

STANDARD CAPITAL CORP
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The Information in this prospectus is not complete and may be changed. This prospectus is not an offer to sell securities and it is not soliciting an offer to buy these securities in any state where the offering or sale is not permitted.

STANDARD CAPITAL CORPORATION

Offering Price: \$ 0.05 per share
Offering by Selling Security Holders: 855,000 Shares of Common Stock

We are registering 855,000 common shares for resale by the selling security holders identified in this prospectus. We will not receive any of the proceeds for the sale of the shares by the selling security holders. We will pay all expenses in connection with this offering, other than commissions and discounts of underwriters, dealers or agents. The shares are being registered to permit public secondary trading of the shares being offered by the selling security holders named in this prospectus. The number of shares of Standard Capital Corporation being registered by selling security holders is 37.4% of the company's currently issued and outstanding share capital.

The selling security holders will sell at a price of \$0.05 per share, provided that if our shares are subsequently quoted on the OTC Bulletin Board selling security holders may sell at prevailing market prices or privately negotiated prices.

There is no public market for Standard Capital Corporation's common stock.

Investing in our common stock involves a high degree of risk. The reader should carefully consider the factors described under the heading "Risk Factors" beginning at page 5 .

Neither the Securities and Exchange Commission nor any State Securities Commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Dealer Prospectus Delivery Instructions

Until May 18, 2006 all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

The date of this prospectus is February 17, 2006.

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SUMMARY OF PROSPECTUS

This summary provides an overview of all material information contained in this prospectus. It does not contain all the information you should consider before making a decision to purchase the shares our selling security holders are offering. You should very carefully and thoroughly read the more detailed information in this prospectus and review our financial statements and all other information that is incorporated by reference in this prospectus.

In this prospectus we refer to 'Standard Capital Corporation' variously as, "Standard", "the Company", "we", "our" and "us".

Our Business

The Company was incorporated in the State of Delaware on September 24, 1998. Our fiscal year end is August 31. Our executive offices are located at 2429 - 128th Street, Surrey, British Columbia, Canada, V4A 3W2. Our telephone number is (604) 538-4898 and the fax number is (604) 538-5939. The Company does not have any subsidiaries, affiliated companies or joint venture partners.

We are a start-up mineral company in the pre-exploration stage and have not generated any operating revenues since inception. We are the beneficial owner of a 100% interest in the Standard mineral claim (the "Standard Claim") located in British Columbia, Canada. Although we are in possession of a signed, registerable Bill of Sale Absolute transferring all right, title and interest in the claim to us, title remains recorded in the name of our President and Chief Executive Officer, Del Thachuk.. That is because the Province of British Columbia requires that all mineral claims be held in (i) the name of a resident of the Province, or (ii) by a company either incorporated in British Columbia or extra-provincially incorporated. At the present time, we do not wish to incur the cost, approximately \$385, to extra-provincially incorporate in British Columbia. In addition, the cost of a 'Free Miner's License', a prerequisite to our being able to register tile to the Standard Claim, is a further \$400 whereas there is no cost to us using Del Thachuk's Free Miner's License to hold the Standard Claim.

Beneficial ownership of the Standard Claim confers on us the rights to the minerals on the Standard Claim except for placer minerals or coal. We do not own the land itself since it is held in the name of the "Crown", i.e. the Province of British Columbia, Canada. We do not have the right to harvest any timber on the Standard Claim.

We own no other mineral property and are not engaged in the exploration of any other mineral properties. There can be no assurance that a commercially viable mineral deposit, an ore reserve, exists on the Standard Claim or can be shown to exist unless and until sufficient and appropriate exploration work is carried out and a comprehensive evaluation of such work concludes economic and legal feasibility. We have conducted minimal exploration work on the Standard Claim, expending approximately \$ 15,700 on preliminary exploration work to date. In order to conduct significant exploration work on the Standard Claim we must raise additional capital.

