inc. (TSXV-IC) and has held that position since 2009. From November of 2006 to September of 2009, Mr. Troitschanski was Chief Financial Officer and a Director of Kingsmill Capital Ventures Inc., and from April of 2008 to September of 2009 he was also Chief Financial Officer and a Director of Kingsmill Capital Ventures II Inc. Both companies were Capital Pool Companies listed on the Exchange and merged prior to completing a Qualifying Transaction with Innovative Composites Inc. in September of 2009. Mr. Troitschanski was Vice President of Bio-Extraction Inc. (now BioExx Specialty Proteins Ltd. (TSX: BXI)) from June 2005 until October 2007. Mr. Troitschanski was instrumental in assisting BioExx in a public listing through its Qualifying Transaction with Lifesciences Capital Corp., a CPC of which he was a director and founder from September of 2006 to May of 2007. Mr. Troitschanski was also a founder and president of Kingsmill Capital Partners Inc., a financial advisory firm based in Toronto specializing in advising early-stage public and private companies.

Josh Arbuckle – Director

Mr. Arbuckle is a partner of Chitiz Pathak LLP, a Toronto law firm serving clients in the securities and investment industries, including issuers and dealers on a full range of securities transactions. Mr. Arbuckle practices principally in the areas of corporate, securities, mergers, acquisitions and commercial law. Mr. Arbuckle was called to the Ontario Bar in 1999, having completed his LL.B. at the University of Western Ontario in 1997. Mr. Arbuckle is also called to the New York bar, having worked for the New York offices of Shearman & Sterling LLP from 1999 to 2005. Mr. Arbuckle obtained his BA from McGill University in 1993.

Fraser Wray – Director, Chief Financial Officer, and Secretary

Mr. Wray is currently a Director and Executive Vice President of Innovative Composites International Inc. He is a former senior executive of Magna International Inc. and the former president and CEO of Decoma International Inc. He has been on the boards of several automotive parts companies both private and public and is currently a partner in an injection molding company Ritz Plastics; a transport/logistics company Canamex Trucking Services Inc.; and a real estate development company. Mr. Wray graduated with a Bachelor of Commerce from the University of Toronto and obtained a CA designation while employed by Ernst & Young.

Neil Blinco – Director

Mr. Blinco has over 28 years in the service industry. Mr. Blinco is currently the founder and co-CEO of Strone Corporation, a residential and commercial restoration business with 13 offices throughout Ontario and Quebec.

David Mitchell – Director, Chief Executive Officer, and President

Mr. Mitchell has a background in the financial services industry. In July 2004, Mr. Mitchell established Stillbridge Ventures Inc., a private company providing corporate advisory and senior management services to emerging and small businesses. In October of 2005, Mr. Mitchell founded Kingsmill Capital Partners Inc., an Exempt Market Dealer. Mr Mitchell was the CEO of two Capital Pool Companies (Kingsmill Capital Ventures Inc. and Kingsmill Capital Ventures II Inc.) that amalgamated to complete a qualifying transaction acquiring Innovative Composites International Inc. (IC-TSXV) on the Exchange in September of 2009. Mr Mitchell is currently Vice President Corporate Finance at First Capital Markets Inc., an Exempt Market Dealer. Mr Mitchell was a former board member of the Exempt Market Dealers Association and current director of a private company supplying the trucking industry.

Keith R. Harris – Director

Keith R. Harris is a Chartered Accountant. Most recently he was President and CEO of Stifel Nicolaus Canada Inc., the Canadian broker-dealer subsidiary of Stifel Financial Corp., a financial holding company listed on the New York Stock Exchange. In 2002, he was a co-founder and Chief Financial Officer of a boutique Canadian investment bank, Westwind Partners Inc., which was sold to Thomas Weisel Partners Group (TWPG) in 2008. TWPG was subsequently bought by Stifel Nicolaus in 2010. Mr. Harris received a B. Comm from the University of Toronto in 1975 and received his CA designation in 1977 while employed with Ernst & Young.

