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PROSPECTUS

Initial Public Offering

April 4, 2008

CANADIAN INTERNATIONAL MINERALS INC.

Suite 1710-1040 West Georgia Street.
Vancouver, British Columbia
V6E 4H1

(the "Company")

4,000,000 Common Shares
\$0.20 per Common Share

This Prospectus is being filed to qualify the distribution in British Columbia, Alberta and Ontario of 4,000,000 common shares (each, an "Offered Share") of Canadian International Minerals Inc. (the "Company") at a price of \$0.20 per Offered Share (the "Offering"). See "Plan of Distribution". The Company offers to the public, on a commercially reasonable basis, the Offered Shares at a price of \$0.20 per Offered Share through its agent, Wolverton Securities Ltd. (the "Agent"). The Company intends to use the proceeds of this Offering for the exploration and development of its Copper Mountain properties, which are located in British Columbia, and for corporate purposes. See "Use of Proceeds". The offering price of the Offered Shares was determined by negotiation between the Company and the Agent. In the event that the Offering is not attained within 90 days of the issuance of an Mutual Reliance and Review System ("MRRS") decision document for the final Prospectus, all funds raised hereunder will be retained by the Agent and refunded to investors without interest or deduction.

	Number of Offered Shares	Price to Public ⁽¹⁾	Agent's Commission ⁽²⁾	Net Proceeds to the Company ⁽³⁾
Per Common Share	1	\$ 0.20	\$ 0.016	\$ 0.184
Total Offering	4,000,000	\$800,000	\$ 64,000	\$ 736,000

- (1) The offering price of the Offered Shares was determined by negotiations between the Company and the Agent.
- (2) Pursuant to the terms of agency agreement between the Agent and the Company dated April 4, 2008 (the "Agency Agreement"), the Agent shall receive a commission equal to 8% of the gross proceeds of the Offering. The Company will pay the Agent a non-refundable corporate finance fee of \$25,000 plus GST and 40,000 shares of the Company (the "Corporate Finance Shares"). The Agent shall be reimbursed for its reasonable expenses incurred in connection with the performance of its services including the legal fees of the Agent's counsel. The Company has paid \$10,000 to the Agent as a retainer for the Agent's legal counsel and has paid an \$8,000 administration fee. Upon completion of the Offering described in this Prospectus, the Agent will receive agent's warrants (the "Agent's Warrants") entitling it to acquire that number of common shares equal to 8% of the number of common shares sold pursuant to the Offering at a price of \$0.20 per Common Share at any time prior to the date that is 24 months from the

closing of this Offering. This Prospectus qualifies the distribution of the Agent's Warrants and the Corporate Finance Shares (see "Plan of Distribution").

- (3) Before deduction of the estimated balance of expenses of the Offering estimated at \$60,000, and net of the estimated expenses of the Agent and its counsel in respect of which a retainer of \$10,000 has been paid to the Agent as a retainer for the Agent's legal counsel.

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

An application has been made to list the securities offered hereunder on the Canadian Trading and Quotation System Inc. (the "CNQ"). Listing is subject to the Company fulfilling all of the listing requirements of the CNQ, which include becoming a reporting issuer.

There is no market through which these securities may be sold. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of securities, and the extent of issuer regulation. A purchaser may not be able to resell securities purchased under the Prospectus.

An investment in the securities of the Company is subject to a number of risk factors, which should be reviewed carefully by prospective purchasers. Investments in natural resource issuers such as the Company involves a significant degree of risk. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

In this Prospectus, "we", "us", "our" and the "Company" refers to Canadian International Minerals Inc., a corporation incorporated under the *Business Corporations Act* (British Columbia).

Wolverton Securities Ltd.
17th Floor 777 Dunsmuir St.
Vancouver, B.C.
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SUMMARY OF PROSPECTUS

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

Principal Business of the Company

The Company is engaged in the business of acquiring and exploring mineral properties. The Company has acquired a 100% interest in five properties in the Copper Mountain camp in the Princeton area of southwest British Columbia. The Company's objective is to explore and develop the Property (as hereinafter defined). See: "Narrative Description of the Business".

The Offering

The Company is offering 4,000,000 shares to the public, through its Agent, at a price of \$0.20 per Common Share for aggregate gross proceeds of \$800,000. In addition, the Company has granted the Agent Agent's Warrants to purchase up to 320,000 common shares at a price of \$0.20 per share for a period of 24 months from the date of closing of this Offering. In addition, the Agent will be issued 40,000 Corporate Finance Shares. The Agent's Warrants and the Corporate Finance Shares are qualified under this Prospectus. See "Plan of Distribution".

Use of Proceeds

As of the period ended December 31, 2007, the Company had a deficit of \$250,360. After the Offering of 4,000,000 Offered Shares, the Company will receive net proceeds of \$736,000, which, together with \$3,651 working capital as at February 29, 2008 will result in approximately \$739,651 to be expended, in order of priority, as follows:

	Description	Funds to be Used
1.	To pay the estimated remaining costs of this Offering (including legal, audit and printing expenses)	\$ 37,563
2.	To pay the balance of the Agent's corporate finance fee, legal costs and administration fee	\$ 26,980
3.	To pay for the Phase I exploration program expenditures on the Property, including airborne survey and interpretation, geological compilation and mapping	\$ 70,000
4.	To pay for the Phase II exploration program expenditures on the Property, including a 2,000 meter drill program	\$ 300,000
5.	To pay for ongoing general and administration expenses	\$ 305,108
	Total:	\$ 739,651

All of the net proceeds of the Offering will be used to finance exploration on the Property and for administration and working capital. See "Use of Proceeds". The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. If the results of the Phase I exploration program do not justify the expenditures allocated to the Phase II exploration program, these funds will be reallocated to the investigation and acquisition of other natural resource properties.

Risk Factors

Investment in the Offered Shares should be considered highly speculative and investors may incur a loss on their investment. The Company has no history of operations or earnings and to date has not defined any commercial quantities of mineral reserves on the Property. While the Company has followed standard due diligence procedures with respect to title to the Property, there is no guarantee that the Company's ownership interest is 100% certain or that it cannot be challenged by claims from unknown third parties claiming an interest in the Property. The Company and its assets may also become subject to uninsurable risks. The Company's activities may require permits or licenses which may not be granted to the Company. The Company competes with other companies with greater financial resources and technical facilities. The Company may be affected by economic, environmental and regulatory risks beyond its control. The Company will require significant funds, above those raised in this Offering to complete exploration of the Property. The Company is currently largely dependent on the performance of its directors and officers and there is no assurance the Company can retain their services. The directors and officers may be engaged in businesses in direct competition with the Company.

In recent years, both metal prices and publicly traded securities prices have fluctuated widely. Aboriginal rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. Management of the Company is not aware of any aboriginal land claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the mineral claims in which the Company has an interest. There is currently no public market for the common shares of the Company and if one develops, liquidity may be limited. See the section entitled "Risk Factors" for details of these and other risks relating to the Company's business.

Summary Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Company and notes thereto appearing elsewhere in the Prospectus. The selected financial information is derived from audited financial information of the Company and the financial information itself has been audited. The Company has established March 31 as its fiscal year end.

	Unaudited for the nine months ended December 31, 2007	Audited for the fiscal year ended March 31, 2007
Revenues	Nil	Nil
Loss for the Period	\$ 100,854	\$ 149,506
Basic and Diluted Loss Per Common Share	\$ 0.02	\$ 0.02
Total Assets	\$ 102,072	\$ 217,112
Long Term Debt	Nil	Nil
Total Liabilities	\$ 2,382	\$ 16,568
Common Share Capital	\$ 350,050	\$ 340,050 ⁽¹⁾
Number of Common Shares	6,430,001	6,330,001 ⁽²⁾
Accumulated Deficit	\$ 250,360	\$ 149,506
Cash Dividends Per Common share	Nil	Nil

⁽¹⁾ As at March 31, 2007 there were 6,330,001 common shares of the Company issued and outstanding. Subsequent to March 31, 2007, the Company issued 100,000 common shares at \$0.10 per share for total proceeds of \$10,000. The proceeds were received prior to the year ended March 31, 2007.

⁽²⁾ Upon the successful completion of the Offering, a total of 10,430,001 common shares will be issued and outstanding, not including the issuance of the Corporate Finance Shares or the exercise of the Agent's Warrants.

See "Selected Financial Information and Management's Discussion and Analysis".

CORPORATE STRUCTURE

Name and Incorporation

Canadian International Minerals Inc. was incorporated under the *Business Corporations Act* (British Columbia) on March 2, 2006. The Company's head office is located at Suite 1710-1040 West Georgia Street., Vancouver, British Columbia, V6E 4H1. The Company's registered and records office is located at Suite 1000-595 Burrard Street, Vancouver, British Columbia, V7X 1S8. The Company is engaged in the acquisition and exploration of mineral properties in Canada. See "Narrative Description of the Business".

Intercorporate Relationships

The Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE COMPANY

History

Since incorporation of the Company in March, 2006, it has been in the business of acquiring and exploring natural resource properties. It has acquired a 100% interest in a mineral claim group known as the Copper Mountain properties that is located in the Princeton area of southwest British Columbia. The Company will explore for gold, silver and copper on these claims. The claims are in a preliminary stage of exploration and do not have a known commercial body of ore or minerals.

Property Acquisition

The Company entered into two Assignment of Mineral Title Agreements on January 31, 2007. The first agreement was between Michael Schuss (President of the Company) and the Company. In consideration for \$10,000 Mr. Schuss assigned and transferred all rights, title and interest in the following seven claims to the Company.

Tenure No.	Type	Claim Name	Good Until	Area (ha)
531889	Mineral	INGERSOL 1	20080412	505.263
531892	Mineral	INGERSOL 2	20080412	505.106
533902	Mineral	HERCULES EXTENSION	20080511	189.642
533907	Mineral	DEEP GULCH	20080511	84.241
536566	Mineral	GOLDROP NORTH	20070404	42.098
542069	Mineral	BLACK SHALE GOLD 1	20070928	273.616
545048	Mineral	DEEPGULCH2	20081109	126.346

The second agreement between Larry Ralph Sostad and the Company assigned and transferred all rights, title and interest in the following two claims to the Company for consideration of \$6,000.

Tenure No.	Type	Claim Name	Good Until	Area (ha)
535552	Mineral	LAM	20070613	189.220
535556	Mineral	WILMAC	20070613	189.300

During the quarter ended June 30, 2007, the LAM claim, the WILMAC claim and the GOLDROP NORTH claim expired without subsequent renewal on their anniversary dates due to unfavourable results or determination that previous reports were inaccurate and unreliable. On September 28, 2007, the BLACK SHALE GOLD 1 claim expired without subsequent renewal on its anniversary date due to unfavourable results. Acquisition costs of \$6,000 were written off during the nine months ended December 31, 2007.

Trends

The Company is not aware of any trends, commitments, events or uncertainty that are expected to have a material effect on the business, financial condition or results of operations of the Company other than as disclosed herein under “Risk Factors”.

NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objectives

Using the current working capital and the funds to be raised in the Offering, the business objective of the Company is to explore its Property by geophysical techniques capable of mapping the unexposed geology. An airborne magnetic and electromagnetic survey over the entire Property is planned to identify buried intrusions on the Property. A follow-up drilling program to test any anomalies is contingent on finding any airborne anomalies.

Milestones

In order to accomplish the business objective stated above, the Company is in the process of carrying out an initial exploration program. The estimated field time allowance for Phase I of work on the Property is two months, allowing for concurrent activities. Additional work on the Property will be contingent upon successful results being obtained from the Phase I work.

Mineral Project

The Company commissioned and received an independent technical report on its five mineral claims (the "Property"), in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects, (“NI 43-101”). The “Technical Report on the Copper Mountain Property” dated February, 2008 (the “Report”) was prepared by Messrs. Cliff Duke, Gilles Arseneau and Peter Wells of Wardrop Engineering Inc.

Mr. Cliff Duke P. Eng. is a Qualified Person as defined under NI 43-101.

Dr. Arseneau, Ph.D., is a Qualified Person as defined under NI 43-101 and visited the Property on April 26, 2007.

The following information and figures were taken from the Report. Figures 1, 2, 3 and 4 from the Report are included in this Prospectus. The remaining Figures and Appendices are contained in the Report which will be made available under the Company’s profile on the SEDAR website at www.sedar.com. During the Offering, a copy of the Report will be held at the records office of the Company located at Suite 1000 – 595 Burrard St., Vancouver, B.C., where it may be examined during normal business hours. The following information has been revised in respect to certain references.