The Offering

Common shares offered	855,000 offered by the selling security holders detailed in the section of the Prospectus entitled "Selling Security Holders" beginning on page14.
Common shares outstanding as of the date of this Prospectus	2,285,000

Use of proceeds

We will not receive any proceeds from the sale of our common shares by the selling security holders.

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Plan of Distribution The offering is made by the selling security holders named in this Prospectus to the extent they sell shares. Sales may be made at \$0.05 per share, provided that if our shares are subsequently traded on the OTC Bulletin Board, selling security holders may sell at market or privately negotiated prices.

Risk Factors You should carefully consider all the information in this Prospectus. In particular, you should evaluate the information set forth in the section of the Prospectus entitled "Risk Factors" beginning on page 5 before deciding whether to purchase the common shares.

Selected Financial Information

The following financial information summarizes the more complete historical financial information set out in our audited financial statements filed with this prospectus:

	As of November 30, 2005 (Unaudited)	As of August 31, 2005 (Audited)
Statement of Expenses Information:		
Revenue	\$Nil	\$Nil
Net Losses	(127,976)	(105,389)
Total Operating Expenses	127,976	105,389
Staking and Exploration Costs	15,736	12,636
General and Administrative	112,240	92,753

	As of November 30, 2005 (Unaudited)	As of August 31, 2005 (Audited)
Balance Sheet Information:		
Cash	11,130	103
Total Assets	11,130	103
Total Liabilities	56,106	73,042
Stockholders Equity (deficit)	(44,976)	(72,939)

On September 30, 2005 Standard completed a private placement pursuant to Regulation S of the Securities Act of 1933, whereby 990,000 common shares were sold at the price of \$0.05 per share to raise \$49,500. Of these funds \$9,955 remains in cash as of December 31, 2005, with the balance of \$39,945 having been expended as follows:

Payment of outstanding accounts payable:

Independent auditors	\$ 8,400
Office expenses	4,102

Transfer agent	4,000	
Previous exploration expenses	2,605	\$ 19,107
Bank charges		131

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Consulting fees - preparation of SB-2	10,000
Automobile expenses paid to the President	888
Assessment work on Standard claim	3,100
Legal	2,500
Filing fees - State of Delaware	11
Transfer agent fees	622
Travel expenses	540
Independent auditors - August 31, 2005 and November 30, 2005 financial statements	3,046
Amount paid from funds raised on private Placement	\$ 39,945

Risk Factors

An investment in our securities involves an exceptionally high degree of risk and is extremely speculative. In addition to the other information regarding Standard contained in this prospectus, you should consider many important factors in determining whether to purchase the shares being offered. The following risk factors reflect the potential and substantial material risks which could be involved if you decide to purchase shares in this offering.

Risks Associated with our Company:

1. Because our auditors have issued a going concern opinion and because our officers and directors will not loan any money to us, we may not be able to achieve our objectives and may have to suspend or cease exploration activity.

Our auditors' report on our 2005 financial statements expressed an opinion that substantial doubt exists as to whether we can continue as an ongoing business for the next twelve months. Because our officers and directors are unwilling to loan or advance capital to us, we believe that if we do not raise additional capital through the issuance of treasury shares, we will be unable to conduct exploration activity and may have to cease operations and go out of business.

2. Because the probability of an individual prospect ever having reserves is extremely remote, in all probability our property does not contain any reserves, and any funds spent on exploration will be lost.

Because the probability of an individual prospect ever having reserves is extremely remote, in all probability our sole property, the Standard Claim, does not contain any reserves, and any funds spent on exploration will be lost. If we cannot raise further funds as a result, we may have to suspend or cease operations entirely which would result in the loss of your investment.

3. We lack an operating history and have losses which we expect to continue into the future. As a result, we may have to suspend or cease exploration activity or cease operations.