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoters 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:

<u>Name</u>	<u>Name of Reporting Issuer</u>	<u>Name of Exchange or Market</u>	<u>Position</u>	<u>From</u>	<u>To</u>
Ilja Troitschanski	Lifesciences Capital Corp.	TSXV ⁽¹⁾	Director	September 2006	May 2007
	Bio-Extraction Inc. (now Bioexx Specialty Proteins Ltd.)	TSXV ⁽¹⁾	Secretary and Vice President	May 2007	October 2007
	Kingsmill Capital Ventures Inc.	TSXV ⁽¹⁾	Director and CFO	November 2006	September 2009
	Kingsmill Capital Ventures II Inc.	TSXV ⁽¹⁾	Director and CFO	April 2008	September 2009
	Innovative Composites International Inc.	TSXV ⁽¹⁾	Director and CFO	September 2009	Present
Fraser Wray	Innovative Composites International Inc.	TSXV ⁽¹⁾	Director and Executive Vice President	March 2008	Present
David Mitchell	Kingsmill Capital Ventures Inc.	TSXV ⁽¹⁾	Director and CEO	November 2005	September 2009
	Kingsmill Capital Ventures II Inc.	TSXV ⁽¹⁾	Director and CEO	March 2008	September 2009
	Richmond Minerals Inc.	TSXV ⁽¹⁾	Director	June 2007	October 2008
Keith R. Harris	Thomas Weisel Partners	NASDAQ Stock Market	Treasurer	July 2008	June 2010

Note:

(1) "TSXV" means the TSX Venture Exchange.

Cease Trade Orders or Bankruptcies

No director, officer, Insider or Promoter of the Corporation, or a shareholder of the Corporation 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 this Prospectus has been, a director, officer, Insider or Promoter of any other issuer that, while that person was acting in that capacity:

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

Personal Bankruptcies

No director, officer, Insider or Promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has, within 10 years before the date of this Prospectus, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or has instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Penalties and Sanctions

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

Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in businesses and corporations on their own behalf and on behalf of other corporations, and situations may arise where the directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (Ontario).

Promoter

David Mitchell is considered to be the Promoter of the Corporation as he took the initiative in founding and organizing the Corporation.

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

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 Reimbursement"), which reimbursements, since incorporation, have totaled \$nil as of the date hereof. No reimbursement may be made for any payment made to lease or acquire a vehicle.

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

Josh Arbuckle, a director of the Corporation, is partner in the law firm Chitiz Pathak LLP, which has been paid for legal services and reimbursed for disbursements in connection with the incorporation of the Corporation and the preparation of this prospectus. Further legal expenses relating to the Offering will also be paid to the firm from the proceeds of the Offering.

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.

Following the Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers. However no payment other than 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.

DIVIDEND POLICY

No dividends have been paid on any shares of the Corporation since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

LEGAL PROCEEDINGS

There are no actual or, to the knowledge of the Corporation, pending legal proceedings to which the Corporation is or is likely to be a party or of which any of its assets are likely to be subject.

DILUTION

Assuming the Minimum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 29.15% or \$0.0583 per Common Share. Assuming the Maximum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 24.15% or \$0.0483 per Common Share. Dilution has been computed on the basis of total gross proceeds to be raised under this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or of related expenses incurred by the Corporation.

Item	Minimum Offering	Maximum Offering
Gross proceeds of prior share issues	\$280,000	\$280,000
Gross proceeds of this Offering	\$400,000	\$600,000
Total gross proceeds after this Offering	\$680,000	\$880,000
Offering price per share	\$0.20	\$0.20
Proceeds per share after this Offering	\$0.1417	\$0.1517
Dilution per share to subscriber	\$0.00583	\$0.0483
Percentage of dilution in relation to offering price	29.15%	24.15%

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares since incorporation, other than:

1. Agency Agreement. See “Plan of Distribution”.
2. Transfer Agency and Registrar Agreement dated February 15, 2011 between the Corporation and the Registrar and Transfer Agent.
3. Escrow Agreement. See “Escrowed Securities”.

