

**ASC NOTICE**  
**BLANKET ORDER 45-521**  
***START-UP CROWDFUNDING REGISTRATION***  
***AND PROSPECTUS EXEMPTIONS***

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**October 2, 2019**

**Introduction**

The Alberta Securities Commission (ASC) has adopted Blanket Order 45-521 *Start-up Crowdfunding Registration and Prospectus Exemptions* (the **Blanket Order**). The Blanket Order is effective immediately and, unless earlier revoked or modified, will continue in effect until the 90<sup>th</sup> day following adoption by the ASC of a national or multilateral instrument addressing start-up crowdfunding.

**Substance and purpose**

As announced on February 21, 2019<sup>1</sup> the ASC, together with the other members of the Canadian Securities Administrators (**CSA**), is working on a harmonized national instrument respecting start-up crowdfunding that includes both a prospectus and registration exemption.

Given the timeline for implementing a national instrument, as an interim measure, to more expeditiously remove unnecessary barriers to financing and better facilitate access to capital for start-ups and other small businesses in Alberta, while still providing appropriate investor protection, the ASC has adopted the Blanket Order.

The Blanket Order provides an exemption from both the prospectus requirement and the dealer registration requirement. It is available for use immediately by issuers and registered funding portals and is available to unregistered funding portals as soon as they comply with the terms of the registration exemption, including filing the required documents with the ASC and receiving the necessary confirmation.

**Multi-jurisdictional offerings**

The Blanket Order is modelled on and substantially harmonized with British Columbia Instrument 45-535 *Start-up Crowdfunding Registration and Prospectus Exemptions*, the start-up crowdfunding blanket order adopted in British Columbia. Similarly, the Blanket Order is substantially harmonized with the blanket orders in Saskatchewan, Manitoba, Quebec, New Brunswick and Nova Scotia (together, with British Columbia, the **participating jurisdictions**). The Blanket Order, by coordinating with the blanket orders in the participating jurisdictions, is intended to provide a harmonized regime that will allow Alberta issuers and investors an opportunity to participate in multijurisdictional start-up crowdfunding offerings in the participating jurisdictions.

**Key elements of start-up crowdfunding offerings**

The key elements of the prospectus exemption under the Blanket Order are as follows:

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<sup>1</sup> [https://www.albertasecurities.com/-/media/ASC-Documents-part-2/Regulatory-Updates/5445689-v1-CSA\\_Staff\\_Notice\\_45-324.ashx](https://www.albertasecurities.com/-/media/ASC-Documents-part-2/Regulatory-Updates/5445689-v1-CSA_Staff_Notice_45-324.ashx)

- the issuer's head office must be in Alberta or another participating jurisdiction;
- the issuer distributes eligible securities of its own issue through an online funding portal;
- the issuer prepares an offering document containing the information required by Form 1, including certain basic information about its business, its management, the offering (including any minimum) and how it will use the money raised;
- the offering document is made available through the online funding portal's website;
- the offering document must be true and must be updated if it ceases to be true;
- financial statements for the issuer are not required;
- the funding portal must have each investor confirm they have both read and understood the offering document and the risk warning in Form 2 before accepting their subscription;
- the maximum that can be raised in a distribution by the issuer group is \$250,000 and they cannot conduct more than two offerings in a 12 month period;
- the funding portal must be a registered dealer or must comply with the terms of the registration exemption, including filing the necessary documents with the ASC;
- the funding portal cannot accept subscriptions of more than \$1,500 unless the investor receives advice from a registered dealer that the investment is suitable for them, in which case a subscription of up to \$5,000 may be accepted;
- each offering must be completed within 90 days of the offering document being posted on the funding portal's website, and if any stated minimum is not raised, funds must be returned to investors;
- principals of the issuer cannot be principals of the funding portal; and
- the issuer provides each investor with a 48 hour contractual right to cancel their subscription, including after any amendment to the offering document.

The standard statutory prohibitions on fraud and false and misleading statements also apply.