We were incorporated in 1998 and our limited exploration activities have not generated any revenues. We have an insufficient exploration history upon which to properly evaluate the likelihood of our future success or failure. Our net loss from inception to November 30, 2005, the date of our most recent un-audited quarterly financial statements is \$127,976. Our ability to achieve and maintain profitability and positive cash flow in the future is dependent upon

- * our ability to locate a profitable mineral property
- * our ability to locate an economic ore reserve
- * our ability to generate revenues
- * our ability to reduce exploration costs

Based upon current plans, we expect to incur operating losses in future periods. This will happen because there are expenses associated with the research and exploration of our mineral property. We cannot guarantee we will be successful in generating revenues in the future. Failure to generate revenues will cause us to go out of business.

4. Because our officers and directors do not have technical training or experience in starting, and operating an exploration company nor in managing a public company, we will have to hire qualified personnel to fulfill these functions. If we lack funds to retain such personnel, or cannot locate qualified personnel, we may have to

suspend or cease exploration activity or cease operations which will result in the loss of your investment.

Because our officers and directors are inexperienced with exploring for minerals and starting, and operating a mineral exploration company, we will have to hire qualified persons to perform surveying, exploration, and excavation of our property. Our officers and directors have no direct training or experience in these areas and as a result may not be fully aware of many of the specific requirements related to working within the industry. Their decisions and choices may not take into account standard engineering or managerial approaches, mineral exploration companies commonly use. Consequently our exploration, earnings and ultimate financial success could suffer irreparable harm due to certain of management's lack of experience in this industry. Additionally, our officers and directors have no direct training or experience in managing and fulfilling the regulatory reporting obligations of a 'public company' like Standard. Unless our two part time officers are willing to spend more time addressing these matters, we will have to hire professionals to undertake these filing requirements for Standard and this will increase the overall cost of operations.

As a result we may have to suspend or cease exploration activity, or cease operations altogether, which will result in the loss of your investment.

5. We have no known ore reserves. Without ore reserves we cannot generate income and if we cannot generate income we will have to cease exploration activity which will result in the loss your investment.

We have no known ore reserves. Even if we find gold mineralization we cannot guarantee that any gold mineralization will be of sufficient quantity so as to warrant recovery. Additionally, even if we find gold mineralization in sufficient quantity to warrant recovery, we cannot guarantee that the ore will be recoverable. Finally, even if any gold mineralization is recoverable, we cannot guarantee that this can be done at a profit. Failure to locate gold deposits in economically recoverable quantities will mean we cannot generate income. If we cannot generate income we will have to cease exploration activity, which will result in the loss of your investment.

6. If we don't raise enough money for exploration, we will have to delay exploration or go out of business, which will result in the loss of your investment.

We are in the very early pre-exploration stage. We need to raise additional capital to undertake our planned exploration activity. We estimate we have sufficient cash on hand, to continue operations for nine months provided we do not carry out our planned exploration activity. You may be investing in a company that will not have the funds necessary to conduct any exploration activity whatsoever due to our inability to raise additional capital. If that occurs we will have to delay exploration or cease our exploration activity and go out of business which will result in the loss of your investment.

7. Because we are small and do not have much capital, we must limit our exploration and as a result may not find an ore body. Without an ore body, we cannot generate revenues and you will lose your investment.

Any potential development of and production from our exploration property depends upon the results of exploration programs and/or feasibility studies and the recommendations of duly qualified engineers and geologists. Because we are small and do not have much capital, we must limit our exploration activity unless and until we raise additional capital.

Any decision to expand our operations on our exploration property will involve the consideration and evaluation of several significant factors including, but not limited to:

- Costs of bringing the property into production including exploration work, preparation of production feasibility studies, and construction of production facilities;

- Availability and costs of financing;

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- Ongoing costs of production;
- Market prices for the minerals to be produced;
- Environmental compliance regulations and restraints; and
- Political climate and/or governmental regulation and control.

Such programs will require very substantial additional funds. Because we may have to limit our exploration, we may not find an ore body, even though our property may contain mineralized material. Without an ore body, we cannot generate revenues and you will lose your investment.

