

Offering Memorandum Non-Qualifying Issuer

Date: January 14, 2009 (April 7 2009)
The Issuer
Name: Northwest Premium Meat Co-Op
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Currently listed or quoted? No
Reporting issuer? No
SEDAR Filer? No

The Offering

Securities offered: Class B Investment shares
Price per security: \$1.00 per Share
Minimum offering: 1,000,000 B shares (\$ 1, 000,000)
Maximum offering: 4,500,000 B shares (\$ 4,500,000)
Payment terms: Certified cheque, money order or other means of Payment acceptable to the Co-op
Tax consequences: There are important tax consequences. See Item 6.
Selling agent? No

Resale restrictions: You will be restricted from selling your securities for an indefinite period. See Item 10.

Purchaser's rights: You have 2 business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, you have the right to sue either for damages or to cancel the agreement. See Item 11.

No securities regulatory authority has assessed the merits of these securities or reviewed this offering memorandum. Any representation to the contrary is an offence. This is a risky investment. See item 8.

Item 1 Use of Net Proceeds

1.1 Net Proceeds

The net proceeds of the offering are as follows:

		Assuming Minimum offering	Assuming Maximum Offering
A	Amount to be raised by this offering	\$ 1,000,000	\$ 4,500,000
B	Selling Commissions and Fees *	0	0
C	Estimated offering costs (e.g., legal, Accounting, audit.)	\$ 10,000	\$ 13,000
D	Net proceeds: D=A-(B+C)	\$ 990,000	\$ 4,487,000

* The Offering will be conducted by the directors and officers of the Co-op.

1.2 Use of Net Proceeds

The net proceeds of the offering will be used as follows:

Description of intended use of net proceeds listed in order of priority	Assuming min. offering	Assuming max offering
Construction of Slaughterhouse and Meat processing facility	\$ 990,000	\$ 4,487,000

Loans available: Bulkley Valley Credit Union, Smithers (\$1,000,000) if security conditions are met.

Northern Development Initiative Trust \$2,000,000 application made

1.3 Reallocation

The Co-op intends to spend the net proceeds as stated. Funds will only be reallocated for sound business reasons.

1.4 Working Capital Deficiency

As at Jan. 17, 2006 the Co-op does not have a working capital deficiency.

Item 2 Business of Northwest Premium Meat Co-op

2.1 Structure

The Co-op was incorporated under the Cooperative Association Act (British Columbia) on December 6, 2004, as NORTHWEST PREMIUM MEAT CO-OP.

The Co-op board of directors shall have seven (7) directors, whereas five (5) are livestock producers and two (2) are consumer representatives elected for two-year terms. Currently three (5) producer, and one (2) consumer positions are filled.

2.2 Our Business

Introduction

The times are changing for agriculture, and particularly the meat industry in this country. Prolonged low commodity prices generally in the agriculture industry, and especially for beef highlight the need for a strong alignment of the Canadian beef value-chain.

Responding to the encouragement from agri-industry visionaries to help increase Canadian processing and manufacturing of meat products, farmers and ranchers in Northwest BC are working co-operatively to establish a meat processing plant to supply their own community.

The Northwest Premium Meat Co-op envisions the conservation of local farms by providing healthy, safe meat products directly to the local people. They are farmers taking control of the food chain at home. Building upon their pride in the responsible husbandry of healthy animals, they will further ensure the safety of the meats they grow by building an abattoir to federal inspection standards to provide the packaged end products for local restaurants and consumers.

By providing an alternative to the current marketing system, a great number of benefits, both economic and environmental, will be achieved for the local area. The status quo has the majority of calves and yearlings raised in the northwest transported out of the area to auctions and feedlots for finishing, slaughter and processing. The cost of transporting cattle to auctions and feedlots is continually increasing, and losses due to shrinkage en-route also take their toll. These factors combine to reduce the returns to ranchers. Susceptible to the roller coaster market prices at auction, they have little control of the price paid for their livestock, regardless of the end retail price. The negative economic and environmental impact of transportation is doubled, as finished meat products must be hauled back to consumers. Shorter links between producers and consumers make for better control of the end products. Small local farms contribute directly to the local economy, and the facility will provide up to 20 new jobs, contributing yet again to the local economy.

The Northwest Premium Meat Co-op is not big by industry standards; it is really quite small. Designed to process from 50 to 100 head per week, the goal is to provide from 5% to 10% of the local market with fresh, healthy meat cuts. The relatively small Northern BC population will be served by its own farmers and ranchers.

A local niche market, consisting of those consumers, restaurateurs, and tourism operators who care about the safety and quality of the food they consume and serve, and care about the impact of their actions upon the local economy and the environment, will be created around the branding of Northwest Premium Meats. Northwest Premium will serve customers from Prince Rupert to Vanderhoof with an assortment of packaged cuts, manufactured products, and custom ordered meats. The brand will be built around attributes of both the process and the product. A quality brand product will foster consumer loyalty.

The business plan substantiates the case for the Co-op to be profitable. Break even will be exceeded the first year. It takes about 100 head per month being fully processed through the plant into the final consumer products to cover operating costs. By the end of the first year production is expected to double. The market, just in current existing farm gate sales, is more than double that number. Once area restaurants and camps become familiar with the opportunity to order fresh custom cut products on a weekly basis, and consumers experience the ease of ordering freezer boxes, production will be enhanced.