Eligible securities will be subject to standard resale restrictions that continue indefinitely until the issuer becomes a reporting issuer. Until that time, the eligible securities can only be resold under another prospectus exemption.

The key conditions of the dealer registration exemption under the Blanket Order are:

- at least 30 days before facilitating a start-up crowdfunding distribution in Alberta or another participating jurisdiction, the funding portal delivers a Form 3, funding portal information form and the Form 4, individual information forms, to the regulator in that jurisdiction;
- the head office of the funding portal is in Canada and the majority of the funding portal's directors are Canadian residents;
- the funding portal does not provide advice to a purchaser about the merits of the investment or otherwise recommend or represent that an eligible security is suitable;
- the funding portal holds client assets separate from its own, in trust, and in the case of cash, in a designated trust account with a Canadian financial institution;
- the funding portal does not receive a commission, fee or any other amount from a purchaser of eligible securities;

- the funding portal receives payment for an eligible security electronically through the funding portal's website;
- the funding portal maintains, for a period of eight years, books and records at its head office to accurately record its financial affairs and client transactions, and to demonstrate the extent of the funding portal's compliance with the start-up crowdfunding exemption orders;
- the funding portal either
  - releases funds to the issuer after the minimum offering amount has been reached and the 48-hour right of withdrawal has elapsed, or
  - returns the funds to purchasers if either the minimum offering amount is not reached or the start-up crowdfunding distribution is withdrawn by the issuer; and
- the funding portal has not been notified by the regulator in the jurisdiction that it cannot rely on the start-up registration exemption because its principals or their past conduct demonstrate a lack of integrity, financial responsibility or relevant knowledge or expertise.

### **Key documents**

The key documents for parties interested in start-up crowdfunding in Alberta are the following:

- ASC Blanket Order 45-521 *Start-up Crowdfunding Registration and Prospectus Exemptions* and the following forms:
  - Form 1 *Start-up Crowdfunding – Offering Document*
  - Form 2 *Start-Up Crowdfunding – Risk Acknowledgement*
  - Form 3 *Start-up Crowdfunding – Funding Portal Information Form*
  - Form 4 *Start-up Crowdfunding – Funding Portal – Individual Information Form.*

### **Additional guidance**

ASC staff have published the following guides to assist issuers, funding portals and investors in understanding the start-up crowdfunding process, including how to conduct an offering in Alberta and other participating jurisdictions:

- *Start-up Crowdfunding Guide For Businesses*
- *Start-up Crowdfunding Guide For Funding Portals*
- *Start-up Crowdfunding Guide For Investors.*

### **Funding portals**

An issuer that is in Alberta or looking to raise funds from Alberta investors under start-up crowdfunding must use a funding portal that is either

- registered in Alberta as an exempt market dealer or investment dealer and has complied with clause 6(b)(ii) of the Blanket Order, or
- relying on the registration exemption in section 5 of the Blanket Order and has complied with the filing requirements.

Funding portals seeking to rely on the exemption from dealer registration should submit the necessary documents to ASC staff to the attention of the Manager, Registrant Regulation, to the

following email address [registration@asc.ca](mailto:registration@asc.ca). There is no fee associated with filing these documents.

Unregistered funding portals that are already operating in one or more of the participating jurisdictions and that wish to commence operating in Alberta, are asked to state in the materials filed, the jurisdictions they are already operating in as it will assist ASC staff in assessing the materials.

### **Reduction of regulatory burden**

The Blanket Order is intended to assist small business and reduce regulatory burden.

For start-up and early stage businesses that might otherwise have relied on ASC Rule 45-517 *Prospectus Exemption for Start-Up Businesses (ASC Rule 45-517)*, the Blanket Order is intended to remove each of the following barriers:

- the requirement to comply with the additional forward-looking information disclosure prescribed by ASC Rule 45-517;
- the inability to conduct a multijurisdictional offering in all participating jurisdictions;
- the requirement to address differences between the form of offering document under ASC Rule 45-517 and the crowdfunding blanket orders in the participating jurisdictions;
- the different certification requirements as between ASC Rule 45-517 and the crowdfunding blanket orders in the participating jurisdictions;
- the requirement to address differences between the risk acknowledgement under ASC Rule 45-517 and the crowdfunding blanket orders in the participating jurisdictions;
- the different approach to financial statements as between ASC Rule 45-517 and the crowdfunding blanket orders;
- the \$1 million life-time limit under ASC Rule 45-517.