Property Description and Location

The Property consists of a group of 5 mineral claims covering about 1410.6 hectares. These claims are 100% owned by the Company. Details about the claim group, as reported by British Columbia’s Mineral Titles Online are listed below in Table 1.

Table 1: Property

Tenure Number	Claim Name	Area, Hectares	Expiry Date
531889	Ingersol 1	505.263	12 April 2008
531892	Ingersol 2	505.106	12 April 2008
533902	Hercules Extension	189.642	11 May 2008
533907	Deep Gulch	84.241	11 May 2008
545048	Deep Gulch 2	126.346	09 Nov 2008
Total Area (Ha)		1410.598	

Four of the claims are contiguous, with claim 533902 (189.6 hectares) lying some 2 km south-south-east of the remainder.

The area is located at the southern end of the Thompson Plateau, overlooking the Similkameen River Canyon. It is within a transitional zone between the Interior Plateau to the north and the Cascade Mountains, of the Coast Ranges, to the south. The topography varies from being gentle to moderately steep. Elevations vary from 1000 to 1500 m. Forest cover consists mainly of lodge pole pines and fir trees, with several areas being clear-cut.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Almost all of the Property area is accessible by Provincial Highway No. 3 and local gravel roads. The nearest railway is at Hope, some 120 km to the south. The Copper Mountain area has a relatively dry climate, typical of the southern interior of British Columbia. Summers are typically warm and dry whereas the winters are cool with minor precipitation. Most of the precipitation during the winter months falls as snow with total snow fall of approximately 200 cm. Temperatures range from an average annual high of 35° C and the average annual low of -30° C, with the annual mean temperature being 6° C. Total annual precipitation varies widely, ranging from a low of 253 mm to a high of 790 mm with the average being 400 mm. Vegetation in the area consists mainly of Ponderosa Pine and Bunch Grass at the lower elevations, transitioning into Lodgepole Pine forests at the higher elevations.

The town of Princeton, 15 km to the north, has a population of approximately 3,000 and has a diversified economy driven by ranching, forestry and tourism, although during the mine operation, Similco Mines Ltd. was the predominate employer in the area. The town has services typical of its size. Grid power is available to the Property along Highway 3 and water can be obtained from the nearby Similkameen River.

Topography is gentle to moderate over most of the plateau area of Copper Mountain where elevations range from 1,050 m to 1,300 m, but becomes rugged in the Similkameen River Canyon. The elevation of the river is approximately 770 m and the canyon walls are steep.

History

The Company acquired a 100% interest in the claims pursuant to two agreements dated January 31, 2007. The surrounding area has a long history of mineral exploration and mining, dating back to the late 1800's. Much of the earlier work has not been documented. Recent exploration has been limited to soil geochemistry survey by Cominco Ltd. in 1991 and a ground magnetic and geochemistry survey by Westmin Resources Limited in 1992.

Drilling and trenching has been carried out on the Deep Gulch property in 1959 and on the Norma property in 1968. Results of the drilling on the Norma property are not known. Copper mineralization has been recorded in trace amounts in bedrock on the Deep Gulch and Axe claims.

With the exception of the drilling and trenching work on the Deep Gulch claims, none of the previous work resulted in the identification of significant copper mineralization and most of the historical work is of very limited use as only summary records exist in the British Columbia MINFILE system and none of the geophysical data are available in digital format.

The following work pertains to the Property (none of which was conducted by the Company):

- | | |
|---------|--|
| 1952 | Area staked by J.W. Gallagher, subsequently held by Deep Gulch Mines. |
| 1958-59 | Magnetometer survey by Granby Consolidated on the Dee claims. |
| 1959 | Granby Mining Company did a magnetometer and geochemical survey on the Joyann group of claims. No anomalies were reported. |
| 1967 | G. Clark performed a limited soil geochemistry sampling program on the Nut claims for AGN Syndicate. The program showed no anomalous values. |
| 1968 | Oro Mines acquires the NORMA claim. Several holes were diamond drilled after some geological and geophysical work and trenching. |
| 1968 | Seigel Associates Limited performed Magnetometer and I.P. surveys for Anchor Mining Ltd. on the T group of mineral claims. |
| 1969 | Alrae Engineering performed a soil geochemistry survey on the Claire and X claim blocks. Some anomalous values were reported. |
| 1969 | Noranda detected two anomalies with an I.P. survey on the AXE claims. |

- 1969 Scurry-Rainbow Oil performed a magnetometer survey of the JILL, JJJ and TOW claim groups.
- 1970-71 Newmont performed geological and geochemical programs on the AXE and SKI claim groups and located minor copper mineralization (<0.1% Cu associated with fractured volcanic rocks).
- 1972 Anchor Mines Ltd. conducted a soil sampling program on the T group of mineral claims.
- 1977 Gilford Resources Ltd. acquired the NORMA claim from J. Turner. Allen Geological Engineering Ltd. carried out assessment work on the NORMA claim, consisting of geological, topographic, geochemical, magnetometer and electromagnetic surveys. Six old trenches were also cleared and deepened.
- 1991 Cominco carried out a geology and geochemical survey of the PHANTOM claims.
- 1992 Westmin did further soil geochemistry sampling, and ran two magnetometer surveys.

Geological Setting

The regional geology is characterized by major north-striking high-angle faults. The Nicola Group rocks were deposited during Triassic time, followed by continental volcanism and sedimentation in Early Tertiary time. The central Nicola basin has an abundance of proximal volcanic rocks and co-magmatic plutons with several associated copper deposits. A group of such plutons are known as the Copper Mountain Intrusions.

The copper deposits of the Copper Mountain camp occur in a northwest-trending belt of the Nicola Group rock that are bounded on the south by the Copper Mountain stock, on the west by a major normal fault system, and on the north by a complex of porphyries and breccias known as the Lost Horse complex. Copper mineralization quickly diminishes eastward, where the Copper Mountain stock and Lost Horse complex diverge.

In the vicinity of Copper Mountain the Nicola rocks are andesitic to basaltic, coarse agglomerate, tuff breccia and tuff, with minor massive flow units and a few layers of volcanic siltstone. These rocks were previously included with the Wolf Creek Formation (Geological Survey of Canada Memoir 171). The coarse fragmental rocks rapidly grade to the southeast and south into massive flows, abundant sub-aqueous tuff and some pillow lava. The distribution of coarse fragmental rocks in association with the porphyry breccia and copper deposits indicate that one or more Nicola volcanic centres were close to the Lost Horse complex. It is also indicative of the close relationship between copper mineralization and Nicola magmatism.

The Copper Mountain Intrusions include the Copper Mountain, Smelter Lake and Voigt stocks. The Copper Mountain stock is 17 square kilometers, concentrically differentiated, elliptical in plan, with its major axis 10 kilometers long and striking 300 degrees. The stock is zoned, with diorite at its outer edge grading through monzonite, syenite and perthosite pegmatite at the core. The smaller Smelter Lake and Voigt stocks show no differentiation and are similar in composition to the outer phase of the Copper Mountain stock.

The Lost Horse complex (4300 meters by 2400 meters) consists of diorite to syenite porphyries and porphyry breccias, with variable pervasive albitization, saussurization and pink feldspar alteration. These porphyries are a complex of dykes, sills and irregular bodies. Some phases are mineralized, but others are clearly post-mineralization.

Radiometric age dating of the Lost Horse complex, Smelter Lake and Voigt stocks, and sulphide-bearing pegmatite veins indicate that these intrusions and of the associated mineralization are Early Jurassic (Bulletin 59, page 43; Canadian Journal of Earth Sciences, Volume 24, page 2533).

The Property lies west of the Boundary Fault and is almost entirely underlain by the Eocene age Princeton Group. The Princeton Group volcanic and sedimentary rocks form the youngest rock units in the Princeton area and unconformably overlie all other units. In the vicinity of Copper Mountain, the Princeton Group consists of andesitic volcanoclastic rocks and lava flows with minor intercalated sedimentary shale units. Rocks of the Nicola Group are exposed in the northern and eastern parts of the Property, in the Axe and Deep Gulch showing areas. The Nicola Group rocks consist of andesitic and basaltic flows intermixed with minor dacite flows. Near Copper Mountain, the Nicola volcanic rocks exhibit greenschist facies secondary mineral assemblages. The rocks contain epidote, chlorite, tremolite-actinolite, sericite and carbonate with local biotite and prehnite.

A narrow aureole of contact metamorphism, generally less than 60 metres wide, overprints the above assemblages around the Copper Mountain stock, and has widespread granoblastic diopsidic pyroxene, green hornblende, brown to reddish biotite, abundant epidote, intermediate plagioclase and some quartz.

Deposit Types

The exploration target on the Property is porphyry style mineralization similar to what was mined at the nearby Copper Mountain and Ingerbelle Mines. Preto V.A. (1972) classified the Ingerbelle deposit as a skarn gradational to a porphyry style deposit. All the deposits are spatially and genetically associated with the Copper Mountain intrusions. The sulfide deposits are always associated with extensive, locally intense, wallrock alteration. This alteration, both in volcanic or intrusive rocks, displays biotite, albite, epidote, pyroxene, actinolite, K-feldspar and scapolite as secondary alteration minerals. Copper mineralization is found in four discrete styles:

1. disseminations and stockworks mostly of chalcopyrite and pyrite in altered Nicola volcanic and/or Lost Horse intrusive rocks;
2. hematite-chalcopyrite and magnetite-chalcopyrite replacements in rocks of the Voigt stock;
3. bornite-chalcopyrite concentrations associated with pegmatite veins in rocks of the Copper Mountain stock; and
4. magnetite breccias and replacements in Lost Horse intrusive rocks.

Chalcopyrite – pyrite dissemination type deposits are by far the most important type in the Copper Mountain area

Bornite is confined to a zone that generally extends less than 60 meters from the Copper Mountain Stock, in zones of prominent northeast trending fractures. The bornite rich ore is deficient in pyrite, but carries significant amounts of chalcopyrite. Beyond the bornite zone the ore type changes rapidly to a chalcopyrite-pyrite type.

Mineralization

Disseminated copper mineralization is known to occur at the Deep Gulch showing which straddles the eastern boundary of Claim 533907 and in minor amounts at the Axe showing on the northern part of Claim 531892 and at the Norma showings south of the Property, no copper mineralization is known to occur on the Property.

At Deep Gulch, disseminated copper mineralization was identified in the early 1950s. Mineralization was reported to occur east and west of the Boundary Fault in pegmatitic monzonite and syenogabbro. The showing was trenched and 15 holes were drilled between 1960 and 1961. While good copper mineralization was reported from boulders and selected grab samples, assay results from the drilling programs are unknown. A 15-meter chip sample taken in a trench across a pegmatite vein containing bornite is reported to have assayed 0.75% copper (MINEFILE 092HSE080). The mineralization appears to be associated with syenogabbroic phase of the Copper Mountain stock. During the site visit, several old trenches were located and minor malachite staining was identified on outcrops of monzonite in the Deep Gulch area. **Most of the known mineralization appears to occur just east of the Property on claim number 345289 although the eastern boundary of the Company's claim 533907 does appear to straddle the Deep Gulch showing area.**

Minor copper mineralization has also been reported in the Axe/Ski area near Kennedy Lake. Here chalcopyrite with pyrrhotite and pyrite are reported to occur as sparse disseminations and blebs in fractures and veinlets cutting Nicola Group andesitic volcanic rocks.

Exploration

The Company has not yet carried out any exploration on the Property. All known exploration on the Property has been carried out between 1950 and 1992 as outlined above under the heading "History".

Drilling

No drilling has been carried out on the Property owned by the Company. Records from the BC Government MINFILE database indicate that eight short drill holes were drilled on the Deep Gulch showing between 1960 and 1961 just east of the Property. It is unknown if any of these holes were actually drilled on the Property as drill hole locations are not available. No information is available on the results of the drilling.

Sampling Method and Approach

No exploration work has been carried out by the Company as of yet. Only one rock sample was collected during the site visit from an outcrop in the Deep Gulch showing area. The sample was collected by G. Arseneau, co-author of the Report. The chip-panel sample was collected with a rock hammer over a 1 metre square exposure in an old trench about 500 m east of Highway 3. The sample consisted of several rock chips taken over the outcrop face and selected to be representative of the 1-metre square exposure.