With 9 production employees and another 7 in the office, taking care of sales, shipping and deliveries; the new facility will be in full swing producing to the needs of the customers and filling the freezers with the popular meat cuts as well as the value-added processed patties and sausages. The marketing and branding campaign will inform customers of the benefits of quality meat products grown and produced in the North. The ordering desk will be taking orders through a 1-800 number and a website. A delivery service will establish a 2-week schedule to supply the meat products to restaurants and consumers from Prince Rupert to Vanderhoof.

Meat is a big industry, though this abattoir will be comparatively very small, the numbers show that by taking care of the complete process, in an inspected efficient plant, a good profit can be made, even from a few thousand head per year. The first year plans show about 2000 head of cattle through the gates. Of these, 400-500 will be custom slaughtered and broken into inspected quarters for farmers who have their steady customers already. Another few hundred will be the "D" grade cull cows, used for manufactured products. The rest of the supply will be from farmers who have learned to finish their steers and heifers to the grade "A" quality required for the top cuts. The balance of the weekly supply of these top grade animals will come from DMS feedlot in Vanderhoof. This supply, on an as needed basis, will be the anchor to a good start-up the first year. It is expected that once the facility is built, more farmers will have the opportunity to adjust their operations to provide top quality animals ready for processing.

Industry Overview

According to the Canadian Meat Council and data from statistics Canada, meat is Canada's largest food industry. However, with BSE findings in 2003 on both sides of the border, the Canada/U.S. trade in live slaughter cattle and in feeder cattle and calves was shut down. It is estimated that 60%, or more, of Canadian slaughter and feeder cattle went south of the border annually prior to May 2003. The slaughter capability of Canadian abattoirs has been overwhelmed trying to take up the extra. Two large abattoirs in Alberta, and the smattering of small facilities scattered across the country cannot keep up to the supply of cattle. As a result of this glut on the domestic market, ranchers are seeing poor prices for quality feeder cattle and almost nothing for livestock that is no longer reproductive. Consumers are seeing no reduction in cost, because the demand for quality beef cuts remains very good. It is the lack of capacity of Canadian packer facilities that is the bottleneck, and the cause of the oversupply of live cattle is the closure of the US border. The industry has been hit very hard, with farmers and ranchers showing losses on their basic production, and in some cases being unable to sell their animals at all. The Canadian cattle farming industry is in a crisis.

Two Kinds of Beef

The excess supply problem is far worse for cows than it is for finished steers and heifers. The steaks and roasts that Canadians buy generally come from young steers and heifers. Older cows, those over 30 months, and older animals whose productive uses in breeding and dairy are over, are generally used for "manufactured" beef, or ground beef. There is even less capacity for this manufacture in Canadian plants, so traditionally these animals have been shipped to the US and the meat products imported back to Canadian consumers.

CANADIAN BEEF CATTLE INDUSTRY: QUICK FACTS

- *Cattle are the largest source of farm cash receipts, in 2003 accounting for \$5.2 billion dollars. (2002 was \$7.6 billion dollars)*
- *Add to this processing, retail food services and transportation it is an industry worth \$20 billion in 2003 (2002 was \$30 billion)*
- *Canada produces 3.6 billion pounds of beef*
- *Canadian Consumption is 2.1 billion pounds*
- *90,000 Canadian farms produce 14.7 million head of cattle*

Northwest B.C. Farm Economy

Northwest Premium Meat Co-op identifies the region from Vanderhoof to the west as its supply and market area. There are 854 farms in this region, a large feedlot operation in Vanderhoof, and a few smaller feedlots. Cattle raised in the Regional Districts of Kitimat-Stikine, Bulkley-Nechako and Skeena-Queen Charlottes are, for the main part, shipped out of the areas for finishing and slaughter. Meat is then shipped back to super markets, retailers, lodges, food services and restaurants in these areas from Alberta, Vancouver and Dawson Creek.

There are a few small slaughterhouses in the area whose premises are provincially inspected by health authorities, but the meat is not inspected. There are many farm gate sales of meat direct to individuals by farmers and ranchers and there are several small meat-cutting facilities that cut locally produced meat and game. With the looming change in regulations, these will have to be upgraded to meet the new inspection guidelines, or phased out. Under the new Meat Regulations, ranchers will no longer be allowed to sell uninspected meat direct to consumers. Local customers will have fewer choices unless a slaughter facility, that meets the specifications and inspection process of the new meat regulations, is built and operated.

Northwest Premium Meat Co-op proposes to provide locally produced, inspected and graded meat. High-end meat from young cattle will be a premium product. The facility will also process animals whose reproductive usefulness has expired, and manufacture the meat into value-added products such as patties, sausage and similar products.

Suppliers Of Livestock

The requirements for supply of appropriate livestock to the plant will have to be carefully matched to the needs of the final customers of the products. Quality and quantity will be prudently monitored in order to produce the excellence to be branded as “Northwest Premium Meats”.

At the outset, a ready supply of well-finished animals is available from DMS Feedlot in Vanderhoof. Richard Martens, the owner/manager of this operation, has been a key person during the initial development of the idea of Northwest Premium Meat Co-op. His interest in a local facility is evident faced with the hardships of the Canadian Beef industry. He indicates the proposed facility would give his operation the benefits of reduced trucking costs and higher yields due to lower shrinkage. It will also provide a steady, secure market for the feedlot. On behalf of the Co-op, a year-round secure supply of top quality cattle is crucial to the start-up of the processing plant.