8. We may not have access to all of the supplies and materials we need to begin exploration which could cause us to delay or suspend exploration activity.

Competition and unforeseen limited sources of supplies in the industry could result in occasional spot shortages of supplies, such as dynamite, and certain equipment such as bulldozers and excavators that we might need to conduct exploration. We have not attempted to locate or negotiate with any suppliers of products, equipment or materials. We will attempt to locate products, equipment and materials as and when we are able to raise the requisite capital. If we cannot find the products and equipment we need, we will have to suspend our exploration plans until we do find the products and equipment we need.

9. Because our officers and directors have other outside business activities and may not be in a position to devote a majority of their time to our exploration activity, our exploration activity may be sporadic which may result in periodic interruptions or suspensions of exploration.

Our President and CEO, will be devoting only 15% of his time, approximately 15 hours per month, to our operations our business. Our Secretary-Treasurer and our other director will be devoting only 5 to 10 hours per month to our operations. As a consequence our business may suffer. For example, because our officers and directors have other outside business activities and may not be in a position to devote a majority of their time to our exploration activity, our exploration activity may be sporadic or may be periodically interrupted or suspended. Such suspensions or interruptions may cause us to cease operations altogether and go out of business.

10. Title to the Standard Claim is registered in the name of another person. Failure of the Company to obtain good title to the claim will result in our having to cease operations.

Title to the property we intend to explore is not held in our name. Title to the Standard Claim is recorded in the name of Del Thachuk, our President and Chief Executive Officer.. In the event Del Thachuk was to grant a third party a deed of ownership, by way of Bill Sale Absolute, which was subsequently registered prior to our deed, that third party would obtain good title and we would have nothing. Similarly, if Del Thachuk were to grant an option to a third party, that party would be able to enter the claims, carry out certain work commitments and earn right and title to the claims and we would have little recourse against such third party even though we would be harmed, would not own any property and would have to cease operations. Although we would have recourse against Del Thachuk in the situations described, there is a question as to whether that recourse would have specific value.

11. A material risk of the Company may be the lack of timely reporting to the SEC.

The Company has consistently been late in filing its Forms 10K-SB and 10Q-SB with the SEC. It did not file any reports with the SEC from April 22, 2004 to October 17, 2005 due to the Company having a lack of funds to pay its

independent auditors. Therefore, we were a late filer as defined under Rule 12b-25(b)(2)(ii). With management not devoting significant time to the affairs of the Company, there is the strong possibility the lack

of timely reporting may be a material risk to the Company in that its shares may be halted on the OTC Bulletin Board, when and if they are quoted, either for a period of time or permanently, if Standard consistently files late. Investors should consider whether or not they wish to invest in the shares of a company where its present management has been a late filer with the SEC.

Risks Associated with this Offering:

12. Because we may be unable to meet property maintenance requirements or acquire necessary mining licenses, we may lose our interest in the Standard Claim.

In order to maintain our interest in the Standard Claim we must make an annual payment and/or expend certain minimum amounts on the exploration of the mineral claim of approximately \$3,100 each year. If we fail to make such payments or expenditures in a timely fashion, we may lose our interest in the mineral claim. Further, even if we do complete exploration activities, we may not be able to obtain the necessary licenses to conduct mining operations on the property, and thus would realize no benefit from exploration activities on the property.

13. Because mineral exploration and development activities are inherently risky, we may be exposed to environmental liabilities. If such an event were to occur it may result in a loss of your investment.

The business of mineral exploration and extraction involves a high degree of risk. Few properties that are explored are ultimately developed into production. At present, the Standard Claim, our sole property, does not have a known body of commercial ore. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in extraction operations and the conduct of exploration programs. We do not carry liability insurance with respect to our mineral exploration operations and we may become subject to liability for damage to life and property, environmental damage, cave-ins or hazards. There are also physical risks to the exploration personnel working in the rugged terrain of British Columbia, often in poor climatic conditions. Previous mining exploration activities may have caused environmental damage to the Standard Claim. It may be difficult or impossible to assess the extent to which such damage was caused by us or by the activities of previous operators, in which case, any indemnities and exemptions from liability may be ineffective. If the Standard Claim is found to have commercial quantities of ore, we would be subject to additional risks respecting any development and production activities. Most exploration projects do not result in the discovery of commercially mineable deposits of ore.