Sample Preparation, Analyses and Security

Only one sample was collected from the Deep Gulch showing as described above. The sample remained in their possession of Dr. Arseneau until it was delivered to ALS Chemex in North Vancouver. The sample was analyzed for gold by fire assay and for 42 elements by inductively coupled plasma methods.

Data Verification

The authors of the Report carried out a site visit on April 26, 2007. The visit confirmed that most of the Property is covered by deep overburden. Minor outcrops of Nicola Group mafic to intermediate volcanic rocks were observed in the Kennedy Lake area. These outcrops were slightly altered to chlorite and epidote and cut by several minor quartz and calcite veins. No sulphide mineralization was observed.

The authors of the Report also visited the Deep gulch showing where minor amounts of malachite were observed in monzonite. The outcrop area was exposed in old trenches about 500 metres east of Highway 3 south of Deep Gulch Creek just east of the Property on claim number 345289 and not controlled by the Company. Mineralization consists of mainly traces of malachite and minor amounts of pyrite disseminations along fractures in pegmatite monzonite.

A panel chip sample was collected over a one metre square area exposed in an old trench along a dirt road off Highway 3. Other outcrops were found in the area but none appear to contain copper mineralization. Several old trenches were found but most were filled with overburden. The chip sample was collected by Dr. Arseneau and analyzed by ALS Chemex by inductively coupled plasma method. Assay results of the sample are included below:

Sample No.	Cu (ppm)	Pb (ppm)	Zn (ppm)	Ag (g/t)
C048020	119	5	14	2.1

The sample does contain anomalous amounts of copper mineralization and further exploration is warranted in the immediate Deep Gulch area to confirm if previously reported of 0.75% copper over 15 metres can be located and confirmed (BC Minfile 092HSE080).

Adjacent Properties

The following information was provided by the MINFILE program of the Government of British Columbia's Ministry of Energy, Mines and Petroleum Resources. **This information is not necessarily indicative of the mineralization on the claim group that the Report refers to.**

Three major ore bodies occur in a 1100 by 4300-metre belt. Other occurrences of copper mineralization related to the Copper Mountain Intrusions are found over an area of 10 by 11 kilometers.

Development by Granby Consolidated Mining, Smelting and Power Company Ltd. during the 1950's and by Newmont Mining Corporation of Canada during 1968-69, delineated two areas of mineralization centered on Pit 1 and Pit 2. The Pit 1 (Princess May) ore body is in a chalcopyrite zone northwest of the underground mine.

Pit 1 is 700 meters long, 300 meters wide and 170 meters deep. Most of the ore is along the Main fault in massive and fragmental volcanic rocks. Mineralization occurs as fine disseminations of chalcopyrite and pyrite with rare blebs and stringers. At the west end of the ore body, between the stock contact and the fault, sulfides occur as thin fracture coatings of bornite and chalcopyrite in a fine-grained tuff bed.

The Pit 2 ore body is 900 meters long, 360 meters wide and 170 meters deep. It is located 240 meters northeast of Pit 1, along the contact of volcanic rocks and Lost Horse intrusive rocks. The ore body boundaries are fault controlled. The north boundary is formed by a zone of faulting and crushing, but the southern boundary has not been related to any structure. Ore-grade material is irregular, but local centres of copper mineralization occur. Predominant sulfides are chalcopyrite and pyrite, but bornite is rare. Pit 2 has a much greater proportion of coarse blebs and veinlets than Pit 1.

Pit 3 (Sunset) is 200 meters southeast of Pit 1 and continues southeast, along the Copper Mountain stock, for 1200 meters. The 250-metre wide ore body is hosted by the Nicola Group. Mineralization is along the northwest-striking contact, along the major faults or at the intersection of porphyry dykes with northeast-striking breaks and pegmatite-sheeted zones. The contact ore body that produced half of the underground ore had widths of 9 to 38 meters, 900 meters along strike and a depth of 400 meters. The best areas consisted of fine-grained bedded tuffs. These rocks, being more brittle, shattered readily and yielded more "ore fractures". Bornite and chalcopyrite occur in equal proportions, with most of the bornite occurring within 60 meters of the stock contact. Minor chalcocite occurs with the best bornite ore. Pyrite exists in areas of chalcopyrite mineralization.

In 1977-1978 the Ingerbelle mine and Copper Mountain mine consolidated operations (the Ingerbelle open pit and mill are across the Similkameen River, west of the Copper Mountain mine). The mining operation is currently called the Similco mine.

Similco ceased mining operations on November 8, 1996 and milling of residual ore was completed by November 12, 1996. The operation went on care and maintenance status on November 15, 1996. Total production from the camp is 1.7 billion pounds of copper, 8.4 million ounces of silver and 0.62 million ounces of gold.

In December 2006, Copper Mountain Mining Corporation ("CMMC") purchased the copper Mountain Mine through its 100% purchase of Similco Mines from 393714 Canada Inc. CMMC is currently carrying out a 51,000 metre drilling program with the goal of identifying mineral resources between the three pits and is preparing a preliminary economic assessment of the project to evaluate the economics of a new merged pit wider and deeper to access additional mineralization at depth. The current drilling program is concentrated on the areas between Pit 1, Pit 2 and Pit 3. Additional drilling is planned to evaluate the surrounding areas plus test the mineralization at depth.

Also on the Norma claims, in the area immediately south of the main claim block, minor pyrite-pyrrhotite mineralization has been exposed in trenches. The mineralization occurs in fractured volcanic rocks west of the Boundary Fault in an area mapped as Princeton Group volcanic rocks. Minor chalcopyrite has been reported and Gilford Resources Ltd. drilled 651 metres of core in six short holes in 1968. Results of the drilling are not known.

Environmental Liabilities

There are no environmental liabilities associated with the Property known to the Report authors.

Permits to be Obtained to Conduct Work on the Property

No permits are required to carry out the recommended Phase 1 work program. Should the Company decide to carry out the second phase of the recommended program, permits will be required before the drill program can be carried out.

Conclusions

The Property lies 3 km west of a significant copper producer; Preto's (1972) compilation map indicates that the Property lies principally to the west of the Boundary Fault. Bedrock in the area is believed to be Nicola Group volcanic and sedimentary rocks, with some elements of the Wolf Creek formation, but surface exposure is limited. Given that mineralization east of the Boundary Fault is associated with the Lost Horse and Copper Mountain intrusive bodies, detecting the extension of the Copper Mountain west of the Boundary Fault on the Property will be an important method in discovering new mineralization. The only elements of the Copper Mountain intrusion mapped west of the Boundary Fault are near Deep Gulch, in the southern part of the main claim block. Copper mineralization found in the northern part of the Property in the Kennedy Lake area is associated with fractures within the Nicola volcanic rocks, and not similar to the mineralization found within the Copper Mountain Intrusion at the Copper Mountain Mine but is worthy of follow-up. Given that most of the Company's Property is covered by overburden, the identification of Copper Mountain Intrusion west on the Boundary Fault on the Property through geophysical data interpretation and drilling will be key to a successful exploration program.

Recommendations

Because of the limited surface exposure on the Property, the Report authors recommend that the Property be explored by geophysical techniques capable of mapping the unexposed geology. Geological mapping in the Deep Gulch and Kennedy Lake area is also recommended to follow-up on previously documented copper mineralization.

Airborne magnetic and electromagnetic (EM) survey over the entire Property would be helpful in identifying buried intrusions on the Property. Contingent on finding any significant airborne anomalies, a follow up drilling program to test the anomalies west of the Boundary Fault is recommended.

Budget

The Report recommends the following budget for the Property:

Phase 1	
Airborne survey (magnetometer + EM) and Interpretation	\$50,000
Geological Compilation and Mapping	\$20,000
Total Phase 1	\$70,000
Phase 2 (contingent on positive results of Phase 1)	
Drilling 2000 metres	\$300,000
Total Phase 1 and Phase 2	\$370,000

USE OF PROCEEDS

Proceeds and Funds Available

As at March 31, 2007, the Company had issued 6,330,001 common shares having a fair value of \$340,050, for which the Company received cash proceeds of \$280,800 and recorded stock based compensation of \$59,250. Subsequent to March 31, 2007, the Company issued 100,000 common shares at \$0.10 per share for total proceeds of \$10,000. As of the year ended March 31, 2007, the Company had a deficit of \$149,506.

Upon completion of the Offering of 4,000,000 Offered Shares, the Company will receive net proceeds of \$736,000, which, together with the working capital of \$3,651 as at February 29, 2008, will result in approximately \$739,651 to be expended as detailed below.

Principal Purposes

The principal purposes for which the funds available are intended to be used, in order of priority, are as follows:

	Description	Funds to be Used
1.	To pay the estimated remaining costs of this Offering (including legal, audit and printing expenses)	\$ 37,563
2.	To pay balance of the Agent's corporate finance fee, legal costs and administration fee	\$ 26,980
3.	To pay for the Phase I exploration program expenditures on the Property, including airborne survey and interpretation, geological compilation and mapping	\$ 70,000
4.	To pay for the Phase II exploration program expenditures on the Property, including a 2,000 meter drill program	\$ 300,000
5.	To pay for ongoing general and administration expenses and expansion for the next 12 months	\$ 305,108
	Total:	\$ 739,651

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. If the results of the Phase I exploration program do not justify the expenditures allocated to the Phase II exploration program, these funds will be reallocated to the investigation and acquisition of other natural resource properties.

The \$305,108 estimated 12 months general and administrative expenses are broken down as follows:

Accounting and legal	\$56,055
Bank charges	\$430
Consulting	\$83,500
Investor relations	\$20,384
Office and miscellaneous	\$9,500
Property investigation	\$61,976
Rent	\$5,905
Regulatory fees, dues and filing fees	\$24,606
Telephone	\$4,430
Travel, conferences, meetings	\$38,322
Total	\$305,108

Dividends

There are no restrictions preventing the Company from paying dividends. The board of directors of the Company (the "Board") has not declared any dividends or made any distributions in the three most recently completed financial years or in the current financial year. The Board may declare dividends at its discretion but does not anticipate paying dividends in the near future. The Board expects to retain earnings to finance future growth and, when appropriate, retire debt.

SELECTED ANNUAL FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

This discussion and analysis of financial position and results of operations is prepared by the management as at March 31, 2007 and December 31, 2007 and should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2007 and unaudited financial statements for the nine months ended December 31, 2007 year where necessary. Those financial statements have been prepared in accordance with Canadian generally accepted accounting principles (the "GAAP"). All dollar figures shown therein are stated in Canadian dollars, unless where specified.

Forward-Looking Statements

The statements contained in this discussion and analysis that are not purely historical are forward-looking statements. "Forward looking statements" include statements regarding our expectations, intentions or strategies regarding the future. Forward-looking statements include: statements regarding future operational and financial performance, future acquisition and development. Such statements are subject to risks and uncertainties that are beyond the management's control; therefore, the Company's current projection and expectation about its future results might not reflect and differ from the actual future results. Risks and uncertainties may include but are not limited to unavailability of sources of financing or inability to raise capital when necessary, laws and regulations concerning environmental protection that exist in various jurisdictions, prohibition of further exploration and development of mines, weather conditions and other uncontrollable and unpredictable factors. Due to such risks and uncertainties that are beyond the control of management, the reader should be cautious when reading the forward-looking statements.

Management's Responsibility For Financial Statements

The preparation of the financial statements and the accompanying discussion and analysis require management to make certain estimates to determine the future values of certain assets or liabilities. Such estimates are made based on judgment and are reflected as estimates in the accompanying audited financial statements, when deemed necessary.

Overall Performance

The Company was incorporated on March 2, 2006 under the *Business Corporations Act* (British Columbia). The Company is primarily engaged in the acquisition and exploration of viable mineral properties in southern British Columbia, Canada.

Mineral Property Interests

Copper Mountain Property, British Columbia, Canada

Since inception the Company has acquired 100% interest in nine mineral claims located in southern British Columbia, approximately 15 km south of Princeton, along the Similkameen River in the Upper Triassic Nicola Group of rocks. Four of the claims have been allowed to expire without subsequent renewal on their anniversary dates due to unfavourable results or determinations that previous reports were inaccurate or unreliable. Acquisition costs of \$6,000 have been written off during the nine months ended December 31, 2007. The five remaining claims cover about 1,410.60 hectares. The details about the claim group are listed below:

Tenure No.	Type	Claim Name	Good Until	Area (ha)
531889	Mineral	INGERSOL 1	20080412	505.263
531892	Mineral	INGERSOL 2	20080412	505.106
533902	Mineral	HERCULES EXTENSION	20080511	189.642
533907	Mineral	DEEP GULCH	20080511	84.241
545048	Mineral	DEEPGULCH2	20081109	126.346

The claims and titles were assigned and transferred by Michael Schuss to the Company for the consideration of \$10,000.