For the value-added products, there is an abundance of older cows culled from cow/calf operations and dairy farms. These animals have not been worth shipping due to the current lack of slaughter capacity. They are useful only to be made into manufactured meat products. These animals, at a lower cost than the top quality steers and heifers, will offer a steady supply of meat for processed products.

A year-round intake market will also allow other local producers to take cattle through to the finished stage. This will require some management changes for local cow calf operators, and, in all likelihood, require producer education in regard to feeding programs, feed supplements and animal health. It is an opportunity to incorporate elements of the “Quality Starts Here” program and “Verified Beef Production”. These programs and changes will take time, and it is anticipated that once the abattoir is a reality, many farms will be interested in making changes to their cow/calf operations in order to produce slaughter-ready livestock. This is a long-term goal of the Co-op – to increase the value of local production in order make farms and ranches more sustainable. Standards of production will be established for animals purchased by Northwest Premium, and the Co-op will actively coordinate the implementation of those programs on the farms.

Products, Services And Delivery

Northwest Premium Meat Co-Op plans to offer for sale a wide variety of high quality, inspected and graded meat products:

- by the whole, half or quarter carcass
- cut to kitchen specifications
- cut to food service specifications
- in a variety of family size boxes, frozen, with a selection of cuts
- boxed selected cuts, suitable for restaurants and other food service groups

The meat products will be labelled with the Northwest premium brand, and will also be labelled as to origin – what farm the meat was raised on. It is anticipated there will be three distinct types of cattle supplied.

Grain finished AAA beef from DMS Feedlot and others

Grass-fed/finished beef direct from area farms and ranches

Organic beef from a few certified operations in the area.

Part of the marketing plan is to educate consumers regarding the differences and expectation of quality from the various sources.

A line of manufactured beef products, such as patties, sausages and jerky, will be developed as the value-added aspect of the operation, particularly to utilize the supply of older cows ready for slaughter. These commodities will expand the product line, add one or two jobs to the production line, and take up the slack that may come with seasonal variations in demand for the primary products.

Accessible ordering and payment systems, and personalized customer service with delivery/pick-up from the Co-op’s truck will be highlights of the retail system. Community relations built upon membership, quality products, healthy community and good neighbours will be the key to branding Northwest Premium meat products. The successful establishment of a dedicated customer base will be through regional publicity campaigns, and professionally designed promotional materials that will educate

consumers regarding the benefits. Success will depend upon brand-loyal regular customers.

The Co-op will also offer custom slaughtering, cutting and wrapping services. The facility will be able to track individual animals from start to finish, so that individual farms will be able to trace finished products, and maintain their own loyal customers. This will enable the healthy farm gate market to grow with the ability to supply inspected meats. This option is very attractive to a few local organic farms, further ensuring the health and safety of their products.

By-products of the butcher process, organ meats, hides and bones, are additional saleable items. The production of dog food may utilize some of this, providing an opportunity that is open to an off-site operation. There is the possible expansion to the slaughter of pigs and the sale of pork. Other products of the facility include compost or liquid manure, a high quality fertilizer.

Canadian Meat Inspection

Health Canada and the Canadian Food Inspection Agency have achieved international recognition for the high standards of meat inspection required for export of our meat products. Federally registered facilities ensure that meat products are safe for consumers. A Federal Inspector will look for visible signs of disease and test for pesticides, drug residues and heavy metals. In addition, a HACCP (Hazard Analysis Critical Control Point) system tracks the process in the plant, further ensuring quality and safety. The province of BC also has inspection standards, and these will be mandatory as of September 2006; this means that farm gate sales, without inspection, direct to consumers will no longer be allowed. Therein lies the opportunity for the Co-op to provide slaughtering, grading and inspections of the animals that are now being supplied direct to consumer from off the farms. The plant will provide for the maintenance of this important market, allowing farmers to keep their local customers. Consumers will benefit, ensured that the meats they are purchasing from local farms are safe.

Northwest Premium has been considering the level of inspection that the plant should be built to comply with. For the local market, Provincial Inspection is all that is required. However, a decision has been made to construct the abattoir to national standards, so it will not be a limiting factor to making sales outside of BC to Yukon or north across the US border into Alaska in the future.

The Marketplace

The market area of Northwest Premium Meat Co-op includes the Regional Districts of Kitimat-Stikine, Bulkley-Nechako and Skeena-Queen Charlottes. The area extends from the Queen Charlotte Islands in the west to Vanderhoof in the east. The population is close to 150,000 people with an anticipated growth of 2 to 3% annually.

Direct Farm Sales to Consumer

There is a very active farm-to-consumer market in beef sales across the region. Farm gate sales are a significant factor for farm cash flows. Especially with the downturn in prices for cattle sold at auction, a thriving local market is growing to serve the demand for direct-from-the farm beef.

More and more consumers, who want to know where their meats are coming from, are making arrangements with local ranchers to purchase beef right off the farm. Estimates of the amount of direct trade between farmers and consumers follow in the sales assumptions section. It is anticipated that up to half of the capacity of the plant may be accounted for by providing a means to protect this vital local market. It will enable the practice to continue, through federal inspections of the slaughter at the Co-op.