Copies of these agreements will be available for inspection at the registered office of the Corporation at Suite 1600, 320 Bay Street, Toronto, Ontario M5H 4A6, and at the office of the Commission 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.

INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTERS AND OTHERS

No director, officer, or promoter or other member of management of the Corporation, or any Associate or Affiliate of any such person, is or has been indebted to the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The officers, directors and promoter have all acquired common shares of the Corporation and a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering (being 480,000 Common Shares assuming the Minimum Offering is subscribed for, and 580,000 Common Shares assuming the Maximum Offering is subscribed for) will be reserved for stock options to be granted to them. See “Options to Purchase Securities”.

RISK FACTORS

Prior to making a decision to invest, prospective purchasers in the Offering should consider their own position, and all of the risks of investing in the Common Shares including the following risk factors:

- 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;
- investment in the Common Shares offered by this Prospectus is highly speculative given the proposed nature of the Corporation’s business and its present stage of development;
- the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- assuming the Minimum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 29.15% or \$0.0583 per Common Share. Assuming the Maximum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 24.15% or \$0.0483 per Common Share;
- 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;
- 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;

- 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;
- even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- 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;
- 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;
- 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;
- 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;
- the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing;
- neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- 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;
- 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;
- subject to prior Exchange acceptance, 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;
- the Corporation is relying solely on its past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the

Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found; and

- if the Corporation does not make an election to be a public corporation in the manner contemplated in this Prospectus, the purchasers may be penalized by the Canada Revenue Agency with respect to any Common Shares held in tax free savings accounts.

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.

See “Business of the Corporation”, “Method of Financing Acquisition or Participation Opportunities” and “Directors and Officers”.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Josh Arbuckle is a partner of Chitiz Pathak LLP, the law firm acting for the Corporation in respect of the Offering and is also a director, and shareholder of the Corporation. Through his company, Josh Arbuckle Professional Corporation, Mr. Arbuckle currently holds an aggregate of 600,000 Common Shares of the Corporation, which represents 21.43% of the issued Common Shares of the Corporation before giving effect to this Offering and which will represent 12.5% of the issued Common Shares of the Corporation upon completion of the Minimum Offering and 10.34% of the issued Common Shares of the Corporation upon completion of the Maximum Offering.

It is anticipated that upon closing of the Offering, Mr. Arbuckle will be granted, through Josh Arbuckle Professional Corporation, an aggregate of 72,000 options to purchase Common Shares upon completion of the Minimum Offering and 87,000 options to purchase Common Shares upon completion of the Maximum Offering.

Other than as disclosed above, the partners and associates of Chitiz Pathak LLP and of Miller Thomson LLP do not own any Common Shares, but may subscribe for Common Shares pursuant to the Offering.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent for the Offering is Canaccord Genuity Corp., Brookfield Place, 161 Bay Street, Suite 3000 Toronto, Ontario, M5J 2S1. Legal counsel to the Agent is Miller Thomson LLP, Robson Court 1000-840 Howe St. Vancouver, BC, V6Z 2M1.

The Corporation is not a related or connected party (as such terms are defined in National Instrument 33-105 - Underwriter Conflicts) to the Agent. The employees, officers and directors of the Agent do not own any Common Shares.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are MSCM LLP, 8th Floor, 701, Evans Avenue Toronto, Ontario, M9C 1A3.

The Transfer Agent and Registrar for the Common Shares of the Corporation is Olympia Transfer Services, located at Suite 920, 120 Adelaide Street West, Toronto, Ontario M5H 1T1.