Pursuant to the acquisition of these properties, the additional expenditures incurred by the Company were \$30,323 consisting of property visits and investigation.

For the year ended March 31, 2007

Selected Information

	Audited for the fiscal year ended March 31, 2007
Operating Expenses	\$ 150,421
Loss for the Period	\$ 149,506
Basic and Diluted Loss Per Common Share	\$ 0.02
Current Assets	\$ 170,789
Minerals Properties	\$ 46,323
Short-Term Liabilities	\$ 16,568
Long-Term Liabilities	N/A

Results Of Operations

The Company incurred total operating expenses of \$150,421 for the period from incorporation on March 2, 2006 to March 31, 2007. The accounting and legal fees primarily consisted of the cost of the year-end audits, and the preparation of legal documents in connection with the acquisition of Copper Mountain properties and the incorporation of the Company and accounted for \$15,260 of total expenses. It is anticipated that the legal and accounting fees will continue to rise due to increased volume of regulatory filing required by mineral properties acquisitions and equity financings. The consulting and management fees which were the remuneration of the executives for their services provided to the Company accounted for \$52,800 of total expenses. The Company incurred \$6,000 for rent, \$12,298 for conference and meeting costs and \$4,414 for office and other miscellaneous expenses. The Company issued 6,330,001 common shares having a fair value of \$340,050, for which the Company received \$280,800 and recorded stock based compensation of \$59,250 in the statement of loss and deficit.

The Company recorded an interest income of \$915 which reduced the overall net loss for the period ended March 31, 2007 to \$149,506.

Summary Of Quarterly Results

The selected consolidated information set out below has been gathered from quarterly financial statements for the period ending March 31, 2007:

	Three month period ended March 31 2007
	\$
Interest Income	716
Net Loss	97,486
Basic and diluted loss per share	0.02

The Company is not a reporting issuer and has not prepared quarterly financial statements for any quarter prior to December 31, 2006.

Liquidity

At March 31, 2007, the Company had \$154,221 in working capital, which is sufficient to achieve the Company's short-term objectives. The Company's cash position increased due to the gross cash proceeds of \$280,800 raised from the issuance of 6,330,001 common shares of the Company. During the year ended March 31, 2007, the Company used \$16,000 of its cash to acquire 100% interest in the Copper Mountain Properties and \$30,323 was further spent on site visits and investigation of the Property. The remaining resources will be used to further explore its existing properties and possibly, acquire other mineral properties and settle outstanding liabilities.

Capital Resources

As the Company is still at its exploration stages and does not have operating cash flows, the Company has to rely on external financings. At March 31, 2007, the Company had no long-term debt. In order to meet its cash-flow requirements and operate on a going-concern basis, the Company has to obtain external funds through the sale of the Company's equity securities. Such strategy, however, will dilute its existing shareholders' interests. Since incorporation, the company has obtained funding through private placements. There can be no assurance, however, that the Company will be able to obtain adequate financing in the future to fulfill its business objectives, or that the terms of such financings will be favourable to the Company. As of March 31, 2007, the Company had 6,330,001 common shares outstanding. The Company did not grant any stock options over the period.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet financing arrangements.

Transactions With Related Parties

The Company paid \$52,800 directly and indirectly as remuneration to certain officers and directors of the Company.

Rent of \$6,000 was paid to a company controlled by a director.

As consideration for the acquisition of the mineral claims on the Property, the Company paid \$10,000 to Michael Schuss who is an officer and a director of the Company.

The business purpose of all of the transactions with related parties was to further the investigation and acquisition of the Company's Property.

Fourth Quarter

Fourth quarter results do not differ significantly from other quarters.

Proposed Transactions

There are currently no material transactions being proposed or negotiated by the Company.

Critical Accounting Estimates

The preparation of financial statements in conformity with the GAAP requires the management of the Company to make certain estimates and assumptions such as depletion and capital write-downs that will affect the reported amounts of assets, liabilities, revenues and expenses during the reporting period.

Since the Company is still at its exploration and development stage, critical accounting estimates are not applicable to the Company.

Changes in Accounting Policies including Initial Adoption

The Company has adopted a new accounting standard related to financial instruments that were issued by the Canadian Institute of Chartered Accountants (“CICA”). The new standards and/or changes were adopted on a prospective basis. The new accounting standard is as follow:

CICA Handbook Section 3855 - Recognition and Measurement

In accordance with the new accounting standard the Company now classifies all financial instruments as either held-to-maturity, available-for-sale, held for trading or loans and receivables. Financial assets that are held to maturity, other than those held for trading are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Held for trading instruments are measured at fair value with unrealized gains and losses recognized on the results of operations.

Financial Instruments And Other Instruments

The carrying value of financial instruments includes cash, receivables, prepaid expenses, accounts payable and accrued liabilities. The fair value of these instruments approximates their carrying values unless otherwise noted. It is management’s opinion that the Company is not exposed to any interest, currency and credit risks arising from these financial instruments unless otherwise noted.

Other MD&A Requirements

Events Subsequent To March 31, 2007

1. Subsequent to March 31, 2007, the Company issued 100,000 common shares at \$0.10 per Common Share for total proceeds of \$10,000.
2. Subsequent to March 31, 2007, four of the Company's mineral claims were allowed to expire without subsequent renewal on their anniversary dates due to unfavourable results or determinations that previous reports were inaccurate or unreliable. Acquisition costs of \$6,000 were written off during the nine months ended December 31, 2007.

For the nine months period ended December 31, 2007

Results of Operations

The Company incurred total operating expenses of \$34,407 and \$96,944 for the three and nine months ended December 31, 2007, respectively compared to \$22,674 and \$52,220 incurred during the same corresponding periods ended , December 31 2006 respectively. The accounting and legal fees consisted primarily of the cost of the preparation of legal documents in connection with the acquisition of the Property, the regulatory filing associated with the Initial Public Offering, which accounted for \$3,685 and \$17,812 for the three and nine months ended December 31, 2007, respectively while the costs incurred during the same corresponding periods ended December 31, 2006 were \$828. It is anticipated that the legal and accounting fees will continue to rise due to increased volume of regulatory filings required by transactions involving the acquisition of mineral properties and equity financings to finance the operations of the Company. The remuneration paid to certain consultants and management of the Company were \$15,670 and \$49,070 for the three and nine months ended December 31, 2007 respectively, whereas, for the three and nine months ended December 31, 2006 were in the amount of \$12,900 and \$38,700 respectively. The Company incurred \$1,500 and \$4,500 for rent, \$629 and \$3,273 for office and other miscellaneous expenses and \$5,434 and \$13,930 for travel for the three and nine months ended December 31, 2007.

During the nine months ended December 31, 2007, \$6,000 related to the acquisition of LAM (tenure# 535552) and WILMAC (tenure# 535556) claims were written off due to poor and unfavorable results. The Company gained interest income of \$426 and \$2,089 compared to \$102 and \$200 for the three and nine months ended

December 31, 2007 and 2006 respectively. The overall net loss for the six month period ended December 31 2007 was \$100,854 and \$52,020 for the nine months ended December 31, 2006.

Summary of Quarterly Results

	For the quarter ended December 31, 2007	For the quarter ended September 30, 2007	For the quarter ended June 30, 2007
Interest income	\$ 426	\$ 727	\$ 937
Net loss	33,981	37,349	29,524
Basic and diluted per share	0.01	0.01	0.00

The Company is not a reporting issuer and has not prepared quarterly financial statements for any quarter prior to December 31, 2006.

Liquidity

At December 31, 2007, the Company had \$53,693 in working capital, which is sufficient to achieve the Company's short-term objectives. The Company's cash position decreased to \$31,410 as at December 31, 2007 from \$163,091 as at March 31, 2007 due to ongoing operating expenses. \$5,674 was further spent in exploration (property visits and investigation) of the Copper Mountain Properties in the nine months ended December 31, 2007.

Capital Resources

As the Company is still at its exploration stages and does not have operating cash flows, the Company has to rely on external financings. As at December 31, 2007, the Company recorded no long-term debts. The Company has no intention to rely on debt financings. In order to meet its cash-flow requirements and operate on a going-concern basis, the Company has to obtain external funds through the sales of the Company's equity securities. Such strategy, however, will dilute its existing shareholders' interests. The Company has been very successful since incorporation in obtaining funds through private placements. There can be no assurance, however, that the Company will be able to obtain adequate financings in the subsequent future to fulfill its business objectives, or that the terms of such financings will be favourable to the Company. As at December 31, 2007, the Company had 6,430,001 common shares outstanding. The Company did not grant any stock options over the period.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet financing arrangements.

Transactions with Related Parties

The Company paid \$15,670 and \$49,070 directly and indirectly as remuneration to certain officers and directors of the Company for the three and nine months ended December 31, 2007, respectively (\$12,900 and \$38,700 for the three and nine months ended December 31, 2006 respectively).

Rent of \$1,500 and \$4,500 was paid to a company with common officers and directors for the three and nine months ended December 31, 2007, respectively (compared to \$2,000 and \$4,500 for the three and nine months ended December 31, 2006).

These transactions were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The business purpose of all of the transactions with related parties was to further the investigation and acquisition of the Company's Property.

Third Quarter

Third quarter results do not differ significantly from other quarters.

Proposed Transactions

There are currently no material transactions being proposed or negotiated by the Company that require disclosures.

Critical Accounting Estimates

The preparation of financial statements in conformity with the GAAP requires the management of the Company to make certain estimates and assumptions such as depletion and capital write-downs that will affect the reported amounts of assets, liabilities, revenues and expenses during the reporting period.

Since the Company is still at its exploration and development stage, critical accounting estimates are not applicable to the Company.

Changes in Accounting Policies including Initial Adoption

The Company has adopted a new accounting standard related to financial instruments that were issued by the Canadian Institute of Chartered Accountants ("CICA"). The new standards and/or changes were adopted on a prospective basis. The new accounting standard is as follow:

CICA Handbook Section 3855 - Recognition and Measurement

In accordance with the new accounting standard the Company now classifies all financial instruments as either held-to-maturity, available-for-sale, held for trading or loans and receivables. Financial assets that are held to maturity, other than those held for trading are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Held for trading instruments are measured at fair value with unrealized gains and losses recognized on the results of operations.

Financial Instruments and Other Instruments

The carrying value of financial instruments which include cash, receivable, prepaid expenses, accounts payable and accrued liabilities. The fair value of these instruments approximates their carrying values unless otherwise noted. It is management's opinion that the Company is not exposed to any interest, currency and credit risks arising from these financial instruments unless otherwise noted.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Company has one class of shares outstanding, common shares (the "Common Shares"). The authorized share capital consists of an unlimited number of Common Shares without par value. As at the date of this Prospectus the Company had a total of 6,430,001 Common Shares issued and outstanding. In addition, 4,000,000 Common Shares are reserved for issuance under this Prospectus, 40,000 are reserved for issuance of the Corporate Finance Shares and 320,000 Common Shares are reserved for issued pursuant to the exercise of the Agent's Warrants. All

Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable. See “Plan of Distribution”.

All of the Common Shares of the Company rank equally as to voting rights, participation in a distribution of the assets of the Company on the liquidation, dissolution or winding-up of the Company and the entitlement to dividends. The holders of the Common Shares are entitled to receive notice of all meetings of shareholders and to attend and vote the shares at the meetings. Each Common Share carries with it the right to one vote.

In the event of the liquidation, dissolution or winding-up of the Company or other distribution of its assets, the holders of the Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the Company has paid out its liabilities. Distribution in the form of dividends, if any, will be set by the board of directors.

CONSOLIDATED CAPITALIZATION

The following table details material changes to the share and loan capital of the Company from the date of the financial statements for the Company’s most recently completed financial year-end to the date of this Prospectus. Refer to “Prior Sales” below for further details on the prior issuances of securities.