Restaurant & Hospitality Industry

Approximately 130 restaurants, mostly independently operated, are listed in the yellow pages of the 3 regional districts. Initial discussions with a few individual managers are quite exciting – some have indicated that if they can purchase uncut broken quarters, in order to cut their own steaks and roasts to their liking, that it would be most attractive. Others need consistent sizes of standard cuts to match menu offerings. They are keen on the idea of providing and promoting local products, as long as the quality is consistent, and ordering and delivery is convenient.

Tourism Industry

Guide outfitters serve top quality meals to their fishers and hunters. Just the guided fishing industry alone accounts for 7300 rod days on the local rivers; over a 9 – 14 week season this involves 600-700 weekly guests. Guide outfitters prefer fresh products and are accustomed to ordering weekly.

Mining Industry

The mining industry in the region is poised to expand and already provides a great many new jobs. Opportunities to sell to their camps needs further research; but it is expected that offered options around custom weekly orders the industry representatives will find the quality and convenience highly desirable. One local expediting firm has doubled its workforce from 50 to 100 just this year, an indication of the increase in both exploration activities and mine expansion.

Meat Consumption

As we delve into the statistics around meat consumption, a few basic concepts need to be explained. From the live animal, to the carcass, to the meat cuts, retail to the consumer, spoilage, shrinkage through cooking, then to the plate; there are losses at every level. When considering per capita meat consumption...we need to be very clear what we are

talking about. Sourcing, both Statistics Canada and the Canadian Meat Council (CMC), beef accounts for about half of total red meat consumption. It is further demonstrated that from the carcass to the table, losses are another 50%. For the purposes of this plan, the assumption derived from these figures is that annual per capita beef consumption based on the original carcass weight is about 32 kg or 70 lb per person. Note that upon purchasing, trimming and cooking, about half of this reaches the plate and is actually consumed.

Meat Consumption Steady

“During 2004, overall per capita meat consumption appears to have moved up. While official Statistics Canada figures are still several months away, it is obvious much of the increased Canadian pork output went on export. Beef output was higher but imports were down **and exports up and consumer purchasing remained strong despite the crisis.**”

PER CAPITA DISAPPEARANCE - CANADA

Kg per capita - carcass weight basis

BEEF TOTAL RED MEAT

2002 30.5 60.5

2003 32.0 59.6

2004 32.2 60.5

Source: Statistics Canada with 2003

based on CMC estimates

Wednesday, May 26, 2004

Food Consumption

2003

The world may have stopped eating Canadian beef last year as a result of the mad cow scare, but new data show Canadians continued to eat it. In fact, per capita consumption actually rose. Each Canadian ate 14.2 kilograms (kg) of beef in 2003, up from 13.5 kg the year before, a 5.0% gain. New food consumption data adjusts for retail, household, cooking and plate loss.

Tuesday, April 29, 2003

Red meat consumption

2002

Red meat consumption totalled 61.4 kilograms per person in 2002, down 1.9% from 62.6 kilograms in 2001. This decrease was due mainly to declining beef and pork consumption.

Source: “The Daily” www.statcan.ca

Northwest BC Meat Market

The population base for the Northwest market area is close to 150,000. Based upon our assumption that beef disappearance is approximately 70 lb carcass weight per person, and using a carcass weight figure of 630 lb. An average steer or heifer will feed an average of 9 people. This would indicate that 16,666 head of cattle are required to provide for total beef consumption in the area.

Looking at it another way, statistics for the year 2004 show 40,709 households across the three regional districts. Statistics Canada figures indicate an average household expenditure for meat is approximately \$16 per week. 40,709 households x \$16 per week for 52 weeks = \$33,869,888.

Using a figure of \$4.50 lb this would account for the disappearance of 16725 head. The Northwest Premium Meat Co-op abattoir will have a maximum capacity of 100 head per week or 5200 head per year. In the first year, the goal is to process up to 2000 head

This is a practical size of operation, accounting for 5% of the market at the outset, and 10% by the third year. A significant portion of the sales is expected to be to restaurants, the hospitality industry, and work camps. This will represent consumption of beef over and above the consumer averages that have been quoted above. Visitors to the area account for many more meals than the residents alone, and the co-op members are currently surveying some of the approximately 130 restaurants across the area to determine their needs, and encourage them to serve local beef. Initial response has been very positive.

Key points from this experience that support the vision of the Northwest Premium Co-op are:

- Demonstration of strong local support for a locally processed agricultural product
- Consumer choice is more about freshness and quality than price
- A carefully branded product for a niche market is appropriate for local agricultural products, processed in a local plant.
- Consumer demand does affect grocery store policies
- Consumers will buy regularly out of the back of a 5-ton reefer truck

2.3 Development of Business

Operations and Facility

Northwest Premium Meat Co-operative will build an abattoir complete with coolers, freezers, processing room and waste disposal. The size of the plant will be designed with cooler capacity for 200 carcasses, this will accommodate intake of 100 head per week, and allow for proper aging. The production line will be able to handle more than this, and the design will accommodate the addition of cooler space in case an expansion is considered in the future.

The location is one of the most important considerations, and the selected site is right off of highway 16 between Telkwa and Smithers, accessed via Donaldson Road and adjacent to the refuse transfer station. There is no residential area in the vicinity, and a buffer zone leaving as many trees as possible will shield the facility from the highway. Pavement will be considered for the driveway into the facility as a dust control measure.