ELIGIBILITY FOR INVESTMENT

Based on the current provisions of the Income Tax Act (Canada) (the “**Tax Act**”), the regulations thereto in force as of the date hereof (the “**Regulations**”), all amendments to the Tax Act and Regulations publically announced by the Minister of Finance as of the date hereof (the “**Proposed Amendments**”) and counsel's understanding of the current published administrative practices of the CRA, in the opinion of Cummings Cooper Schusheim Berliner LLP, tax counsel for the Corporation, provided the Common Shares are listed on a designated stock exchange (which includes the Exchange) on or before December 31, 2011, and the Corporation elects in the manner and within the time limits

prescribed by the Tax Act to be a “public corporation” (as that term is defined in the Tax Act) from the beginning of its first taxation year, the Common Shares will be qualified investments under the Tax Act and the Regulations in effect on the date hereof for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts (each a “**Deferred Plan**”). The Corporation will provide a covenant in the Agency Agreement to file the public corporation election noted above.

Notwithstanding that the Common Shares may be a qualified investment for a trust governed by a tax-free savings account (“**TFSA**”), the holder of a TFSA will be subject to a penalty tax on the Common Shares held in the TFSA if such shares are a “prohibited investment” for the purposes of the Tax Act.

The Common Shares will not be prohibited investments for a TFSA held by a particular holder provided the holder deals at arm’s length with the Corporation for the purposes of the Tax Act, and does not have a “significant interest,” as defined in the Tax Act, in either the Corporation or a person or partnership that does not deal at arm’s length with the Corporation for the purposes of the Tax Act. Holders should consult their own advisors as to whether the Common Shares will be a prohibited investment in their particular circumstances.

PURCHASER’S STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after the receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages where 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 securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

March 22, 2011

We have read the prospectus of Whiteknight Acquisitions Inc. dated March 22, 2011 relating to the issue and sale of a minimum of 2,000,000 Common Shares and a maximum 3,000,000 Common Shares of the Corporation at a price of \$0.20 per Common Share. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Corporation on the interim balance sheet of the Corporation as at January 19, 2011 and the interim statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from December 23, 2010 (date of incorporation) to January 19, 2011. Our report is dated January 31, 2011 (except for note 9 which is as at March 22, 2011).

"MSCM LLP"

MSCM LLP

Chartered Accountants

Licensed Public Accountants

Toronto, Ontario

Whiteknight Acquisitions Inc.
(A Capital Pool Corporation)

Interim Financial Statements

January 19, 2011

Auditors' Report

To the Directors of
Whiteknight Acquisitions Inc.
(A Capital Pool Corporation)

We have audited the accompanying interim financial statements of Whiteknight Acquisitions Inc., which comprise the balance sheet as at January 19, 2011 and statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the period from December 23, 2010 (date of incorporation) to January 19, 2011, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these interim financial statements in accordance with Canadian generally accepted accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the interim financial statements present fairly, in all material respects, the financial position of Whiteknight Acquisitions Inc. as at January 19, 2011 and its financial performance and its cash flows for the period from December 23, 2010 (date of incorporation) to January 19, 2011 in accordance with Canadian generally accepted accounting principles.

Signed: "**MSCM LLP**"

**Chartered Accountants
Licensed Public Accountants**

Toronto, Ontario
January 31, 2011 (except for note 9 which is at March 22, 2011)

Whiteknight Acquisitions Inc.
(A Capital Pool Corporation)

Interim Balance Sheet

January 19, 2011

Assets

Current assets

Cash \$ 275,000

Deferred share issuance costs (*note 6*) 9,582

\$ 284,582

Liabilities

Current liabilities

Accounts payable and accrued liabilities (*note 6*) \$ 18,370

Shareholders' equity

Share capital (*note 4*) 280,000

Share issue costs (*note 6*) (3,788)

Deficit (10,000)

266,212

\$ 284,582

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

Approved on behalf of the Board:

Signed "**David Mitchell**"
Director, President and Chief Executive Officer

Signed: "**Josh Arbuckle**"
Director

Whiteknight Acquisitions Inc.
(A Capital Pool Corporation)

Interim Statement of Loss and Comprehensive Loss

for the period from December 23, 2010 (date of incorporation) to January 19, 2011