Designation of Security	Number Authorized	Outstanding as at March 31, 2007 ⁽²⁾ (audited)		Outstanding as at the date of this Prospectus		Outstanding after giving effect to the Offering (unaudited) ⁽³⁾	
		Number	Amount	Number	Amount	Number	Amount
Common Shares	unlimited	6,330,001	\$340,050 ⁽¹⁾	6,430,001 ⁽²⁾	\$ 350,050	10,430,001 ⁽³⁾	\$1,150,050 ⁽⁴⁾

Notes:

- (1) The Company issued 6,330,001 Common Shares having a fair value of \$340,050, for which the Company received cash proceeds of \$280,800 and record stock based compensation of \$59,250.
- (2) Subsequent to March 31, 2007, the Company issued 100,000 Common Shares at \$0.10 per share for total proceeds of \$10,000. The proceeds were received prior to the year end.
- (3) After issuance of the Corporate Finance Shares and the exercise of the Agent's Warrants this number will be 10,790,001 if the entire Offering is sold.
- (4) Before deduction of the expenses of the Offering (See "Use of Proceeds").

OPTIONS TO PURCHASE SECURITIES

At this time the Company has not adopted an incentive share option plan and has not granted options to directors, officers, employees and technical consultants to the Company.

PRIOR SALES

Since the date of incorporation, the Company has issued 6,430,001 Common Shares having fair value of \$350,050, for which the Company received cash proceeds of \$290,800 and record stock based compensation of \$59,250. The break down of prior sales is summarized as follows:

Date	Number and Class of Securities	Price per security	Total Consideration	Nature of Consideration Received
March 2, 2006	1	\$0.01	\$0.01	Cash
April 2, 2006	1,463,000 Common Shares	\$0.01	\$14,630	Cash
June 27, 2006	1,037,000 Common Shares	\$0.01	\$10,370	Cash
August 1, 2006	10,000 Common Shares	\$0.06	\$600	Cash
November 17, 2006	500,000 Common Shares	\$0.01	\$5,000	Cash
November 17, 2006	695,000 Common Shares	\$0.06	\$41,700	Cash
December 21, 2006	1,200,000 Common Shares	\$0.06	\$72,000	Cash
December 21, 2006	70,000 Common Shares	\$0.10	\$7,000	Cash
December 31, 2006	150,000 Common Shares	\$0.06	\$9,000	Cash
January 17, 2007	10,000 Common Shares	\$0.10	\$1,000	Cash
January 27, 2007	100,000 Common Shares	\$0.10	\$10,000	Cash
January 31, 2007	100,000 Common Shares	\$0.10	\$10,000	Cash
March 3, 2007	995,000 Common Shares	\$0.10	\$99,500	Cash
April 2, 2007	100,000 Common shares	\$0.10	\$10,000	Cash
TOTAL	6,430,001 Common Shares		\$290,800	Cash

ESCROWED SECURITIES

Securities held by principals of the Company are held in escrow pursuant to National Policy 46-201 Escrow for Initial Public Offerings, (the “Escrow Policy”) for a period of time following the Company’s Offering as an incentive for the principals to devote their time and attention to the Company’s business while they are security holders. Principals include all persons or companies that, on the completion of the Company’s Offering, fall into one of the following categories:

- a) Directors and senior officers or the directors and senior officers of a material operating subsidiary;
- b) Promoters during the two years preceding the Offering;
- c) Those who own and/or control more than 10% of the Company’s voting securities immediately before and immediately after completion of the Offering if they also have appointed or have the right to appoint one or more of the Company’s directors or senior officers or one or more of the directors or senior officers of a material operating subsidiary;
- d) Those who own and/or control more than 20% of the Company’s voting securities immediately before and immediately after completion of the Offering; and
- e) Associates and affiliates of any of the above.

A company, trust, partnership or other entity where more than 50% of the voting securities are held by one or more principals will be treated as a principal. 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. A principal that holds securities carrying less than 1% of the voting rights attached to an issuer’s outstanding securities immediately after its initial public offering is not subject to escrow requirements.

The following table sets out the number of Common Shares of the Company that are being held in escrow:

Designation of class	Number of securities held in escrow	Percentage of class ⁽¹⁾
Common Shares	3,407,501	32.67%

⁽¹⁾ After completion of the Offering , not including the issuance of the Corporate Finance Shares or the exercise of the Agent's Warrants.

The Common Shares will be held in escrow pursuant to an Escrow Agreement dated October 4, 2007 between the Company, Pacific Corporate Trust Company and the shareholders.

As the Company will be considered an ‘emerging issuer’ as that term is defined under the Escrow Policy, a principal’s escrowed securities will be released according to the following schedule:

On _____, 2____, the date the Company’s securities are listed on a Canadian exchange (the listing date)	1/10 of the escrowed securities
6 months after the listing date	1/6 of the remaining escrowed securities
12 months after the listing date	1/5 of the remaining escrowed securities
18 months after the listing date	1/4 of the remaining escrowed securities
24 months after the listing date	1/3 of the remaining escrowed securities
30 months after the listing date	1/2 of the remaining escrowed securities
36 months after the listing date	the remaining escrowed securities

* In the simplest case, where there are no changes to the escrow securities initially deposited and no additional escrow securities, the release schedule outlined above results in the escrow securities being released in equal tranches of 15% after completion of the release on the listing date.

POOLED SECURITIES

Shareholders of the Company have agreed to place 1,647,500 Common Shares of the Company in a pooling arrangement to be release from pool on the following basis:

On the date the Company’s securities are listed on a Canadian exchange (the listing date)	15% of the pooled securities
1 months after the listing date	15% of the pooled securities
2 months after the listing date	15% of the pooled securities
3 months after the listing date	15% of the pooled securities
4 months after the listing date	40% of the pooled securities

In accordance with the Pooling Agreement dated October 4, 2007, Pacific Corporate Trust Company will act as the escrow agent.

PRINCIPAL SHAREHOLDERS AND SELLING SECURITY HOLDERS

As of the date hereof, the only persons who beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the issued Common Shares are as follows:

Name and Municipality of Residence	Type of Ownership	Number of Common Shares	Percentage of Common Shares Prior to Offering	Percentage of Common Shares After Offering ⁽¹⁾	Percentage of Common Shares Owned After Offering, on a Fully Diluted Basis ⁽²⁾
Michael E. Schuss Richmond, B.C.	Direct	1,584,501	24.6%	15.2%	14.7 %
Dong Bi Burnaby, B.C.	Direct	1,360,000	21.2%	13.0%	12.6%

Notes:

- (1) Before giving effect to issuance of the Corporate Finance Shares or the exercise of the Agent's Warrant and assuming that no Offered Shares are purchased by these persons under this Offering.
- (2) Assuming that no Offered Shares are purchased by any of the above shareholders under this Offering.

DIRECTORS, OFFICERS AND PROMOTERS

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

The following table sets out information regarding each of directors, officers and promoters of the Company including the names, municipality of residence, the position and office held and the period of time served in this position, their principal occupation for the preceding five years, and the number and percentage of voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised, as of the date hereof:

Name, Municipality of Residence and Position(s) held	Principal Occupation for Past Five Years	Common Shares Held ⁽²⁾	Percentage before Completion of Offering	Percentage on Completion of Offering ⁽³⁾
Michael Schuss Richmond, B.C. Chief Executive Officer, Secretary, and Director	Chief Executive Officer, Secretary, and Director of the Company since March 2006. Independent mining and exploration consultant.	1,584,501	24.6%	15.2%
Dong Bi Burnaby, B.C. President and Director	President and Director of the Company since March 2006. Director of Neo Alliance Minerals Inc. from April 2006 to present. Geologist, project manager and Geological Consultant. Formerly a director of Chalice Mining Inc.	1,360,000	21.2%	13.0%
Peter Chen ⁽¹⁾ Richmond, B.C. Chief Financial Officer and Director	Director of the Company since March 2006. Chief Financial Officer and Director of Alda Pharmaceuticals Corp. (formerly Duft Biotech Capital Ltd.) since 2000. Self-employed financial consultant since 1994.	250,000	3.9%	2.4%

Name, Municipality of Residence and Position(s) held	Principal Occupation for Past Five Years	Common Shares Held ⁽²⁾	Percentage before Completion of Offering	Percentage on Completion of Offering ⁽³⁾
Robert Ferguson ⁽¹⁾ Vancouver, B.C. Director	Director of the Company since March 2006. President of Freeform Communications Inc., a private consulting firm since 1992 providing investor relations and corporate finance services to public companies. Formerly President of Columbia River Resources Inc.	213,000 ⁽⁴⁾	3.3%	2.0%
Dr. Terrance Owen ⁽¹⁾ Vancouver, B.C. Director	Director of the Company since May 2007. President and CEO of Alda Pharmaceuticals Corp. (formerly Duft Biotech) since 2000, Director and Officer of Bi-Optic Ventures Inc. Formerly a director of Urodynamix Technologies Ltd. (May 2003 to June 2004).	Nil	Nil	Nil

Notes:

- (1) Member of the Company's audit committee. The Company does not have any other board committees. Each director holds office until the next annual meeting of shareholders.
- (2) These Common Shares are subject to escrow restrictions. See "Escrowed Securities".
- (3) Assuming that no Offered Shares are purchased by any of the above directors and officers of the Company under this Offering and before giving effect to the issuance of the Corporate Finance Shares or the exercise of the Agent's Warrants.
- (4) Mr. Ferguson holds his shares through Freeform Communications Inc., a private company wholly owned by Mr. Ferguson.

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the officers expires at the discretion of the Company's directors. None of the directors or officers have entered into non-competition or non-disclosure agreements with the Company.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, none of the directors, officers, insiders, Control Persons (as defined below), shareholders holding a sufficient number of Common Shares of the Company to affect materially the control of the Company, or promoters of the Company are, or have been within the last 10 years, directors, officers or promoters of any reporting issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days or was declared a bankrupt, made a voluntary assignment in bankruptcy, 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 the assets of that person.

"Control Person" means any Person that holds or is one of a combination of Persons or companies that holds a sufficient number of any of the voting 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.

Dr. Terrence Owen is a director and Co-Chairman of Bi-Optic Ventures Inc. ("Bi-Optic"), the shares of which were halted for trading on October 3, 2002 in accordance with TSX Venture Exchange policy for failure to maintain tier maintenance requirements and being designated an inactive issuer for a period of greater than 18 months. Shareholders of Bi-Optic were prohibited from trading in the securities of that company during the period of suspension. On August 18, 2003, Bi-Optic began trading on the NEX board and since that time the shares of Bi-Optic are subject to restrictions contained in NEX policies.

Mr. Dong Bi is a director of Neo Alliance Minerals Inc., the shares of which are the subject of Cease Trade Orders issued on May 7, 2007 by the Alberta Securities Commission and on May 9, 2007 by the British Columbia Securities Commission for failure to file financial information. Both Cease Trade Orders remain in effect.

Penalties or Sanctions

None of the directors, officers, insider, Control Person, shareholders holding a sufficient number of Common Shares of the Company to affect materially the control of the Company, or promoters of the Company, has within the last 10 years has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

None of the directors, officers, insiders, Control Persons, shareholders holding a sufficient number of Common Shares of the Company to affect materially the control of the Company, or promoter of the Company, has, within the last 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia).

To the best of the Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest between the Company and its directors and officers except that certain of the directors and officers may serve as directors and/or officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

Management of Junior Issuers

The persons forming the management team, directors and officers of the Company are described briefly below.

Michael Schuss, age 50, is the Chief Executive Officer, secretary and a director of the Company. Mr. Schuss is an independent mining consultant with over 25 years experience in the junior resource business. He has been a director, officer and consultants to several Vancouver Stock Exchange, Alberta Stock Exchange and TSX Venture Exchange companies including Chalice Mining Inc. and China Clipper Gold Mines Ltd.

Mr. Schuss is responsible for investor relations, corporate finance and business development for the Company, focussing on arranging future financings. Mr. Schuss devotes approximately 100% of his time to the Company. Mr. Schuss does not have a management agreement with the Company.

Dong Bi, age 49, is the President and a director of the Company. Bi Dong has over 20 years experience in the mining industry as a geologist and project manager. In particular, he has experience in mineral exploration and project assessment, particularly with operations in China.

Mr. Bi was involved in new project assessment and exploration for a number of Vancouver based mining companies, including Jinshan Gold Mines Inc. (formerly as Pacific Minerals Inc.). He was the vice president of corporate development for Carlin Gold Corporation. Mr. Bi Dong holds a B.Sc (Geology) from Nanjing University, China and a M.Sc. (Geology) from the University of Alberta.

Mr. Bi is also a director of Neo Alliance Minerals Inc., a TSX Venture Exchange listed company.

Mr. Bi is responsible for business development, particularly in China. He is involved in the negotiation and acquisition of current and future mineral projects. Mr. Bi devotes approximately 50% of his time to the Company. Mr. Bi does not have a management agreement with the Company.