Good groundwater source for a well, and a wetland for natural filtration of treated wastewater exist on the property. Three-phase power, and a natural gas pipeline are at hand. The site meets with approval of the Canadian Food Inspection Authority and the provincial Water Land and Air Protection staff is being consulted as part of the land transfer process.

The building and equipment is being designed by Cochrane Engineering Ltd. to meet the specifications of the CFIA for the slaughter and processing of federally inspected meat products. They are also working with a local engineering firm, Kris Kingston and Associates, for local data.

Waste Management

Water

Wastewater treatment technologies will be engineered into the design, and the facility will be built with sufficient capacity for the needs of the processing. Testing of the ground at the site is underway to provide data for the design of the water systems.

Solid wastes

Consultation with the Regional district of Bulkley-Nechako is ongoing. Initial indications are that solid wastes will be accepted into the Knockholt landfill. Estimated tonnage produced is less than current permit requirements. An expense of \$5 per animal has been included in the estimates for trucking costs. SRM's or Specified Risk materials (regarding BSE) will be incinerated. Two incinerators for the project have already been purchased.

Compost/manure

The construction of a manure pit for the wash water from the livestock holding area is planned to help reduce the total volume of wastewater to be treated. Stomach contents, amounting to a significant volume of the waste materials, will be added to the manure pit; the liquid compost/manure is a saleable fertilizer product.

The project engineers, together with the regional district engineers, are working out acceptable solutions for the proper management of the significant waste products from the slaughter process.

Future plans include the consideration of a composting system for the solid waste, this will need to be researched and engineered, and is expected in the third year.

2.4 Long Term Objectives

The long-term objectives of the Co-op are as follows:

- To operate a slaughterhouse and meat processing facility
- Provide local consumers with top quality meat products
- To be recognized as a producer of high quality products
- Improve returns to farmers and ranchers
- Encourage environmentally friendly practices on farms
- Make farms sustainable

2.5 Short Term Objectives and How We Intend to Achieve Them

a.) Objectives for the next 12 months: raise capital funds to build facility

Engineer Building, Equipment, Waste water treatment
 Develop land and road
 Construct Facility
 Develop Branding and Marketing plan
 Start operation

b.) The Co-op intends to achieve its objectives for the next 12 months as follows:

What we must do and how we will do it	Target completion date or, if not known, number of months to complete	Our cost to complete
Raise Capital through Membership shares, Investment shares, Loans, Grants	Next two months	\$ 100,000
Engineering and design of Building, Equipment, Waste and liquid effluent Treatment. (ongoing)	Next three Months	\$ 200,000
Purchase Property (held by license of Occupation) and development.	Spring 2006	\$ 200,000
Construction	Fall 2006	\$3,500,000
Develop Branding and Marketing plan	Summer 2006	\$ 75,000
Start-up and working Capital	Begin 2006	\$ 425,000

2.6 Insufficient Proceeds

The proceeds of the Offering may not be sufficient to accomplish the Co-Op's objective of constructing the proposed facility. In case of insufficient funds, amendments will be made to the project plans to fit the available financing. Changes such as a shift from federal to provincial inspection standards are possible.

2.7 Material Agreements

To date the Co-op has entered into the following agreements:

1. Land and Water BC- License of occupation No. 705177
Agreement dated July 3rd, 2005, expiring on July 3rd, 2010.
2. Cochrane Engineering Ltd.- Vancouver B.C.
Engineering service contract-fee for service payable each month
3. Allegro Industries Ltd.- Orangeville, Ontario
Contract to design equipment- dated June 20th, 2005
4. Vector Corporate Finance lawyers- Vancouver B.C.
Financial services (share structure, offering memorandum)
5. Don Giddings- lawyer Smithers B.C.
Set-up of Co-op rules and incorporation
6. Mazar Construction- Smithers B.C.
Contract to construct facility
7. Trow Engineering- Burnaby B.C.
Geotechnical Engineering report- Date May 13, 2005
8. Kingston & Associates LTD Smithers B.C.
Waste disposal and Environmental assessment
9. Edmison Mehr Chartered Accountants Smithers
Offering Memorandum Development

Item 3 Directors, Management, Promoters and Principal Holders

3.1 Compensation and Securities Held

There is no compensation for the directors or management through securities.

Name and Municipality of principal residence	Position held and date of obtaining that position	Compensation paid or anticipated to be paid in current financial year	
Harold Kerr Telkwa ,B.C	President December 14, 2004	Reimbursement for Expenses \$ 2504.67	
Ed Hinchliffe Smithers, B. C.	Director December 14, 2004	0	
Pia Heer Telkwa, B.C.	Director December 14, 2004	0	
Greame Johnstone Smithers, B. C.	Director April 12, 005	0	
Eugen Wittwer Telkwa, B. C.	Manager December 14,2005 Paid position Since March 21,	Compensation and Expenses Dec 01, 2005 \$ 26,804.39	