14. No matter how much money is spent on the Standard Claim, the risk is that we might never identify a commercially viable ore reserve.

No matter how much money is spent over the years on the Standard Claim, we might never be able to find a commercially viable ore reserve. Over the coming years, we could spend a great deal of money on the Standard Claim without finding anything of value. There is a high probability the Standard Claim does not contain any reserves so any funds spent on exploration will probably be lost.

15. Even with positive results during exploration, the Standard Claim might never be put into commercial production due to inadequate tonnage, low metal prices or high extraction costs.

We might be successful, during future exploration programs, in identifying a source of minerals of good grade but not in the quantity, the tonnage, required to make commercial production feasible. If the cost of extracting any minerals that might be found on the Standard Claim is in excess of the selling price of such minerals, we would not be able to develop the Standard Claim. Accordingly even if ore reserves were found on the Standard Claim, without sufficient tonnage we would still not be able to economically extract the minerals

from the Standard Claim in which case we would have to abandon the Standard Claim and seek another mineral claim to develop, or cease operations altogether.

16. Because we have not put a mineral deposit into production before, we will have to acquire outside expertise. If we are unable to acquire such expertise we may be unable to put our property into production and you may lose your investment.

We have no experience in placing mineral deposit properties into production, and our ability to do so will be dependent upon using the services of appropriately experienced personnel or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that we will have available to us the necessary expertise when and if we place a mineral deposit into production.

17. Without a public market there is no liquidity for our shares and our shareholders may never be able to sell their shares which would result in a total loss of their investment.

Our common shares are not listed on any exchange or quotation system and do not have a market maker which results in no market for our shares. Therefore, our shareholders will not be able to sell their shares in an organized market place unless they sell their shares privately. If this happens, our shareholders might not receive a price per share which they might have received had there been a public market for our shares. . Once this registration statement becomes effective, it is our intention to apply for a quotation on the OTC Bulletin Board ("OTCBB") whereby:

We will have to be sponsored by a participating market maker who will file a Form 211 on our behalf since we will not have direct access to the NASD personnel; and

We will not be quoted on the OTCBB unless we are current in our periodic reports; being at a minimum Forms 10K-SB and 10Q-SB, filed with the SEC or other regulatory authorities.

Presently, we estimate the time it will take us to become effective with this prospectus will be six months plus twelve to eighteen additional weeks thereafter to be approved for a quotation on the OTCBB. However, we cannot be sure we will be able to obtain a participating market maker or be approved for a quotation on the OTCBB. If this is the case, there will be no liquidity for the shares of our shareholders.

18. Even if a market develops for our shares our shares may be thinly traded, with wide share price fluctuations, low share prices and minimal liquidity.

If a market for our shares develops, the share price may be volatile with wide fluctuations in response to several factors, including:

- Potential investors' anticipated feeling regarding our results of operations;
- Increased competition and/or variations in mineral prices;
- Our ability or inability to generate future revenues; and
- Market perception of the future of the mineral exploration industry.

In addition, if our shares are traded on the OTCBB, our share price may be impacted by factors that are unrelated or disproportionate to our operating performance. Our share price might be affected by general economic, political and market conditions, such as recessions, interest rates or international currency fluctuations. In addition, even if our stock is approved for quotation by a market maker through the OTCBB, stocks traded over this quotation system are usually thinly traded, highly volatile and not followed by analysts. These factors, which are not under our control, may

have a material effect on our share price.

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19. We anticipate the need to sell additional treasury share in the future meaning that there will be a dilution to our existing shareholders resulting in their percentage ownership in the Company being reduced accordingly.

