

Form 45-501F2
Start-up Crowdfunding – Offering Document

GENERAL INSTRUCTIONS:

(1) *Filing Instructions*

An issuer relying on the start-up crowdfunding prospectus exemption is required to file the offering document no later than the 30th day after the closing of the distribution as follows:

- ***In all participating jurisdictions (except the CMR Jurisdictions)*** – file this form through the System for Electronic Document Analysis and Retrieval (SEDAR) in accordance with National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR).
- ***In the CMR Jurisdictions*** – through [the CMRA electronic filing service] at [•].

This offering document and all amendments must be filed where the issuer has made a start-up crowdfunding distribution, as well as in the participating jurisdiction where the issuer's head office is located. If either the jurisdiction where the issuer made the distribution or where the issuer's head office is located is a CMR Jurisdiction, the issuer must file in one CMR Jurisdiction and that will be a filing in every other CMR Jurisdiction.

- (2) *This offering document must be completed and certified by an authorized individual on behalf of the issuer.*
- (3) *Draft this offering document so that it is easy to read and understand. Be concise and use clear, plain language. Avoid technical terms.*
- (4) *Conform as closely as possible to the format set out in this form. Address the items in the order set out below. No variation of headings, numbering or information set out in the form is allowed and all are to be displayed as shown.*
- (5) *This offering document is to be provided to your funding portal which has to make it available on its website. If the information contained in this offering document no longer applies or is no longer true, you must immediately amend the document and send the new version to the funding portal.*
- (6) *For information on how to complete this form and for information relating to the filing of this form, please refer to the Start-up Crowdfunding Guide for Businesses available on the website of the securities regulatory authority or regulator of the participating jurisdictions.*

Item 1 Risks of Investing

1.1 Include the following statement, in bold type:

“No securities regulatory authority or regulator has assessed, reviewed or approved the merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This is a risky investment.”

Item 2 The Issuer

2.1 Provide the following information for the issuer:

- (a) Full legal name as it appears in the issuer’s organizing documents,
- (b) Head office address,
- (c) Telephone,
- (d) Fax, and
- (e) Website URL.

2.2 Provide the following information for a contact person of the issuer who is able to answer questions from purchasers and securities regulatory authority or regulator:

- (a) Full legal name (first name, middle name and last name),
- (b) Position held with the issuer,
- (c) Business address,
- (d) Business telephone,
- (e) Fax, and
- (f) Business e-mail.

Item 3 Business Overview

3.1 Briefly explain, in a few lines, the issuer’s business and why the issuer is raising funds. Include the following statement, in bold type:

“A more detailed description of the issuer’s business is provided below.”

Item 4 Management

4.1 Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Expertise, education, and experience that is relevant to the issuer's business	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document

4.2 State whether each person listed in item 4.1 or the issuer, as the case may be:

- (a) has ever, pled guilty to or been found guilty of:
 - (i) a summary conviction or indictable offence under the *Criminal Code* (R.S.C., 1985, c. C-46) of Canada,
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
 - (iii) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein, or
 - (iv) an offence under the criminal legislation of any other foreign jurisdiction,
- (b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance or banking activity,
- (c) is or has been the subject of a bankruptcy or insolvency proceeding,
- (d) is a director or executive officer of an issuer that is or has been subject to a proceeding described in paragraphs (a), (b) or (c) above.

Item 5 Start-Up Crowdfunding Distribution

5.1 Provide the name of the funding portal the issuer is using to conduct its start-up crowdfunding distribution.

5.2 List the name of all the participating jurisdictions (Canadian province or territory) where the issuer intends to raise funds and make this offering document available.

5.3 Provide the following information with respect to the start-up crowdfunding distribution:

- (a) the date before which the issuer must have raised the minimum offering amount for the closing of the distribution (no later than 90 days after the date this offering document is made available on the funding portal), and
- (b) the date(s) and description of any amendment(s) made to this offering document, if any.

5.4 Indicate the type of eligible securities offered.

5.5 The eligible securities offered provide the following rights (choose all that apply):

- Voting rights,
- Dividends or interests (describe any right to receive dividends or interest),
- Rights on dissolution,
- Conversion rights (describe what each security is convertible into),
- Other (describe the rights).

5.6 Provide a brief summary of any other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of eligible securities issuable
Minimum offering amount		
Maximum offering amount		
Price per eligible security		

5.8 Indicate the minimum investment amount per purchaser, if any.

5.9 Include the following statement, in bold type:

“Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to [insert name of issuer] that are raised by concurrent distributions using other prospectus exemptions without having to amend this offering document.”

Item 6 Issuer's Business

- 6.1** Describe the issuer's business. Provide details about the issuer's industry and operations.
- 6.2** Describe the legal structure of the issuer and indicate the jurisdiction where the issuer is incorporated or organized.
- 6.3** Indicate where the issuer's articles of incorporation, limited partnership agreement, shareholder agreement or similar document are available to purchasers.
- 6.4** Indicate which statement(s) best describe the issuer's operations (select all that apply):
- Has never conducted operations,
 - Is in the development stage,
 - Is currently conducting operations,
 - Has shown profit in the last financial year.
- 6.5** Indicate whether the issuer has financial statements available. If yes, include the following statement, in bold type:
- “Information for purchasers: If you receive financial statements from an issuer conducting a start-up crowdfunding distribution, you should know that those financial statements have not been provided to or reviewed by a securities regulatory authority or regulator. They are not part of this offering document. You should ask the issuer which accounting standards were used to prepare the financial statements and whether the financial statements have been audited. You should also consider seeking advice of an accountant or an independent financial adviser about the information in the financial statements.”**
- 6.6** Describe the number and type of securities of the issuer outstanding as at the date of the offering document. If there are securities outstanding other than the eligible securities being offered, describe those securities.