3.2 Management Experience

Harold Kerr	<p>Harold Kerr is president of the Co-op. He has been involved in the cattle business his entire life and has been president of Kerr Cattle Co Ltd since 1972. As president, he has worked on the growth and expansion of the ranch that currently grazes 900 head of cattle on more than 4,000 acres of deeded land and 10,000 acres of grazing license.</p> <p>Harold Kerr spent 12 years as a director to the Regional District of Bulkley Nechako. He was chair of the board for 4 years. As chair and director he gained expertise in the management of regional district affairs including planning, budget development, building construction, maintenance and staffing.</p> <p>Mr. Kerr is strongly committed to the agriculture industry. He is a charter member of the Bulkley Valley Cattlemen’s Association where he served as a director for many years and held the positions of president, vice president, secretary and treasurer. He was a director to the BC Cattlemen’s Association for some time and served on the executive of the Skeena Regional Cattlemen’s Association. He was a director of the BC Livestock Producers Co-op for several years and has been a livestock inspector for more than 35 years. Currently Harold Kerr sits as a commissioner of the BC Agricultural Land Commission.</p>
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<p>Ed Hinchliffe</p>	<p>Ed Hinchliffe is a director of the Co-op. Mr. Hinchliffe has been a beef producer since 1968. His management skills were developed in the establishment of a plumbing enterprise and an excavation business.</p> <p>Mr. Hinchliffe has a long history of community involvement. For 30 years he was a member of the Smithers Volunteer Fire Department including 20 years as an ambulance driver and attendant. He served as a director of the Bulkley Valley Credit Union. Mr. Hinchliffe was a volunteer in the preparation of the Babine Mountains Provincial Park Master Plan and has been an active member of the Bulkley Valley Rod and Gun Club.</p> <p>In addition he has been a member and director of the Bulkley Valley Cattlemen's Association and was a director of the BC Cattlemen's Association for 5 years. Currently Mr. Hinchliffe sits on the Advisor Planning Committee for Rural Area A of the Regional District of Bulkley Nechako. He is a member of the Outdoor Recreation Alliance and the Caribou Recovery Program and chairs the Bulkley Valley Exhibition Management Committee.</p>
<p>Pia Heer</p>	<p>Pia Heer is a director of the Co-op. Mrs. Heer has been involved in the cattle industry for 20 years. She formerly co-managed a 100 head dairy operation on 1100 acres of deeded land plus a 160 grazing lease. Mrs. Heer managed the Bulkley Valley Milk plant and ice cream parlour for 5 years including the overseeing of 6 employees, shipping and receiving, marketing and sales.</p> <p>Mrs. Heer is currently the manager, owner and operator of a 370 head beef cattle operation encompassing 3200 deeded acres and a 2,000 acre grazing license.</p> <p>Mrs Heer is experienced in preparing budgets, marketing strategies and the development of working strategies for buildings and facilities.</p> <p>Pia Heer is a well recognized artist and known for her enthusiastic support of community projects. She has committed a great deal of time, effort and money to her community through the Bulkley Valley Hospital, the Village of Telkwa, the Smithers Food Bank and the Bulkley Valley Exhibition.</p>
<p>Graeme Johnstone</p>	<p>Graeme Johnstone is a director of the Co-op. Mr. Johnstone is a Professional agrologist and a member of the Agrologist's Association of British Columbia. He served with the BC Department of Agriculture from 1965 to 1992. He worked in the Dairy Branch and spent most of his years with the Ministry as a District Agriculturist with the Extension Branch.</p> <p>He spent more than 20 years in the Agriculture Office in Smithers managing a staff of 2 and sometimes 3 people.</p> <p>As a District Agriculturalist, Johnstone is familiar with all aspects of the Industry. He brings knowledge of the development of other agriculture Facilities in the area, including 2 dairy plants and a vegetable plant.</p> <p>In an area that is largely engaged in ranching, Johnstone worked</p>

	<p>diligently to see improvements in the beef cattle industry. A notable Record of Performance program was carried out during his time with the Ministry as well as forage feed testing programs.</p> <p>Mr. Johnstone has been an active member of the Bulkley Valley Credit Union for many years.</p> <p>He volunteers to numerous other community organizations including the 4-H Program and CASARA.</p> <p>He has been a strong supporter of the Bulkley Valley Exhibition and has served as president of the exhibition and as chair of the livestock com.</p>
Eugen Wittwer	<p>Eugen Wittwer is the manager of the Co-op. He comes from a background of farming and agro-tourism in Canada and Switzerland. He gained management experience in supervising staff, building maintenance, inventory control and scheduling in warehouses. He has also spent time supervising the repair and maintenance of construction equipment and has overseen all aspects of a construction and road building business.</p> <p>He is experienced in the development of budgets and work plans.</p> <p>Wittwer currently co-manages a 640 acre ranch that grazes 320 head of cattle on a 30,000 acre grazing license.</p> <p>Mr. Wittwer is a director of the Bulkley Valley Cattlemen's Association and has served two years as president. During his term as president he was very instrumental in seeing the preparation of an inventory of Crown land available for agriculture and wildlife. He capably organized work-shops to engage government agencies, environmental groups, farmers and ranchers to develop working relationships that address concerns and find solutions. He is currently on the Ag-environment Focus Group and participated in a river bank restoration project.</p>

3.3 Penalties, Sanctions and Bankruptcy

No director, senior officer or control person of the Co-op, nor any issuer of which those persons were a director, senior officer or control person, has been subject to any penalty or sanction, or any proceedings under any bankruptcy or insolvency legislation or compromise with creditors or the appointment of a receiver during the last 10 years.