We expect that the only way we will be able to acquire additional funds is through the sale of our common stock. This will result in a dilution effect to our shareholders whereby their percentage ownership interest in the Company is reduced. The magnitude of this dilution effect will be determined by the number of shares we will have to issue in the future to obtain the funds required.

20. Because our securities are subject to penny stock rules, you may have difficulty reselling your shares.

Our shares are "penny stocks" and are covered by Section 15(g) of the Securities Exchange Act of 1934 which imposes additional sales practice requirements on broker/dealers who sell the Company's securities including the delivery of a standardized disclosure document; disclosure and confirmation of quotation prices; disclosure of compensation the broker/dealer receives; and, furnishing monthly account statements. For sales of our securities, the broker/dealer must make a special suitability determination and receive from its customer a written agreement prior to making a sale. The imposition of the foregoing additional sales practices could adversely affect a shareholder's ability to dispose of his stock.

Glossary of Geological and Technical Terms

The following represents various geological and technical terms used in this prospectus which the reader may not be familiar with.

Word	Definition
Andesite	A dark-colored, fine-grained rock that, when porphyritic, contains phenocrysts composed primarily of zoned sodic plagioclase and one or more mafic minerals.
Argillite	A compact rock, derived either from mudstone (clay or siltstone) or shale, that has undergone a somewhat higher degree of induration than mudstone or shale but is less clearly laminated and without fissility, and lacks cleavage distinctive of slate.
Arsenopyrite	A monoclinic mineral most common arsenic mineral and principal ore of arsenic, occurs in many sulfide ore deposits, particularly those containing lead, silver and gold.
Assay	Method used to test the composition of a mineral sample - expressed in "ounces per ton" or "parts per million".
Bornite	An isometric mineral brownish bronze in color and is a valuable source of copper.
Breccia	A coarse-grained clastic rock, composed of angular broken rock fragments held together by a mineral cement or in a fine grained matrix.
Carbonate	

A salt or ester of carbonic acid (exist only in solution and reacting with bases to form carbonates).

Chert A fine grained silicious rock.

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Claim	A portion of mining ground held under the Provincial laws by Standard Capital Corporation, by virtue of one location and record where it has the mineral rights to all minerals thereon except coal.
Deposit	Mineral deposit or ore deposit is used to designate a natural occurrence of a useful mineral, or an ore, in sufficient extent and degree of concentration to invite exploration.
Dips	The angle at which a bed, stratum, or vein is inclined from the horizontal, measured perpendicular to the strike and in vertical plane.
Fissure	A fracture or crack in rock which there is a distinct separation.
Geophysical surveys	The exploration of an area in which geophysical properties and relationships unique to the area are mapped by one or more geophysical methods - in boreholes, airborne or satellite platforms.
Granodiorite	A group of coarse-grained plutonic rocks intermediate in composition between quartz diorite and quartz monzonite, and potassium feldspar, with biotite, hornblende, or, more rarely, pyroxene, as the mafic component.
Greenstone	A field term applied to any compact dark-green altered or metamorphosed basic igneous rock that owes its colour to the presence of chlorite, actinolite or epidote.
Igneous rock	A rock or mineral that solidified from molten or partly molten material.
Mafic	Pertaining to or composed of the ferromagnesian rock-forming silicates, said of some igneous rocks and their constituent minerals.
Metamorphic	The mineralogical, chemical, and structural adjustment of solid rocks to physical and chemical conditions that have generally been imposed at depth below the surface zones of weathering and cementation, and that differ from the conditions under which the rocks in question originated.
Mineralization	Potential economic concentration of commercial metals occurring in nature.
Ore	The natural occurring mineral from which a mineral or minerals of economic value can be extracted profitable or to satisfy social or political objectives.
Placer gold	Gold eroded from its original host rock and re-deposited in gravel beds by stream action.
Pryite	A pale bronze or brass yellow metal with a hardness of 6.0 to 6.5 which is often called "fool's gold".

Quartz

It is the most common of all solid minerals and may be colorless and transparent.