Peter Chen, age 45, is the Chief Financial Officer and a director of the Company. Mr. Chen obtained a diploma in accounting from Douglas College in 1993. Currently, Mr. Chen has been a self employed financial consultant since 1994 and the Chief Financial Officer, director and a founding shareholder of Alda Pharmaceuticals Corp. (formerly Duft Biotech Capital Ltd). a company listed on the TSX Venture Exchange since 2000. .

Mr. Chen is responsible for budgeting, ensuring that regulatory requirements are fulfilled, compiling financial records in accordance with Canadian accounting principles and directing the Company's listing. Mr. Chen devotes approximately 30% of his time to the Company. Mr. Chen does not have a management agreement with the Company.

Robert Ferguson, age 52 is a director of the Company. Mr. Ferguson has been involved in the mining industry as an investor relations practitioner since 1992. He has served on several boards as both an officer and director including Cassidy Gold Corp. (2002-2004) and Columbia River Resources Inc. (1996-2004). He also currently acts as an advisor to such companies as Adriana Resources Inc. and Hawthorne Gold Corp. Mr. Ferguson is also considered an insider of Adriana Resources Inc. and Hawthorne Gold Corp. as he beneficially owns over 10% if the issued and outstanding shares of those companies. He is the President of Freeform Communications Inc., a private consulting firm since 1992, providing investor relations and corporate finance services to public companies.

Mr. Ferguson is responsible for financial matters and advising management on investor relations and shareholder communications. Mr. Ferguson devotes approximately 5% of his time to the Company. Mr. Ferguson does not have a management agreement with the Company.

Dr. Terrance Owen, age 61 is a director of the Company. Dr. Owen obtained a Bachelor of Science (Hons) in Biology from the University of Victoria in 1968, a Masters degree in Biology from the University of New Brunswick in 1970, a Ph.D. in Zoology from the University of British Columbia in 1974 and a Masters in Business Administration from Simon Fraser University, British Columbia in 1991. He founded Alda Pharmaceuticals Corp. (formerly Duft Biotech Capital Ltd) listed on the TSX Venture Exchange under the symbol of APH. He is also a director and Co-Chairman of Bi-Optic Ventures Inc. Dr. Owen's previous experience with public companies includes: President and a Director of International Landmark Environmental Inc. from October 2002 to January, 2003 and director of Urodynamix Technologies Ltd. from May 2003 to June 2004.

Dr. Owen is responsible for financial matters and advising management in general business affairs. Dr. Owen devotes approximately 5% of his time to the Company. Dr. Owen does not have a management agreement with the Company.

None of the directors or officers or promoters of the Company have entered into non-competition or non-disclosure agreements with the Company.

EXECUTIVE COMPENSATION

Compensation of Directors

The particulars of the compensation paid to the Named Executive Officers of the Company are set out below. The "Named Executive Officers" are:

- (a) the Company's Chief Executive Officer;
- (b) the Company's Chief Financial Officer;
- (c) each of the Company's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds \$150,000 per year; and
- (d) any additional individuals for whom disclosure would have been provided under (c) but for the fact that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

As at March 31, 2007, the end of the most recently completed fiscal year, the Company had two Named Executive Officers, namely, Michael Schuss and Peter Chen. The following table sets out all compensation awarded to, earned by or paid to the Named Executive Officers for each of the last three fiscal years. No other executive officer's total salary and bonus during such periods exceeded \$150,000.

Summary of Compensation

Name and Principal Position	Year ⁽¹⁾	Annual Compensation			Long-Term Compensation			
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards	Payouts	All Other Compensation (\$)	
					Securities Under Options/SARs Granted (#)	Common Shares or Units Subject to Resale Restrictions (\$)	LTIP Payouts (\$)	
Michael Schuss CEO	2007	\$30,000	Nil	Nil	Nil	Nil	Nil	Nil
Peter Chen CFO	2007	\$10,800	Nil	Nil	Nil	Nil	Nil	Nil

(1) Financial year end March 31

The Company anticipates annual compensation levels to remain at similar rates until such time as the financial position of the Company warrants changes.

Long-Term Incentive Plans, Options and SARs Awards in Most Recently Completed Fiscal Year

Stock appreciation right ("SAR") means a right, granted by an issuer or any of its subsidiaries as compensation for employment services or office to receive cash or an issue or transfer of securities based wholly or in part on changes in the trading price of the Company's shares. No SARs and no incentive stock options were granted or exercised by the Named Executive Officer during the recently completed fiscal year ended March 31, 2007.

The Company has no long-term incentive plans in place and therefore there were no awards made under any long-term incentive plan to the Named Executive Officers during the Company's most recently completed fiscal year.

Aggregated Option/SAR Exercises During the Most Recently Completed Financial Year and Financial Year-End Option/SAR Values

During the most recently completed fiscal year, there were no incentive stock options or SARs exercised by the Named Executive Officers.

Termination of Employment or Change of Control

The Company has (a) no employment contracts with its Named Executive Officers; or (b) no plans or arrangements in respect of remuneration received or that may be received by the Named Executive Officers in the Company's most recently completed financial year or current financial year in respect of compensating such officer in the event of termination of employment (as a result of resignation, retirement, change of control of the Company) or a change in responsibilities following a change of control of the company, where the value of such compensation exceeds \$100,000 per Named Executive Officer.

Compensation of Directors

Compensation for the Named Executive Officers has been disclosed above. No cash compensation was paid to any director of the Company for the director's services as a director during the fiscal year ended March 31, 2007.

During the most recently completed fiscal year, there were no arrangements, standard or otherwise, for cash or non-cash compensation pursuant to which directors were compensated by the Company for their attendance at board meetings or in their capacity as directors. The Directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as Directors. During the most recently completed financial year, the Company did not grant any incentive stock options to directors or officers and none of the directors or officers exercised any stock options or SARs.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or officers of the Company or associates thereof were indebted to the Company from incorporation to the period ended March 31, 2007.

PLAN OF DISTRIBUTION

The Offering

The Company, by an agency agreement dated April 4, 2008 (the "Agency Agreement"), has appointed Wolverton Securities Ltd. as its agent ("Agent") to offer on a "commercially reasonable basis" to the public 4,000,000 Offered Shares at a price of \$0.20 (the "Offering Price") per Common Share, to raise gross proceeds of \$800,000.

The Offered Shares will be offered for a period ending on the earlier of 12 months from the date of issuance of a receipt for the preliminary prospectus or 90 days following the date of an MRRS decision document issued by the Alberta Securities Commission, the British Columbia Securities Commission and the Ontario Securities Commission for the final prospectus. The Offering will not continue for a period of more than 90 days following the date of an MRRS decision document for the final prospectus of the Company if subscription agreements representing the amount of funds are not obtained within that period, unless each of the persons or companies who have subscribed within that period have consented to the continuation. Funds received from subscriptions will be held in trust by the Agent during that 90-day period and if the total funds are not raised, the funds will be returned to the subscribers without any deductions unless the subscribers have otherwise instructed the Depository.

The Company has made application to list the securities distributed under this Prospectus on the CNQ. Quotation will be subject to fulfilling all of the requirements of the CNQ.

The Agent will receive a commission of 8% of the gross proceeds of Offered Shares sold at closing. In addition, the Company will issue to the Agent, at closing, Agent's Warrants equal to 8% of the number of Offered Shares sold pursuant to the Offering. Each Agent's Warrant will entitle the Agent to purchase one Common Share at the Offering Price at any time prior to the date that is 24 months from the closing. This Prospectus qualifies the distribution of the Agent's Warrants and the Corporate Finance Shares. A non-refundable corporate finance fee of \$25,000 plus GST and 40,000 Corporate Finance Shares will be paid to the Agent. This Prospectus also

qualifies the distribution of the Corporate Finance Shares. The Company has agreed to reimburse the Agent for its reasonable expenses incurred in connection with the performance of its services including the legal fees of the Agent's counsel. The Company has paid an additional \$10,000 to the Agent as a retainer for the Agent's legal counsel and has paid the agent an \$8,000 administration fee (plus GST).

The Agent has been granted a right of first refusal to participate in and act as agent on future financings for the Company for a period of 12 months from the closing of the Offering.

The Agent may form a selling group of securities dealers, in consultation with the Company, to assist in the selling of the Offered Shares.

The directors, officers and other insiders of the Company may purchase Offered Shares from this Offering.

The Offering Price was determined by negotiations between the Company and the Agent.

Pursuant to the Agency Agreement, the obligations of the Agent may be terminated at its discretion on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events.

RISK FACTORS

The securities of the Company should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in this Prospectus prior to making an investment in the Offered Shares. In addition to the other information presented in this Prospectus, the following risk factors should be given special consideration when evaluating an investment in any of the Common Shares of the Company.

Limited Operating History

The Company has no history of operations. There are no known commercial quantities of mineral reserves on the Property. The purpose of the Offering is to raise funds to carry out exploration and development with the objective of establishing economic quantities of mineral reserves.

No History of Earnings or Dividends

The Company has no history of earnings, and there is no assurance that any of the properties it now or may hereafter acquire or obtain an interest in will generate earnings, operate profitably or provide a return on investment in the future.

The Company has not paid dividends on its Common Shares since incorporation and does not anticipate doing so in the foreseeable future. Payment of any future dividends will be at the discretion of the Company's board of directors after taking into account many factors, including operating results, financial condition and anticipated cash needs.

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

The Property is in an exploration stage only and is without a known body of commercial ore. Development of the Property will only follow upon obtaining satisfactory results. Exploration and development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction.

Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that resources will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis.

Operating Hazards and Risks

Exploration for natural resources involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages, damage to persons or property and possible environmental damage. Although the Company has or will obtain liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable against, or the Company might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

No Currently Known Commercial Mineral Deposits

The Property on which the proceeds of the Offering are to be expended contain no currently known amounts of commercial mineral deposits. The Company's programs are an exploratory search therefor.

Fluctuating Prices

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of base and precious metals such as gold, copper and silver. The price of these metals has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of base and precious metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

Environmental Factors

All phases of the Company's operations are subject to British Columbia and Canadian environmental laws and regulations. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and constructors from which the Company will, in the first instance, seek

indemnities. In addition, the Company intends to minimize these risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to international environmental standards. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Aboriginal Rights

Aboriginal rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Company is not aware of any aboriginal land claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the minerals claims in which the Company has an interest.

Competition

The resource industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself. Competition could adversely affect the Company's ability to acquire suitable properties for exploration in the future.

Title to Assets

While the Company has followed and intends to follow standard industry accepted due diligence procedures with respect to title for any mineral claims in which it has or will acquire a material interest, there is no guarantee that title to such concessions will be not be challenged or impugned. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. In addition, claims have been made and new claims are being made in Canada by aboriginal peoples that call into question the title to properties.

Management

The Company is dependent on a relatively small number of key employees, the loss of any of whom could have an adverse effect on the Company.

Requirement of New Capital

As an exploration company without revenue, the Company typically needs more capital than it has available to it or can expect to generate through the sale of its products. In the past, the Company has had to raise, by way of equity financing, funds to meet its capital needs. There is no guarantee that the Company will be able to continue to raise funds needed for its business. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

Significant funds, over and above those raised under this Prospectus, will be required to complete exploration work, complete a feasibility study and construct production facilities on the Property. There can be no guarantee that the Company will be able to raise funds sufficient to enable it to undertake any of these activities. Failure to raise the necessary funds in a timely fashion will limit the Company's growth.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such volatility. Before the Offering, there has been no public market for the Company's Common Shares. An active public market for the Common Shares might not develop or be sustained after the Offering. The initial public offering price of the Common Shares has been determined by negotiations between the Company and representatives of the Agent and this price will not necessarily reflect the prevailing market price of the Common Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public offering price.

Value of Company

The Company's assets are of indeterminate value. For further particulars see the financial statements scheduled hereto.

Liquidity

The Common Shares of the Company are subject to certain trade restrictions, which may include a hold period restricting the trading of the securities.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia). Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

1. participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;

2. no commissions or other extraordinary consideration will be paid to such directors and officers; and
3. business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

Tax Issues

Income tax consequences in relation to the Offered Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to subscribing for the Offered Shares.