Item 4 Capital Structure

4.1 Share Capital

Description of security	Number authorized to be issued	Number outstanding as at	Number outstanding after minimum offering	Number outstanding after maximum offering
Membership shares (Class A)	unlimited	N/A	N/A	N/A
Investment Shares (Class B)	4,500,000	4,500,000	3,500,000	0

4.2 Long Term Debt

The Co-op does not have any long-term debt. The Co-op has arranged a term loan to a maximum of \$ 50,000, bearing interest at prime and secured by general security agreement providing a first charge over all accounts receivable, inventory and equipment and personal guarantees from specific directors in the amount of \$ 50,000. The term loan matures in September 30, 2006.

4.3 Prior Sales

Date of Issuance	Type of security issued	Number of securities issued	Price per security	Total funds received
	Membership shares (Class A)	Unlimited	\$250	\$ 15,000

Item 5 Securities Offered

5.1 Terms of Securities

- (a) non voting shares
- (b) \$1 per share
- (c) non redeemable for 5 years
- (d) dividend

5.2 Subscription Procedure

A prospective purchaser can subscribe for investment shares by completing, signing and returning to the Co-op the following:

- (a) A Risk Acknowledgement Form 45-103F3
- (b) A certified cheque, banker's draft, cheque or cash

Item 6 Income Tax Consequences and RRSP Eligibility

6.1

You should consult your own professional advisers to obtain advice on the tax consequences that apply to you.

6.2

At this time no tax incentive programs are available.

Only Federally Inspected Slaughter facilities with proven financing will be considered for the Ruminant Slaughter Equity Assistance Program (RSEA). Only Investors engaged in commercial agriculture are eligible for the share matching program (RSEA) if approved for this facility.

6.3

Based on information provided by Edmison Mehr Chartered Accountants of Smithers, BC, the purchase of investment shares can be a qualified investment for RRSP purposes in certain circumstances. You should consult your own professional advisers to obtain advice on whether your purchase of investment shares can be made from your self-directed RRSP fund. Edmison Mehr has stated that the purchase of membership shares is not a qualified investment for RRSP purposes.

Item 7 Compensation Paid to Sellers and Finders

The sale of investment shares will be conducted by directors and officers of the Co-op. No compensation will be paid to sellers or finders.

Item 8 Risk Factors

An investment in the securities offered hereby should be considered to be highly speculative due to the nature of the Co-op's business and the present stage of its development. The Co-op has no earnings, no cash flow and a limited history of operations. An investment in the investment shares is only suitable for investors who have the ability and willingness to accept the risk for a total loss of their investment. Prospective investors should carefully consider the following risk factors and should consult with their professional advisors with respect to the risks associated with an investment in the shares

The Co-op was only recently incorporated and has a limited operational history and no history of earnings. The Co-op has never paid dividends. Accordingly, there is a limited operating history upon which to base an evaluation of the Co-op and its business and prospects. The Co-op is in the early stage of its business and therefore is subject to the risks associated with early stage companies, including start up losses, uncertainty of revenues, markets and profitability, the need to raise additional funding, the evolving and unpredictable nature of the Co-op's business, the Co-op's ability to build a facility and develop a market for its products and the ability to identify, attract and retain qualified personnel. The Co-op's business prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. There can be no assurance that the Co-op will be successful in doing what it is required to do to overcome these risks. No assurance can be given that the Co-op's business activities will be successful

The Co-op has never paid dividends and may never be able to pay cash dividends. See Dividend Policy?

The Co-op's business involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Purchasers of Investment Shares must rely on the ability, expertise, judgment, discretion, integrity and good faith of the management of the Co-op. This Offering is suitable for investor who are willing to rely solely upon the management of the Co-op and who could afford a total loss of their investment.

The success of the Co-op is dependent upon, among other things, the services of key personnel. The loss of any of these individuals, for any reason, could have a material adverse effect on the prospects of the Co-op. In addition, the future success of the co-op will depend in large part on its ability to attract and retain qualified technical, managerial and marketing personnel and there can be no assurance that such personnel can be attracted and retained. Failure to retain or to attract and retain additional key employees with necessary skills could have a material adverse impact upon the Co-op's growth and profitability. The Co-op does not maintain key man insurance for any of its directors, officers or employees. The contributions of these individuals to the immediate future operations of the company is likely to be of central importance and the loss of any one of these individuals could have a material adverse effect on the business of the Co-op. The Co-op's current team of personnel may not include individuals with sufficient technical expertise to carry out certain of the Co-op's proposed operations. There can be no assurance that suitable qualified personnel can be hired.

The Co-op may experience an initial delay do implement its business plan and constructing a facility following the closing of the Offering. This may result in a delay in the Co-op generating revenues, which in turn may have an adverse effect on the Co-op's ability to pay dividends and the value of the Co-op's securities.

The Co-op will not be able to implement all of its business plan with the proceeds of the Offering, and additional financing will be required to complete its business plan and to

carry on its intended business. No assurance can be given that such financing will be available or will be available on commercially reasonable terms or at all. The ability of the Co-op to arrange such further financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Co-op.

The Co-op may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The inability of the Co-op to deal effectively with its future growth could have a material adverse impact on its business, operations and prospects. The Co-op may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Co-op's existing personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. There can be no assurance that the Co-op will be able to manage its growth effectively.

The Co-op has not earned profits to date, and there can be no assurance that it will earn profits in the future, or that profitability, if achieved, will be sustained. The success of the Co-op will ultimately depend on its ability to generate sufficient revenues to sustain its operations. There is no assurance that future revenues will be sufficient to fund the ongoing operations of the Co-op's business.