Expenses

Professional fees	\$	5,000
Filing fees		5,000
<hr/>		<hr/>
Net loss and comprehensive loss, being deficit at the end of the period	\$	(10,000)
<hr/>		<hr/>
Basic and diluted loss per common share	\$	(0.01)
<hr/>		<hr/>
Weighted average common shares outstanding		1,970,370
<hr/>		<hr/>

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

Whiteknight Acquisitions Inc.
(A Capital Pool Corporation)

Interim Statement of Changes in Shareholders' Equity

	Number of Shares	Share Capital	Contributed Surplus	Share Issue Costs	Deficit	Shareholders' Equity
Balance, December 23, 2010	-	\$ -	\$ -	\$ -	\$ -	\$ -
Issued for cash	2,800,000	280,000	-	(3,788)	-	276,212
Net loss and comprehensive loss for the period	-	-	-	-	(10,000)	(10,000)
Balance, January 19, 2011	2,800,000	\$ 280,000	-	\$ (3,788)	\$ (10,000)	\$ 266,212

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

Whiteknight Acquisitions Inc.
(A Capital Pool Corporation)

Interim Statement of Cash Flows

for the period from December 23, 2010 (date of incorporation) to January 19, 2011

Cash flow from operating activities

Net loss for the period	\$ (10,000)
Increase in deferred share issue costs	(9,582)
Increase in accounts payable and accrued liabilities	18,370

(1,212)

Cash flow from financing activities

Proceeds from issuance of common shares net of share issue costs	276,212
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Increase in cash

275,000

Cash, beginning of period

-

Cash, end of period

\$ 275,000

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

Whiteknight Acquisitions Inc.
(A Capital Pool Corporation)

Notes to Interim Financial Statements

for the period from December 23, 2010 (date of incorporation) to January 19, 2011

1. Business of the Corporation

Whiteknight Acquisitions Inc. ("the Corporation") was incorporated under the *Business Corporations Act (Ontario)* on December 23, 2010. The Corporation intends to carry on business as a "Capital Pool Corporation" ("CPC"), as this term is defined in the policies of the TSX Venture Exchange (the "Exchange"). As of January 19, 2011, the Corporation has no business operations and did not enter into any agreements to acquire an interest in businesses or assets. The Corporation's principal purpose is the identification, evaluation and acquisition of assets, properties or businesses or participation therein subject, in certain cases, to shareholder approval and acceptance by the Exchange.

Where an acquisition or participation (the "Qualifying Transaction") is warranted, additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon the ability of the Corporation to obtain additional financing. Under the policies of the Exchange, the Corporation must identify and complete a Qualifying Transaction within 24 months from the date the Corporation's shares are listed for trading on the Exchange. There is no assurance that the Corporation will be able to complete a Qualifying Transaction within 24 months of being listed or that it will be able to secure the necessary financing to complete a Qualifying Transaction. The Exchange may suspend or de-list the Corporation's shares from trading should it not meet these requirements.

2. Significant Accounting Policies

Basis of presentation

These interim financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles ("GAAP") for financial statements, and are expressed in Canadian dollars. The significant accounting policies are summarized as follows:

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income taxes

Future income tax assets and liabilities are recognized for the future income tax consequences of events that have been included in the financial statements or income tax returns of the Corporation. Future income taxes are provided for using the liability method. Under the liability method, future income taxes are recognized for all significant temporary differences between the tax and financial statement bases of assets, liabilities and certain carry forward items.

Future income tax assets are recognized only to the extent that, in the opinion of management, it is more likely than not that the future income tax assets will be realized. Future income tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment or substantive enactment. The Corporation makes full provision for income taxes deferred as a result of claiming depreciation and other costs for income tax purposes which differ from the related amounts charged to earnings.

