START-UP CROWDFUNDING – OFFERING DOCUMENT
[Legal Name of Company] (the “Company”)

This Offering Document constitutes a private offering of these securities only in those jurisdictions and to those persons where and to whom they may be lawfully sold and therein only by those entities permitted to sell such securities. This Offering Document is not, and under no circumstances is it to be construed as a prospectus, advertisement or public offering of the securities referred to herein. Persons who will be acquiring securities pursuant to this Offering Document will not have the benefit of the review of the material by the securities commissions or similar authorities in Canada. The securities offered hereunder will be issued under exemptions from the prospectus requirements of applicable securities laws and the rules, regulations and policies thereunder and will be subject to certain resale restrictions. This is a risky investment. See item 8.

Dated: [Date]

Item 1: Risks of Investing
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 Information about the Issuer:

<table>
<thead>
<tr>
<th>(a) Corporate Name</th>
<th>Name (“The Company” or the “Issuer”)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(b) Head Office Address</td>
<td></td>
</tr>
<tr>
<td>(c) Telephone</td>
<td></td>
</tr>
<tr>
<td>(d) Fax</td>
<td></td>
</tr>
<tr>
<td>(e) Website</td>
<td></td>
</tr>
</tbody>
</table>

2.2 Contact Person:

<table>
<thead>
<tr>
<th>(a) Legal Name</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>(b) Position Held</td>
<td></td>
</tr>
<tr>
<td>(c) Business Address</td>
<td></td>
</tr>
<tr>
<td>(d) Business Telephone</td>
<td></td>
</tr>
<tr>
<td>(e) Fax</td>
<td></td>
</tr>
<tr>
<td>(f) Business e-mail</td>
<td></td>
</tr>
</tbody>
</table>

Item 3: Business Overview
3.1 The Business of the Issuer

Briefly explain in a few lines, the Issuer’s business and why the Issuer is raising funds.

A more detailed description of the Issuer’s business is provided below.

Item 4: Management
4.1 Compensation and Securities Held

The following table sets out information about each director, officer and promoter of the Company and each person who directly or indirectly beneficially owns or controls 10% or more of any class of voting securities of the Company (a “principal holder”). Where the Principal Holder is not an individual, the following table provides the name of any
person that directly or indirectly, beneficially owns or controls more than 50% of the voting rights of the Principal Holder.

<table>
<thead>
<tr>
<th>Name and municipality of principal residence and position of at Issuer</th>
<th>Principal occupation for the last five years</th>
<th>Expertise, education and experience that is relevant to the Issuer’s business</th>
<th>Number and type of securities of the Issuer owned</th>
<th>Date securities were acquired and price paid for the securities</th>
<th>Percentage of the Issuer’s securities held as of the date of this offering document</th>
</tr>
</thead>
</table>

4.2 Penalties, Sanctions and Bankruptcy
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 misdemeanor 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 Funding Portal
The Offering will be posted on the SeedUps Canada platform (www.SeedUps.ca), licensed by Waverley Corporate Financial Services Ltd., an Exempt Market dealer registered in QC, ON, AB and BC.

5.2 Participating Jurisdictions
The securities under this Start-Up Crowdfunding Exemption are offered into Quebec and British Columbia. Concurrently with this offering, the Company intends to offer securities to qualified accredited investors in Quebec, Ontario, Alberta and British Columbia.

5.3 Closing Date
(a) the Closing Date for the minimum offering amount under this Offering is [no later than 90 days after the offering document is posted to the platform]
(b) no amendment has been made to this offering document dated [date].

5.4 Type of Securities
The Company is issuing Class A Common Shares of the Corporation at a price of $X per Share.

5.5 Rights of Security Holders
The securities offered provide the following rights (choose all that apply):

- [ ] Voting rights,
- [ ] Dividends or interest (describe any right to receive dividends or interest),

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Start-up Crowdfunding Offering Document – [Company] [Date]
This document contains proprietary information.
Item 6:  Issuer’s Business

6.1  The Issuer’s Business, Industry and Operations
Describe the Issuer’s business, industry and operations.

6.2  Structure
State the business structure (e.g., partnership, corporation or trust), the statute and the province, state or other jurisdiction under which the Issuer is incorporated, continued or organized, and the date of incorporation, continuance or organization.

6.3  Corporate Documents
Indicate where the Issuer’s articles of incorporation, limited partnership agreement, shareholder agreement or similar document are available to purchasers.

6.4  Stage of Business
The following 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  Financial Statements
The Company [has / does not have] financial statements available for review upon request.

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.

Item 7:  Use of Funds

7.1  Previous Capital Raises
Provide information on all funds previously raised and how they were used by the Issuer.
7.2 Use of Proceeds from this Offering

<table>
<thead>
<tr>
<th>Description of intended use of available funds listed in order of priority</th>
<th>Total Amount ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Assuming minimum offering amount</td>
</tr>
<tr>
<td></td>
<td>$0</td>
</tr>
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<td>$0</td>
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<td></td>
<td>$0</td>
</tr>
<tr>
<td>Total:</td>
<td></td>
</tr>
</tbody>
</table>

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.