Item 9 Reporting Obligations

9.1 Shareholders of the Co-op will receive annual audited financial statements of the Co-op. The Co-op is not a reporting issuer in any jurisdiction and is not required to file continuous disclosure materials with securities regulatory authorities or provide such materials to its shareholders.

Item 10 Resale Restrictions

10.1 These securities will be subject to a number of resale restrictions, including a restriction on trading. Until the restriction on trading expires, you will not be able to trade the securities unless you comply with an exemption from the prospectus and registration requirements under securities legislation.

10.2 Unless permitted under securities legislation, you cannot trade the securities before the date that is four months and a day after the date Northwest Premium Meat Co-op becomes a reporting issuer in any province or territory of Canada.

Item 11 Purchaser's Rights

If you purchase these securities you will have certain rights, some of which are described below. For information about your rights you should consult a lawyer.

1. Two Day Cancellation Right – You can cancel your agreement to purchase these securities. To do so, you must send a notice to us by midnight on the 2nd business day after you sign the agreement to buy the securities.
2. Statutory Rights of Action in the Event of a Misrepresentation.

If there is a misrepresentation in this offering memorandum, you have a statutory right to sue:

- (a) Northwest Premium Meat Co-operative to cancel your agreement to buy these securities, or
- (b) for damages against Northwest Premium Meat Co-op .

This statutory right to sue is available to you whether or not you relied on the misrepresentation. However, there are various defences available to the persons or companies that you have a right to sue. In particular, they have a defence if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in (a) or (b) above, you must do so within strict limitations. You must commence your action to cancel the agreement within 180 days after you signed the agreement to purchase the securities. You must commence your action for damages within the earlier of 180 days after learning of the misrepresentation and 3 years after you signed the agreement to purchase the securities.

Item 12 Financial Statements

Include all financial statements required in the offering memorandum immediately before the certificate page of the offering memorandum.

Item 13

Date and Certificate

Dated: January 17, 2006

This offering memorandum does not contain a misrepresentation.

Northwest Premium Meat Co-op

Harold Kerr
President

Eugen Wittwer
Manager

On behalf of the Board of Directors

Edward Hinchliffe
Director

Pia Heer
Director

Graeme Johnstone
Director

Form 45-103F3
Risk Acknowledgement

I acknowledge that this is a risky investment:

- I am investing entirely at my own risk.
- No securities regulatory authority has evaluated or endorsed the merits of these securities or the disclosure in the offering memorandum.
- The person selling me these securities is not registered with a securities commission and has no duty to tell me whether this investment is suitable for me.
- I will not be able to sell these securities except in very limited circumstances. I may never be able to sell these securities.
- I could lose all the money I invest.

I am investing \$_____ [total consideration] in total; this includes any amount I am obliged to pay in future. Northwest Premium Meat Coop will pay \$_____ [amount of fee or commission] of this to _____ [name of person or company selling the securities] as a fee or commission.

I acknowledge that this is a risky investment and that I could lose all the money I invest.

Date Signature of Purchaser

Print name of Purchaser

You have 2 business days to cancel your purchase

To do so, send a notice to Northwest Premium Meat Co-op stating that you want to cancel your purchase. You must send the notice before midnight on the 2nd business day after you sign the agreement to purchase the securities. You can send the notice by fax or email or deliver it in person to Northwest Premium Meat Co-op at its business address. Keep a copy of the notice for your records.

Issuer Name and Address: Northwest Premium Meat Co-op
P.O.Box 278 Telkwa V0J2X0
Fax: (250) 846-5092 E-mail: wdiamondranch@uniserve.com

You are buying *Exempt Market Securities*

They are called *exempt market securities* because two parts of securities law do not apply to them. If an issuer wants to sell *exempt market securities* to you:

- the issuer does not have to give you a prospectus (a document that describes the investment in detail and gives you some legal protections), and
- the securities do not have to be sold by an investment dealer registered with a securities regulatory authority.

There are restrictions on your ability to resell *exempt market securities*. *Exempt market securities* are more risky than other securities.

You will receive an offering memorandum Read the offering memorandum carefully because it has important information about the issuer and its securities. Keep the offering memorandum because you have rights based on it. Talk to a lawyer for details about these rights.

You will not receive advice

You will not get professional advice about whether the investment is suitable for you. But you can still seek that advice from a registered adviser or investment dealer. In Alberta, Manitoba, Newfoundland and Labrador, Northwest Territories, Nunavut, Prince Edward Island and Saskatchewan, to qualify as an eligible investor, you may be required to obtain that advice. Contact the Investment Dealers Association of Canada (website at www.ida.ca) for a list of registered investment dealers in your area.

The securities you are buying are not listed

The securities you are buying are not listed on any stock exchange, and they may never be listed. You may never be able to sell these securities.

The issuer of your securities is a non-reporting issuer

A *non-reporting issuer* does not have to publish financial information or notify the public of changes in its business. You may not receive ongoing information about this issuer.

For more information on the *exempt market*, call your local securities regulatory authority. British Columbia Securities Commission , Telephone 604-899-6500
E-mail : inquiries@bcsc.bc.ca Website www.bcsc.bc.ca

[Instruction: The purchaser must sign 2 copies of this form. The purchaser and the issuer must each receive a signed copy.]

Form 45-103F3
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Issuer Name and Address: Northwest Premium Meat Co-op
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