Notes to Interim Financial Statements

for the period from December 23, 2010 (date of incorporation) to January 19, 2011

2. Significant Accounting Policies - continued

Loss per share

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

Financial instruments

In accordance with CICA Handbook Section 3855, "Financial Instruments - Recognition and Measurement", and Section 3862, "Financial Instruments - Disclosures", all financial instruments are classified into one of the following five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments are included on the balance sheet and are measured at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities which are measured at amortized cost. Held-for-trading financial instruments are subsequently measured at fair value and all gains and losses are included in net income in the period which they arise. Available-for-sale financial instruments are subsequently measured at fair value with revaluation gains and losses included in other comprehensive income until the instrument is derecognized or impaired.

The Corporation has classified its cash as held-for-trading, which is measured at fair value. Accounts payable and accrued liabilities are classified as other financial liabilities which are measured at amortized cost. The Corporation had neither available-for-sale nor held-to-maturity instruments during the period ended January 19, 2011.

Comprehensive income and equity

CICA Handbook Section 1530, "Comprehensive Income", and Section 3251, "Equity" establish standards for reporting comprehensive income, equity and changes in equity during the reporting period. The Corporation had no "other comprehensive income" transactions during the period ended January 19, 2011 and no opening or closing balances for accumulated other comprehensive income, and as such, comprehensive loss is equal to net loss.

Whiteknight Acquisitions Inc.
(A Capital Pool Corporation)

Notes to Interim Financial Statements

for the period from December 23, 2010 (date of incorporation) to January 19, 2011

3. Future Changes in Accounting Policy

Business Combinations, Consolidated Financial Statements and Non-Controlling Interests

The CICA issued three new accounting standards in January 2009: Sections 1582, Business Combinations, Section 1601, Consolidated Financial Statements and Section 1602, Non-Controlling Interests. These new standards will be effective for fiscal years beginning on or after January 1, 2011. The Corporation is in the process of evaluating the requirements of the new standards. Section 1582 replaces section 1581 and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standard IFRS 3 - Business Combinations. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Sections 1601 and 1602 together replace section 1600, Consolidated Financial Statements. Section 1601, establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a noncontrolling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27 - Consolidated and Separate Financial Statements and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

International Financial Reporting Standards ("IFRS")

In January 2006, the CICA's Accounting Standards Board ("AcSB") formally adopted the strategy of replacing Canadian GAAP with IFRS for Canadian enterprises with public accountability. The current conversion timetable calls for financial reporting under IFRS for accounting periods commencing on or after January 1, 2011. On February 13, 2008, the AcSB confirmed that the use of IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Corporation is currently assessing the impact of IFRS on its financial statements.

4. Share Capital

Authorized

Unlimited Common shares

Issued and outstanding common shares

	Common Shares	Amount
Balance, December 23, 2010 (date of incorporation)	1	\$ 1
Incorporation share subsequently cancelled	(1)	(1)
Shares issued for cash - January 1, 2011 (a)	2,800,000	280,000
Issued and Outstanding as at January 19, 2011	2,800,000	\$ 280,000

Whiteknight Acquisitions Inc.
(A Capital Pool Corporation)

Notes to Interim Financial Statements

for the period from December 23, 2010 (date of incorporation) to January 19, 2011

4. Share Capital - continued

(a) Shares issued for cash

These shares will be held in escrow, subject to an Escrow Agreement pursuant to policies of the Exchange. Under the terms of the Escrow Agreement, 10% of the escrowed shares will be released from escrow upon the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on each of the dates 6 months, 12 months, 18 months, 24 months, 30 months, and 36 months following the Initial Release. Shares held in escrow will be cancelled should the Corporation fail to complete its Qualifying Transaction or become de-listed.

5. Income Taxes

The following table reconciles the expected income tax recovery at the Canadian statutory income tax rate of 31% to the amount recognized in the statement of operations:

Net loss for the period	<u>\$ (10,000)</u>
Expected income tax recovery at Canadian statutory income tax rates	\$ (3,100)
Share issue costs	(4,145)
Tax rate changes and other adjustments	1,402
Change in valuation allowance	<u>5,843</u>
Income tax recovery	<u>\$ -</u>

The tax effects of temporary differences that give rise to significant portions of future tax assets are as follows:

Non-capital losses	\$ 2,550
Share issue costs	3,293
Less: Valuation allowance	<u>(5,843)</u>
Net future income tax asset	<u>\$ -</u>

At January 19, 2011, the corporation has non-capital losses of approximately \$10,200 available to reduce future taxable income. These losses expire in 2031 to the extent unutilized. The future benefit of these losses has not been recognized in the financial statements.