Item 7 Use Of Funds

- 7.1** Provide information on all funds previously raised and how they were used by the issuer.
- 7.2** Using the following table, provide a detailed breakdown of how the issuer will use the funds from this start-up crowdfunding distribution. If any of the funds will be paid directly or indirectly to a promoter, director, officer or control person of the issuer, disclose in a note to the table the name of the person, the relationship to the issuer and the amount.

If more than 10% of the available funds will be used by the issuer to pay debt and the issuer incurred the debt within the two preceding financial years, describe why the debt was incurred.

Description of intended use of funds listed in order or priority	Total amount (\$)	
	Assuming minimum offering amount	Assuming maximum offering amount

Item 8 Previous Start-Up Crowdfunding Distributions

8.1 For each start-up crowdfunding distribution in which the issuer and each promoter, director, officer and control person of the issuer have been involved in any of the participating jurisdictions in the past five years, provide the information below:

- (a) the full legal name of the issuer that made the distribution,
- (b) the name of the funding portal, and
- (c) whether the distribution successfully closed, was withdrawn by the issuer or did not close because the minimum offering amount was not reached and the date on which any of these occurred.

Item 9 Compensation Paid To Funding Portal

9.1 Describe the commission, fee and any other amounts expected to be paid by the issuer to the funding portal for this start-up crowdfunding distribution.

Item 10 Risk Factors

10.1 Describe in order of importance, starting with the most important, the main risks of investing in the issuer’s business for the purchasers.

Item 11 Reporting Obligations

11.1 Describe the nature and frequency of any disclosure of information the issuer intends to provide to purchasers after the closing of the distribution and explain how purchasers can access this information.

Item 12 Resale Restrictions

12.1 Include the following statement, in bold type:

“The securities you are purchasing are subject to a resale restriction. You may never be able to resell the securities.”

Item 13 Purchasers’ Rights

13.1 Include the following statement, in bold type:

“If you purchase these securities, your rights may be limited and you will not have the same rights that are attached to a prospectus under applicable securities legislation. For information about your rights you should consult a lawyer.

You can cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal within 48 hours of your subscription. If there is an amendment to this offering document, you can cancel your agreement to purchase these securities by sending a notice to the funding portal within 48 hours of receiving notice of the amendment.

The offering of securities described in this offering document is made pursuant to a start-up crowdfunding exemption order issued or rule adopted by the securities regulatory authority or regulator in each participating jurisdiction exempting the issuer from the prospectus requirement.

[If the funding portal is not operated by a registered dealer in any of the participating jurisdictions where you intend to raise funds, add the phrase “and the funding portal from the registration requirement” after the words “prospectus requirement” in the above paragraph].”

Item 14 Date And Certificate

14.1 Include the following statement, in bold type:

“On behalf of the issuer, I certify that the statements made in this offering document are true.”

14.2 Provide the signature, date of the signature, name and position of the authorized individual certifying this offering document.

14.3 If this offering document is signed electronically, include the following statement, in bold type:

“I acknowledge that I am signing this offering document electronically and agree that this is the legal equivalent of my handwritten signature. I will not at any time in the future claim that my electronic signature is not legally binding.”

Questions:

Refer any questions to the following participating jurisdictions:

British Columbia

Capital Markets Regulatory Authority
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: [•]
Toll free in Canada: [•]
Fax: [•]
Email: [•]
[website]

Manitoba

The Manitoba Securities Commission
500 – 400 St Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: 204-945-2548
Toll free in Manitoba: 1-800-655-2548
Fax: 204-945-0330
E-mail: exemptions.msc@gov.mb.ca
www.mbsecurities.ca

New Brunswick

Capital Markets Regulatory Authority
85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: [•]
Toll free in Canada: [•]
Fax: [•]
E-mail: [•]
[website]

Nova Scotia

Nova Scotia Securities Commission
Suite 400, 5251 Duke Street
Halifax, Nova Scotia B3J 1P3
Telephone: 902-424-7768
Toll free in Nova Scotia: 1-855-424-2499
Fax: 902-424-4625
E-mail: nssc.crowdfunding@novascotia.ca
nssc.novascotia.ca

Ontario

Capital Markets Regulatory Authority
20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8
Telephone: [•]
Toll free in Canada: [•]
Fax: [•]
Email: [•]
[website]

Prince Edward Island

Capital Markets Regulatory Authority
95 Rochford Street, P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: [•]
Toll free in Canada: [•]
Fax: [•]
Email: [•]
[website]

Québec

Autorité des marchés financiers
Direction du financement des sociétés
800, rue du Square-Victoria, 22nd floor
P.O. Box 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: 514-395-0337
Toll free in Québec: 1-877-525-0337
Fax: 514-873-3090
E-mail: financement-participatif@lautorite.qc.ca
www.lautorite.qc.ca

Saskatchewan

Capital Markets Regulatory Authority
Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: [•]
Toll free in Canada: [•]
Fax: [•]
E-mail: [•]
[website]

Yukon

Capital Markets Regulatory Authority
307 Black Street, 1st Floor
Whitehorse, Yukon Y1A 2N1
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