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Reserve	<p>(1) That part of a mineral deposit which could be economically and legally extracted or produced at the time the reserve is determined.</p> <p>(2) Proven: Reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; grade and/or quality are computed from the results of detailed sampling and (b) the site for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of reserves are well-established.</p> <p>(3) Probable: Reserves for which quantity and grade and/or quality are computed from information similar to that used for proven (measure) reserves, but the sites for inspection, sampling, and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than for proven (measured) reserves, is high enough to assume continuity between points of observation.</p>
Sediments	<p>Solid fragmental material that originates from weathering of rocks and is transported or deposited by air, water, or ice, or that accumulates by other natural agents, such as chemical precipitation from solutions or secretion by organisms, and forms in layers on the Earth's surface at ordinary temperatures in a loose, unconsolidated form.</p>
Shear	<p>A deformation resulting from stresses that cause or tend to cause contiguous parts of a body to slide relatively to each other in a direction parallel to their plane of contact.</p>
Siliceous	<p>Said of a rock containing free silica or, in the case of volcanic glass, silica in the norm.</p>
Soil sample	<p>A sample of surface material analyzed by lab techniques to test the content of trace elements occurring in nature: copper , lead, zinc, etc.</p>
Veins	<p>A zone or belt of mineralized rock lying within boundaries clearly separating it from neighboring rocks.</p>
Volcanic	<p>Characteristic of, pertaining to, situated in or upon, formed in, or derived from volcanoes.</p>
Zone	<p>A belt, band, or strip of earth materials, however disposed; characterized as distinct from surrounding parts by some particular secondary enrichment.</p>

Foreign Currency and Exchange Rates

Our sole mineral claim is located in British Columbia, Canada and costs expressed in the geological report on the claims are expressed in Canadian Dollars. For purposes of consistency and to express United States Dollars

throughout this registration statement, Canadian Dollars have been converted into United States currency at the rate of US \$1.00 being approximately equal to Cdn \$1.20_or Cdn. \$1.00 being approximately equal US \$0.80 which is the approximate average exchange rate during recent months and which is consistent with the incorporated financial statements.

USE OF PROCEEDS

This prospectus relates to shares of our common stock that may be offered and sold from time to time by the selling stockholders. We will not receive any proceeds from the sale of shares of common stock in this offering.

However, we have agreed to pay the expenses of registering the securities covered by this Prospectus. Management expects such expenses to total \$18,850 as detailed below:

Expenses of this offering paid to date:

SEC filing fees	\$ 100
Consulting fees for SB-2 preparation	10,000
Attorney fee for opinion letter	2,500
Independent auditors	2,100
Offering expenses incurred to date	\$ 14,700

Management expects to incur the following additional

expenses in connection with this offering:

Independent auditors and accountant (i)	3,750
Officer - printing and photocopying	400
Offering Expenses to be incurred	4,150
Total	\$ 18,850

(i) Estimate of fees for preparation of interim financial statements which may be required to be filed with this registration statement. We have budgeted for preparation of interim financial statements for the periods ending February 28, 2006 and May 31, 2006.

DETERMINATION OF OFFERING PRICE

There is no established public market for our common equity being registered. The offering price of the shares offered by selling security holders should not be considered as an indicator of the future market price of the securities.

The facts considered in determining the offering price were Standard's financial condition and prospects, its lack of operating history and general conditions of the securities market. The offering price should not be construed as an indication of, and was not based upon, the actual value of Standard. The offering price bears no relationship to Standard's book value, assets or earnings or any other recognized criteria of value and could be considered to be arbitrary.

The selling shareholders are free to offer and sell their common shares at such times and in such manner as they may determine. The types of transactions in which the common shares are sold may include negotiated transactions. Such transactions may or may not involve brokers or dealers. The selling security holders are expected to sell their shares at the offering price of \$0.05 per share unless and until our shares are quoted on the OTCBB or the "Pink Sheets" following which selling security holders may sell their shares at the market price. The selling security holders have advised us that none have entered into agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of the shares. The selling security holders do not have an underwriter or coordinating broker acting in connection with the proposed sale of the common shares. We will pay all of the expenses of the selling security holders, except for any broker dealer or underwriter commissions, which will be paid by the security

holder.