Notes to Interim Financial Statements

for the period from December 23, 2010 (date of incorporation) to January 19, 2011

6. Related Party Balances and Transactions

A Director of the Corporation is a partner in a firm providing legal services to the Corporation. Share issue costs include \$3,788 of these services. In addition, the deferred financing costs of \$9,582 are for services rendered by the same firm.

As at December 31, 2010 \$13,370 is included in accounts payable and accrued liabilities for these services.

The transactions above are in the normal course of operations and are measured at the exchange value (the amount established and agreed to by the related parties).

7. Capital Management

The Corporation's objective is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to allow the Corporation to complete a qualifying transaction. Management defines capital as the Corporation's cash balance. The Corporation is not subject to externally imposed capital requirements.

8. Financial Instruments

(a) Fair value

As at January 19, 2011, the Corporation's financial instruments consists of cash and accounts payable and accrued liabilities. The fair values of cash and accounts payable and accrued liabilities approximate their carrying values due to the short-term nature of these instruments.

(b) Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At January 19, 2011, the Corporation had cash of \$275,000 and accounts payable and accrued liabilities of \$18,370. The Corporation is not exposed to significant liquidity risk.

9. Subsequent Event and Commitment

(i) Agency Agreement

Pursuant to an agency agreement dated March 22, 2011 the Corporation engaged Canaccord Genuity Corp. as its exclusive agent, on a commercially reasonable efforts basis, in the corporation's initial public offering of a minimum of 2,000,000 common shares and a maximum of 3,000,000 common shares of the Corporation at \$0.20 per share under a prospectus to be filed with the Exchange (the "Offering"). The proceeds of the offering will be used by the Corporation to fund its search for a Qualifying Transaction within 24 months of the initial public offering. In consideration of services to be performed by its agent, the Corporation has agreed to pay a cash commission of 10% of the gross proceeds of the offering, an administration fee of \$10,000 and the Corporation will provide the agent with a \$10,000 advance retainer to cover its out of pocket expenses. In addition, the agent will be granted Agent's warrants allowing it to purchase 200,000 common Shares if the minimum Offering is sold and 300,000 common shares if the maximum Offering is sold, at an exercise price of \$0.20 per common share, exercisable for a period of 24 months from the date of listing of the common shares on the Exchange.

(ii) Stock Options

Upon closing of the initial public offering the Corporation will establish a stock option plan for its officers, directors, consultants and employees to which the Corporation may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Corporation.

The Corporation intends to grant incentive stock options to directors and officers of the Corporation to purchase a number of common shares equal to 10% of the number of common shares issued and outstanding upon completion of the offering described in (i) above. The options will be granted at a price of \$0.20 per common share, exercisable for five years from the date of grant, subject to regulatory approval, upon the listing of the Corporation's common shares on the Exchange.

CERTIFICATE OF THE CORPORATION

March 22, 2011

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of Ontario.

“David Mitchell”
David Mitchell
President, Chief Executive Officer and
Director

“Fraser Wray”
Fraser Wray
Director, Chief Financial Officer, and
Secretary

ON BEHALF OF THE BOARD

“Keith R. Harris”
Keith R. Harris
Director

“Ilja Troitschanski”
Ilja Troitschanski
Director

CERTIFICATE OF THE AGENT

March 22, 2011

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

Canaccord Genuity Corp.

“Ali Pejman”

Ali Pejman

Managing Director, Investment Banking

CERTIFICATE OF THE PROMOTER

March 22, 2011

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of Ontario.

“David Mitchell”
David Mitchell
Director