Item 8: Previous Start-up Crowdfunding Distributions

8.1 Distributions in the Past Five Years
The Company, its promoters, directors, officers or control person have been involved in the following start-up crowdfunding distributions in the past five years.

<table>
<thead>
<tr>
<th>Legal Name of Issuer</th>
<th>Funding Portal</th>
<th>Capital Sought</th>
<th>Successful Close?</th>
<th>Date of Close or Withdrawal</th>
</tr>
</thead>
</table>

Item 9: Compensation Paid to Funding Portal

9.1 Agent Fees
The Issuer has engaged Waverley Corporate Financial Services Ltd. to act as the selling agent under the Offering. Waverley will be reimbursed for its expenses and will be paid commissions equal to 5% of the gross proceeds under the Offering sourced from its platform, www.SeedUps.ca. The Issuer has engaged Crowd Capital Inc. (“Crowd Capital”) as its exclusive advisor under the Offering whereby Crowd Capital will be paid an onboarding fee of $X and $X per investor for subscriptions executed on the Platform.

Item 10: Risk Factors

10.1 Risk Factors in Order of Importance
If there are particular risks relevant to your business or its operations, add them here (in order of importance).
Our securities are speculative
The purchase of the Securities is highly speculative. You should buy them only if you are able to bear the risk of the entire loss of your investment and have no need for immediate liquidity in your investment. An investment in the Securities should not constitute a major portion of your portfolio. You should consult your own independent advisors as to the tax, business and legal considerations regarding an investment in our securities.

We have no history or a limited history of revenue or profits
There is no guarantee that our business will generate any revenue.

Because there is no market for our securities, you may not be able to sell your securities
You may never be able to sell your Securities and recover any part of your investment, unless the company is able to complete a subsequent public offering or the Company is able to sell itself or assets for cash or merge with a public company.

Value of securities of the company
We determined the price of the Securities arbitrarily. The price bears no relationship to earnings, book value or other valuation criteria.

We have limited operating history
We have minimal operational history and no history of earnings. Accordingly, there is no operating history upon which to base an evaluation of the company and its business and prospects. We are in the early stage of our business and therefore is subject to all 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 our business. There can be no assurance that we will be successful in doing what is required to overcome these risks. No assurance can be given that our business activities will be successful.

We will need to raise additional capital
There is no assurance that our sales will continue to increase or even maintain current levels. Even if we sell all the Securities, we anticipate that we will need additional working capital to significantly expand our operations as part of our strategy to increase operating profits. There is no assurance that we will be able to obtain additional financing on reasonable terms or at all. If we raise additional capital through equity, existing stockholders will experience dilution. If we are unable to raise additional financing when needed, we may be unable to grow or maintain our then current level of business operations.

We may not be able to compete successfully
As the market for our services is new and evolving, it is difficult to predict the size of the market, its future rate of growth, if any, or the level of prices the market will pay for our services. There is no assurance that we will be able to compete or capture adequate market share. We will not remain profitable if we cannot compete successfully with other businesses.

We depend on the services of management and key employees, whose knowledge of the business would be difficult to replace
Decisions regarding the management of the Company’s affairs will be made exclusively by its officers and directors. Accordingly, you must carefully evaluate the personal experience and business performance of the officers and
directors of the Company. Our success may depend substantially on the services of a key employee. Our business may be harmed if we lose his services and we are not able to attract and retain a qualified replacement.

Management of growth
We anticipate rapid growth and plan to capitalize on this growth. Our future operating results will depend on management’s ability to manage this anticipated growth, hire and retain qualified employees, properly generate revenues and control expenses. A decline in the growth rate of revenues without a corresponding reduction in expense growth could have a material adverse effect on our business, results of operations, cash flows and financial condition.

We may need to change the manner in which we conduct our business if government regulation increases or changes
We operate in a regulated environment. Laws and regulations may be adopted in the future that could have a material adverse impact on our business.

Item 11: Reporting Obligations

11.1 Nature and Frequency of Reporting
The Company is not a reporting Issuer in any jurisdiction and as such is not subject to most of the continuous reporting obligations imposed on reporting Issuers by securities legislation. As a shareholder of the Company you will receive unaudited financial statements annually in accordance with the Business Corporations Act. You will also be given notice of and entitled to attend general meetings of the holders of outstanding common Securities of the Company in accordance with the Business Corporations Act.

Item 12: Resale Restrictions

12.1 You May Never be Able to Sell These Securities
The securities you are purchasing are subject to a resale restriction. You may never be able to resell the securities.

The 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.

Unless permitted under securities legislation, you cannot trade the securities before the earlier of the date that is four (4) months and a day after the date the Company becomes a reporting Issuer in any province or territory of Canada.

The Company has no intention of becoming a reporting Issuer in any province or territory of Canada.

Item 13: Purchaser’s Rights

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 registration and prospectus exemptions order issued by the securities regulatory authority or regulator in each participating jurisdiction exempting the Issuer from the prospectus requirement.

**Item 14: Date and Certificate**

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

Company

[Name & Title of Authorized Individual]