There is currently no public trading market for the Common Shares

Currently there is no public market for the Common Shares of the Company, and there can be no assurance that an active market for the Common Shares will develop or be sustained after this Offering. The Offering Price has been determined by negotiation between the Company and the Agent based upon several factors, including the history of, and prospects for, the Company's business, and the industry in which it competes, and an assessment of the Company's management, operations and financial results, and may bear no relationship to the price that will prevail in the public market. If an active public market for the Common Shares does not develop, the liquidity of an investor's investment may be limited and the share price may decline below its initial public offering price.

PROMOTERS

Michael Schuss may be considered to be the promoter of the Company under applicable securities laws by reason of having taken the initiative in founding and organizing the business and enterprise of the Company. Refer to "Principal Shareholders" and "Executive Compensation" for details on the securities of the Company held by Mr. Schuss and the remuneration he received from the Company.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

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

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Boughton Law Corporation, on behalf of the Company, and by Miller Thomson LLP, on behalf of the Agent. No person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in the Property of the Company or any associate or affiliate of the Company. As at the date hereof, the aforementioned persons beneficially own, directly or indirectly, no securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or a promoter of the Company or of an associate or affiliate of the Company.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set out below, the directors, senior officers and principal shareholders of the Company or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which the Company has participated within the three year period prior to the date of this Prospectus, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Company.

1. For the year ended March 31, 2007, the Company paid \$52,800 directly and indirectly as remuneration to certain directors and officers of the Company as management and consulting fees. For the nine months ended December 31, 2007, the Company paid \$49,070 directly and indirectly as remuneration to certain directors and officers of the Company as management and consulting fees.
2. Rent of \$6,000 was paid to a company controlled by a director for the year ended March 31, 2007. Rent of \$4,500 was paid to a company controlled by a director for the nine months ended December 31, 2007.
3. As consideration for the acquisition of the mineral claims on the Property, the Company paid \$10,000 to Michael Schuss who is an officer and a director of the Company during the year ended March 31, 2007. The acquisition cost of the mineral claims to Mr. Schuss was approximately \$1,750 in staking costs.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditor

The Company's auditor is Cinnamon, Jang, Willoughby, Chartered Accountants, located at Suite 900 – 4720 Kingsway, Burnaby, British Columbia.

Transfer Agent and Registrar

The transfer agent and registrar of the Company's Common Shares is Pacific Corporate Trust Company, located at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

The following are the material contracts entered into by the Company since incorporation:

1. Agency Agreement dated April 4, 2008 between the Agent and the Company (see: "Plan of Distribution – The Offering").
2. The Assignment of Mineral Title Agreement dated January 31, 2007 between the Company and Michael Schuss, an officer and a director of the Company (see: "General Development of the Company").
3. The Assignment of Mineral Title Agreement dated January 31, 2007 between Larry Ralph Sostad and the Company (see "General Development of the Company").
4. Registrar and Transfer Agreement dated June 25, 2007 between the Company and Pacific Corporate Trust Company.
5. Escrow Agreement dated October 4, 2007 between the Company, Pacific Corporate Trust Company and certain principal shareholders (see: "Escrowed Securities").
6. Pooling Agreement dated October 4, 2007 between the Company, Pacific Corporate Trust Company and certain shareholders (see: "Pooled Securities").

Copies of these material contracts can be inspected at the records office of the Company located at Suite 1000 – 595 Burrard St, Vancouver, British Columbia, during normal business hours during the distribution of the Offered Shares offered hereunder and for a period of thirty days thereafter.

EXPERTS

The information on the Property is summarized from the report titled the “Technical Report on the Copper Mountain Property” dated December, 2007, prepared by Cliff Duke P. Eng., Gilles Arseneau Ph D., P. Geo. and Peter Wells A.Sc.T., B.Comm. of Wardrop Engineering Inc. Messrs. Duke and Arseneau are Qualified Persons. A copy of this report can be found on the Company’s disclosure page on www.sedar.com after it has been posted. Neither Mr. Duke, nor Mr. Arseneau, nor Mr. Wells has any interest in the Property and neither holds any securities of the Company.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities offered in this Prospectus that have not been disclosed elsewhere in this Prospectus.

PURCHASER’S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories in Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province 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.

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are the Company’s audited financial statements for the period from incorporation to March 31, 2007 and the unaudited financial statements for the nine months ended December 31, 2007.

AUDITOR’S CONSENT

We have read the Prospectus of Canadian International Minerals Inc. (the “Company”) dated April 4, 2008 relating to the distribution of 4,000,000 common shares of the Company. We have complied with Canadian generally accepted standards for an auditor’s involvement with offering documents.

We consent to the use in the above-mentioned Prospectus of our report to the Board of Directors of the Company on the balance sheet of the Company as at March 31, 2007 and the statements of operations and deficit and cash flows for the period from incorporation March 2, 2006 to March 31, 2007.

Our report is dated May 14, 2007 (except as to Note 9 which is as of April 4, 2008).

Vancouver, British Columbia
April 4, 2008

(signed) "Cinnamon Jang Willoughby & Company"
Chartered Accountants

Financial statements of

CANADIAN INTERNATIONAL MINERALS INC.

For the period from incorporation on March 2, 2006 to March 31, 2007

Chartered Accountants*A Partnership of Incorporated Professionals***AUDITORS' REPORT**

To the Directors of **Canadian International Minerals Inc.:**

We have audited the balance sheet of Canadian International Minerals Inc. as at March 31, 2007 and the statements of loss and deficit, and cash flows for the period from incorporation on March 2, 2006 to March 31, 2007. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the company as at March 31, 2007 and the results of its operations and the changes in its financial position for the period from incorporation on March 2, 2006 to March 31, 2007 in accordance with Canadian generally accepted accounting principles.

“Cinnamon Jang Willoughby & Company”

Chartered Accountants

Burnaby, BC
May 14, 2007,
Except as to Note 9 which is as of April 4, 2008

CANADIAN INTERNATIONAL MINERALS INC.

Balance Sheet

As at March 31, 2007

ASSETS

Current

Cash and cash equivalents	\$	163,091
GST receivable		2,170
Prepaid expenses		5,528
		<hr/>
		170,789

Mineral properties

		46,323
	\$	<hr/> <hr/> 217,112

LIABILITIES

Current

Accounts payable and accrued liabilities	\$	16,568
--	----	--------

SHAREHOLDERS' EQUITY

Share capital (Note 5)		340,050
Shares to be issued (Note 9)		10,000
Deficit		(149,506)
		<hr/>
		200,544
	\$	<hr/> <hr/> 217,112

On behalf of the Board:

(signed) Peter Chen

Director

(signed) Michael Schuss

Director

CANADIAN INTERNATIONAL MINERALS INC.

Statement of Loss and Deficit

For the period from incorporation on March 2, 2006 to March 31, 2007

Expenses	
Accounting and legal	\$ 15,260
Conference and meeting	12,298
Consulting and management	52,800
Bank charges and interest	399
Office and miscellaneous	4,141
Rent	6,000
Stock based compensation	59,250
Loss before other items	150,421
Other item	
Interest income	915
Net loss, being deficit, end of period	149,506
Loss per common share (basic and diluted)	\$ 0.02
Weighted average number of shares outstanding	6,330,001

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

CANADIAN INTERNATIONAL MINERALS INC.

Statement of Cash Flows

For the period from incorporation on March 2, 2006 to March 31, 2007

Cash flows from operating activities	
Loss for the year	\$ (149,506)
Items not affecting cash	
Stock based compensation	59,250
Changes in non-cash working capital items:	
Increase in GST receivable	(2,170)
Increase in prepaid expenses	(5,528)
Increase in accounts payable and accrued liabilities	16,568
	<hr/>
	(81,386)
Cash flows from investing activity	
Expenditures on mineral properties	(46,323)
	<hr/>
Cash flows from financing activity	
Proceeds from issuance of common shares	290,800
	<hr/>
	290,800
Increase in cash and cash equivalents	<hr/>
	163,091
Cash and cash equivalents, beginning of period	<hr/>
	-
Cash and cash equivalents, end of period	<hr/>
	\$ 163,091

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

1. NATURE OF OPERATIONS

The Company was incorporated on March 2, 2006 under the Company Act of British Columbia. Due to limited transactions occurring between March 2, 2006 and March 31, 2007, the first reporting period includes this stub period. Its principal business activity is the exploration of mineral property interests.

The Company is in the process of exploring and developing its mineral properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

	2007
Deficit	\$ (149,506)
Working capital	154,221

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The significant accounting policies adopted by the Company are as follows:

Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the year. Actual results could differ from these estimates.

Cash and cash equivalents

Cash is comprised of cash on hand and funds in bank accounts integral to the Company's cash management. Cash equivalents are short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Mineral properties

All costs related to the acquisition, exploration and development of mineral properties are capitalized by property. If economically recoverable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of a mineral property is impaired, that property is written down to its estimated net realizable value. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The amounts shown for mineral properties do not necessarily represent present or future values. The recoverability of the mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing and obtaining permits necessary to complete the development and future profitable production or proceeds from the disposition thereof.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the year in which it is incurred when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability.

Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in the statement of operations. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset.

The Company does not have any significant asset retirement obligations.

Stock-based compensation

In connection with incentive stock options granted by the Company to its officers, directors, employees and consultants, an expense is recognized over the vesting period based on the estimated fair value of the options on the date of the grant as determined using the Black -Scholes option pricing model. The expense is charged to stock-based compensation and the offset is credited to share capital. Cash received on exercise of incentive stock options is credited to the then issued and outstanding capital stock of the Company.

Income taxes

Income taxes are recorded using the asset and liability method whereby future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the year that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. For the years presented, this calculation proved to be anti-dilutive.

Basic loss per common share is calculated using the weighted-average number of shares outstanding during the year.

3. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, GST receivable, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not

exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value.

4. MINERAL PROPERTIES

The Company's mineral properties consist of:

	Acquisition Costs	Exploration Costs	Total
Copper Mountain Properties, British Columbia, Canada	\$ 16,000	\$ 30,323	\$ 46,323
	\$ 16,000	\$ 30,323	\$ 46,323

Title to mineral properties

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to its mineral properties and, to the best of its knowledge, title to all of its properties is in good standing.

Copper Mountain Properties, British Columbia, Canada

During the year period, the Company entered into an option agreement with Michael Schuss, CEO of the Company, and Larry Sostad, shareholder of the Company, to acquire a 100% interest in the Copper Mountain Properties. Pursuant to the agreement, the Company earned its 100% interest by paying \$16,000 and incurring exploration expenditures totaling \$30,323.

5. SHARE CAPITAL

	Number of Shares	Share Capital
Authorized:		
Unlimited common shares, no par value		
Issued during the year for:		
For cash		
Private placements	6,330,001	340,050
Balance, March 31, 2007	6,330,001	\$ 340,050

Private placements completed during the period were as follows:

The Company issued 3,000,001 common shares at \$0.01 per share having a fair value of \$48,750, for which the Company received cash proceeds of \$30,000 and recorded stock based compensation of \$18,750.

The Company issued 2,055,000 common shares at \$0.06 per share having a fair value of \$163,800, for which the Company received cash proceeds of \$123,300 and recorded stock based compensation of \$40,500.

The Company issued 1,275,000 common shares at \$0.10 per share for total proceeds of \$127,500.

6. RELATED PARTY TRANSACTIONS

The Company paid or accrued the following amount to related parties during the period as follows:

Type of transaction	Nature of relationship	
Rent	To a company controlled by a director	\$ 6,000
Consulting and management fees	To officers and directors	\$ 52,800

As consideration for the acquisition of the mineral claims on the Property, the Company paid \$10,000 to an officer and a director of the Company. The acquisition cost of the mineral claims consisted approximately \$1,750 in staking costs.

The above related party transaction was in the normal course of operations, occurring on terms and conditions that are similar to those of transactions with unrelated parties and, therefore, are measured at the exchange amount.

7. INCOME TAXES

Reconciliation of income and resource taxes calculated at the statutory rates to the actual tax provision:

Statutory rate		18%
Loss per statement of loss and deficit	\$	(26,911)
Stock based compensation not deductible for tax purposes	\$	10,665
Increase in valuation allowance		16,246
Income tax recovery	\$	-
Future tax asset		
Non-capital loss carry forwards	\$	16,246
Total gross future income tax asset		16,246
Less valuation allowance		(16,246)
Net future income tax asset	\$	-

Estimated taxable income for the period is \$nil. Based upon the level of historical taxable income, it cannot be reasonably estimated at this time if it is more likely than not that the Company will realize the benefits

from future income tax assets. The estimated taxable temporary difference valuation allowance will be adjusted in the period it is determined that it is more likely than not that some portion or all of the future tax assets will be realized.