SELLING SECURITY HOLDERS

The selling security holders named in this prospectus, all of whom are residents of British Columbia, Canada, are offering for sale 855,000 shares of common stock of the Company. Standard will not receive any proceeds from the

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sale of shares by selling security holders. The shares being offered by the selling security holders were acquired from Standard in an offering, exempt from registration pursuant to Regulation S of the Securities Act of 1933, completed on September 30, 2005. None of our directors or officers will be engaged in any selling efforts on behalf of the selling security holders.

The selling security holders have furnished all information with respect to share ownership. The shares being offered are being registered to permit public secondary trading of the shares and each selling security holder may offer all or part of the shares owned for resale from time to time. A selling security holder is under no obligation, however, to sell any shares immediately pursuant to this prospectus, nor are the selling security holders obligated to sell all or any portion of the shares at any time. Therefore, no assurance can be given by Standard as to the number of shares of common stock that will be sold pursuant to this prospectus or the number of shares that will be owned by the selling security holders upon termination of the offering.

The following table provides, as of the date of this prospectus, information regarding the beneficial ownership of our common stock held by each of the selling security holders, including:

- The number of shares owned by each prior to this offering;
- The total number of shares that are to be offered for each;
- The total number of shares that will be owned by each upon completion of the offering; and
- The percentage owned by each upon completion of the offering.

To the best of our knowledge, the named parties in the table beneficially own and have sole voting and investment power over all shares or rights to their shares. We have based the percentage owned by each on our 2,285,000 shares of common stock outstanding as of the date of this prospectus. Of the 855,000 shares offered for sale (37.4% of our issued shares), 35,000 (1.5% of our issued shares) are offered by the Company's three officers and directors:

<u>Name of Shareholder</u>	<u>Common Stock</u> <u>Beneficially Owned</u>		<u>Common stock</u> <u>Stock Offered</u>		<u>Common Stock</u> <u>Beneficially Owned</u>	
			<u>Prior to Offering</u>		<u>Hereby</u>	
	<u>No. of Shares</u>	<u>%</u>	<u>No. of Shares</u>	<u>%</u>	<u>Following the Offering (1)</u>	
Charlene Abrahams	89,000	3.89	65,000		24,000	1.05
Stacey Bligh	65,000	2.84	55,000		10,000	0.45
Randy Contoli	60,000	2.63	50,000		10,000	0.45
Raymond Contoli	60,000	2.63	50,000		10,000	0.45
Charles Hethey	100,000	4.38	80,000		20,000	0.9
Mary Hethey	100,000	4.38	80,000		20,000	0.9
Carol Krushnisky	90,000	3.94	70,000		20,000	0.9
Ray Levesque	86,000	3.76	70,000		16,000	0.70
Carsten Mide	60,000	2.63	50,000		10,000	0.45

Raymond W. Sept	79,000	3.46	60,000	19,000	0.83
Del Thachuk (2)	200,000	8.75	20,000	180,000	5.03
Philip Yee	85,000	3.72	65,000	20,000	0.9
Gordon Brooke (3)	50,000	2.19	10,000	40,000	1.75
Maryanne Thachuk (4)	20,000	0.8	5,000	15,000	0.7
Jian Guan	25,000	1.1	25,000	Nil	Nil
Sherry Laframboise	25,000	1.1	25,000	Nil	Nil
Rick Fvoco	15,000	0.7	15,000	Nil	Nil
Barry Steib	25,000	1.1	25,000	Nil	Nil
Diane Sanders	25,000	1.1	25,000	Nil	Nil
Eleonore Conway	10,000	0.4	10,000	Nil	Nil
Total	1,269,000		855,000		