The Company has non-capital losses of approximately \$16,246 which may be carried forward and applied against taxable income in future years. These losses, if unutilized, will expire in 2027.

8. CONTINGENT LIABILITIES

The Company's mineral properties are affected by the laws and regulations concerning environmental protection that exist in the various jurisdictions. It is not possible to estimate the future impact on operating results, if any, as a result of future regulations or developments.

9. SUBSEQUENT EVENTS

Subsequent to March 31, 2007, the Company issued 100,000 common shares at \$0.10 per share for total proceeds of \$10,000. The proceeds were received prior to the year end.

Subsequent to March 31, 2007, the Company retained Wolverton Securities Ltd. (the "Agent") as an agent to initial a brokered public offering. The Company will issue 4,000,000 common shares (the "Shares") at a price of \$0.20 per common share.

Under an agency agreement in respect to the proposed offering the Agent shall receive a commission equal to 8% of the gross proceeds of the Offering. Upon completion of the Offering, the Agent will receive agent's warrants (the "Agent's Warrants") entitling it to acquire that number of common shares equal to 8% of the number of Common Shares sold pursuant to the Offering at a price of \$0.20 per common share at any time prior to the date that is 24 months from the closing of this offering.

Interim Financial statements of

CANADIAN INTERNATIONAL MINERALS INC.

For The Nine Months Ended December 31, 2007

CANADIAN INTERNATIONAL MINERALS INC.
INTERIM BALANCE SHEETS
AS AT

EXPRESSED IN CANADIAN DOLLARS	December 31, 2007 (Unaudited)	March 31, 2007 (Audited)
ASSETS		
Current Assets		
Cash and Equivalents	\$ 31,410	\$ 163,091
GST Receivables	6,151	2,170
Prepays	18,514	5,528
	<u>56,075</u>	<u>170,789</u>
Mineral Properties (Note 4)	<u>45,997</u>	<u>46,323</u>
	<u>\$ 102,072</u>	<u>\$ 217,112</u>
LIABILITIES		
Current Liabilities		
Accounts Payable and Accrued Liabilities	\$ 2,382	\$ 16,568
SHARE CAPITAL AND DEFICIT		
Share Capital (Note 5)	350,050	340,050
Shares to be Issued (Note 5 (b)(ii))	-	10,000
Deficit	<u>(250,360)</u>	<u>(149,506)</u>
	<u>99,690</u>	<u>200,544</u>
	<u>\$ 102,072</u>	<u>\$ 217,112</u>

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

On Behalf of the Board:

(signed) Peter Chen _____ Director

(signed) Michael Schuss _____ Director

CANADIAN INTERNATIONAL MINERALS INC.
INTERIM STATEMENTS OF OPERATIONS AND DEFICIT

UNAUDITED AND PREPARED BY MANAGEMENT EXPRESSED IN CANADIAN DOLLARS	Three Months Ended December 31		Nine Months Ended December 31	
	2007	2006	2007	2006
Expenses				
Accounting and Legal	\$ 3,685	\$ 828	\$ 17,812	\$ 828
Bank Charges and Interest	61	77	235	329
Conference and Meeting	18	6,599	563	6,599
Consulting and Management	15,670	12,900	49,070	38,700
Dues and Filing	7,410	-	7,560	949
Office and Miscellaneous	629	75	3,273	75
Rent	1,500	2,000	4,500	4,500
Travel	5,434	195	13,930	240
Loss Before Other Items	(34,407)	(22,674)	(96,943)	(52,220)
Other Items				
Interest Revenue	426	102	2,089	200
Written off of Mineral Properties (Note 4)	-	-	(6,000)	-
Loss Due to Other Items	426	102	(3,911)	200
Loss for the Period	(33,981)	(22,572)	(100,854)	(52,020)
Deficit, Beginning of Period	(216,379)	(29,449)	(149,506)	-
Deficit, End of Period	(250,360)	\$ (52,021)	(250,360)	\$ (52,020)
Loss Per Share	0.01	0.00	0.02	0.01
Weighted Average of Shares Outstanding	6,430,001	4,755,001	6,430,001	4,755,001
FOR THE PERIOD				

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

CANADIAN INTERNATIONAL MINERALS INC.

UNAUDITED AND PREPARED BY MANAGEMENT	Three Month Ended December 31		Nine Months Ended December 31	
EXPRESSED IN CANADIAN DOLLARS	2007	2006	2007	2006
Cash Provided by (Used for)				
Cash Flows from Operating Activities				
Loss For The Year	\$ (33,981)	\$ (22,572)	\$ (100,854)	\$ (52,020)
Changes in Item not involving cash:				
Written off of Mineral Properties	-	-	6,000	-
Changes in Non-Cash Working Capital Items:				
Increase in GST Receivable	(1,873)	(505)	(3,981)	(1,205)
Decrease/Increase in Prepaid Expenses	1,791	(10,000)	(12,986)	(10,500)
Decrease/Increase in Advances	1,118	(2,100)	-	(2,100)
Decrease in Accounts Payable and Accrued Liabilities	(24,302)	1,103	(14,186)	1,103
	<u>(57,247)</u>	<u>(34,074)</u>	<u>(126,007)</u>	<u>(64,722)</u>
Cash Flows from Investing Activity				
Expenditures on Mineral Properties	(1,372)	(3,534)	(5,674)	(27,348)
	<u>(1,372)</u>	<u>(3,534)</u>	<u>(5,674)</u>	<u>(27,348)</u>
Cash Flows from Financing Activity				
Proceeds from Issuance of Common Shares	-	76,200	-	135,300
	<u>-</u>	<u>76,200</u>	<u>-</u>	<u>135,300</u>
Increase/ (Decrease) in Cash and Cash Equivalents	(58,619)	38,592	(131,681)	43,230
Cash and Cash Equivalents, Beginning of Period	90,029	4,638	163,091	-
Cash and Cash Equivalents, End of Period	<u>31,410</u>	<u>\$ 43,230</u>	<u>31,410</u>	<u>\$ 43,230</u>

**INTERIM STATEMENTS OF CASH FLOWS
FOR THE PERIOD**

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

1. NATURE OF OPERATIONS

The Company was incorporated on March 2, 2006 under the Company Act of British Columbia. Its principal business activity is the exploration of mineral property interests.

The Company is in the process of exploring and developing its mineral properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

	As At December 31, 2007	As at March 31, 2007
Deficit	\$ (250,360)	\$ (149,506)
Working capital	53,693	154,221

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The significant accounting policies adopted by the Company are as follows:

Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the year. Actual results could differ from these estimates.

Cash and cash equivalents

Cash is comprised of cash on hand and funds in bank accounts integral to the Company's cash management. Cash equivalents are short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Mineral properties

All costs related to the acquisition, exploration and development of mineral properties are capitalized by property. If economically recoverable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of a mineral property is impaired, that property is written down to its estimated net realizable value. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The amounts shown for mineral properties do not necessarily represent present or future values. The recoverability of the mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing and obtaining permits necessary to complete the development and future profitable production or proceeds from the disposition thereof.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the year in which it is incurred when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability.

Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in the statement of operations. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset.

The Company does not have any significant asset retirement obligations.

Stock-based compensation

In connection with incentive stock options granted by the Company to its officers, directors, employees and consultants, an expense is recognized over the vesting period based on the estimated fair value of the option on the date of the grant as determined using the Black-Scholes option pricing model. The expense is charged to stock-based compensation and the offset is credited to share capital. Cash received on exercise of incentive stock options is credited to the then issued and outstanding capital stock of the Company.

Income taxes

Income taxes are recorded using the asset and liability method whereby future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the year that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. For the years presented, this calculation proved to be anti-dilutive.

Basic loss per common share is calculated using the weighted-average number of shares outstanding during the year.

3. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, GST receivable, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value.

4. MINERAL PROPERTIES

The Company's mineral properties consist of:

	Acquisition Costs	Exploration Costs	Total
Copper Mountain Properties, British Columbia, Canada			
Balance as at March 31, 2007	\$ 16,000	\$ 30,323	\$ 46,323
Reports	-	1,372	1,372
Travel and Transportation	-	4,302	4,302
Acquisition costs written off	(6,000)	-	(6,000)
Balance as at December 31, 2007	\$ 10,000	\$ 35,997	\$ 45,997

Title to mineral properties

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to its mineral properties and, to the best of its knowledge, title to all of its properties is in good standing.

Copper Mountain Properties, British Columbia, Canada

During the year ended March 31, 2007, the Company entered into agreements with Michael Schuss, CEO of the Company, and Larry Sostad, shareholder of the Company, to acquire a 100% interest in the Copper Mountain Properties. Pursuant to the agreement, the Company earned its 100% interest by paying \$16,000 and incurring exploration expenditures totaling \$30,323.

During the six months period ended September 30, 2007, \$6,000 previously paid to Larry Ralph Sostad for the acquisition of two (2) claims was written off and recognized against the earnings.

5. SHARE CAPITAL

a) Authorized:

Unlimited common shares, no par value

b) Issued and Outstanding:

	Number of Shares	Share Capital
For cash		
Private placements (i)	6,330,001	\$ 340,050
Balance as at March 31, 2007	6,330,001	340,050

Private Placements (ii)	100,000	10,000
Balance as at December 31, 2007	6,430,001	\$ 350,050

b) Issued and Outstanding:

i) Private placements completed during the year ended March 31, 2007 were as follows:

The Company issued 3,000,001 common shares at \$0.01 per share having a fair value of \$48,750, for which the Company received cash proceeds of \$30,000 and recorded stock based compensation of \$18,750.

The Company issued 2,055,000 common shares at \$0.06 per share having a fair value of \$163,800, for which the Company received cash proceeds of \$123,300 and recorded stock based compensation of \$40,500.

The Company issued 1,275,000 common shares at \$0.10 per share for total proceeds of \$127,500.

ii) During the nine months ended December 31, 2007, the Company issued 100,000 common shares at \$0.10 per share for total proceeds of \$10,000. The proceeds were received prior to the year end.

6. RELATED PARTY TRANSACTIONS

During the nine months period ended December 31, 2007, the Company paid or accrued the following amounts to related parties as follows:

Type of transaction	Nature of relationship		For the Nine Months Ended December 31, 2007		For the Nine Months Ended December 31, 2006
Consulting and management fees	To officers and directors	\$	49,070	\$	38,700
Rent	To directors		4,500		4,500
		\$	53,570	\$	43,200

The above related party transactions were in the normal course of operations, occurring on terms and conditions that are similar to those of transactions with unrelated parties and, therefore, are measured at the exchange amount.

7. CONTINGENT LIABILITIES

The Company's mineral properties are affected by the laws and regulations concerning environmental protection that exist in the various jurisdictions. It is not possible to estimate the future impact on operating results, if any, as a result of future regulations or developments.

8. SUBSEQUENT EVENT

Subsequent to December 31, 2007, the Company retained Wolverton Securities Ltd. (the "Agent") as an agent to initial a brokered public offering. The Company will issue 4,000,000 common shares (the "Shares") at a price of \$0.20 per common share.

Under an agency agreement in respect to the proposed offering the Agent shall receive a commission equal to 8% of the gross proceeds of the Offering. Upon completion of the Offering, the Agent will receive agent's

warrants (the “Agent’s Warrants”) entitling it to acquire that number of common shares equal to 8% of the number of Common Shares sold pursuant to the Offering at a price of \$0.20 per common share at any time prior to the date that is 24 months from the closing of this Offering.

CERTIFICATE OF THE COMPANY

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 9 of the Securities Act (British Columbia), by Part 9 of the Securities Act (Alberta), and by Part XV of the Securities Act (Ontario) and the respective regulations made thereunder.

DATED: April 4, 2008

“Michael Schuss”
Michael Schuss
Chief Executive Officer and Director

“Peter Chen”
Peter Chen
Chief Financial Officer and Director

ON BEHALF OF THE BOARD

“Robert Ferguson”
Robert Ferguson
Director

“Dong Bi”
Dong Bi
Director

PROMOTERS

“Michael Schuss”
Michael Schuss
Promoter

CERTIFICATE OF THE AGENT

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 securities legislation in Part 9 of the *Securities Act* (British Columbia), by Part 9 of the *Securities Act* (Alberta) and by Part XV of the *Securities Act* (Ontario) and the respective regulations thereunder.

Dated April 4, 2008

WOLVERTON SECURITIES LTD

Per:

"Brent N. Wolverson"