The most significant aspect of the Blanket Order is the introduction of a dealer registration exemption that can be relied on by crowdfunding portals that are not already registered dealers. Registration is typically required if a person or company is in the business of, or is holding itself out as being in the business of, trading in securities. Securities crowdfunding portals are generally considered to be in the business of trading in securities.

Registration provides investors with important investor protections. However, having regard to the various conditions imposed on unregistered funding portals under the exemption in the Blanket Order, including the small offering size and investment limits, the potential loss to investors, individually or in aggregate, is very limited.

The dealer registration exemption represents a significant reduction in regulatory burden as, in addition to providing an exemption from submitting the documents and fees associated with the registration process, it also provides an exemption from various ongoing obligations that apply to a registered dealer. The dealer registration exemption may make very modest financings more economically feasible for a funding portal to support than would be possible if required to be registered as a dealer. This in turn may help provide a viable financing avenue for start-up and early stage businesses with very modest financing needs.

**ASC Rule 45-517**

The ASC previously adopted a substantially similar prospectus exemption under ASC Rule 45-517; however, as it did not contain a corresponding registration exemption it limited an issuer's ability to conduct an offering in all of the participating jurisdictions and precluded the involvement of unregistered portals.

ASC Rule 45-517 continues to exist as an alternative for small Alberta-based financings that are not being conducted by way of crowdfunding, for example, financings by local cooperatives.

**Questions**

Please direct questions relating to the Blanket Order to any of the following:

Gillian Findlay  
Senior Legal Counsel, Corporate Finance  
Alberta Securities Commission  
403.297.3302  
[gillian.findlay@asc.ca](mailto:gillian.findlay@asc.ca)

Denise Weeres  
Director, New Economy  
Alberta Securities Commission  
403 297.2930  
[denise.weeres@asc.ca](mailto:denise.weeres@asc.ca)

Navdeep Gill  
Manager, Legal, Market Regulation  
Alberta Securities Commission  
403.355.9043  
[navdeep.gill@asc.ca](mailto:navdeep.gill@asc.ca)

**ALBERTA SECURITIES COMMISSION**

**BLANKET ORDER 45-521**

**Citation: Re Start-up Crowdfunding Registration and Prospectus Exemptions, 2019 ABASC 150**

**Date: 20191002**

**Definitions**

1. Terms defined in the *Securities Act* (Alberta) (the "Act") or National Instrument 14-101 *Definitions* have the same meaning in this Blanket Order.

2. In this Blanket Order:

"closing of the distribution" means, at the discretion of the issuer, the date that the issuer accepts subscriptions after the minimum offering amount is reached;

"Commission" means the Alberta Securities Commission;

"corresponding start-up crowdfunding order" means an order issued or a rule adopted by another securities regulatory authority or regulator, the terms of which are substantially similar to this Blanket Order;

"eligible security" means any of the following:

- (a) a common share;
- (b) a non-convertible preference share;
- (c) a security convertible into a security referred to in (a) or (b);
- (d) a non-convertible debt security linked to a fixed or floating interest rate;
- (e) a unit of a limited partnership;

"funding portal" means a person or company that facilitates or proposes to facilitate online start-up crowdfunding distributions;

"issuer group" means any of the following:

- (a) the issuer;
- (b) an affiliate of the issuer;
- (c) any other issuer
  - (i) that is engaged in a common enterprise with the issuer or with an affiliate of the issuer, or

- (ii) whose business is founded or organized, directly or indirectly, by one or more of the same persons or companies who founded or organized the issuer;

"minimum offering amount" means the minimum amount to be raised, as required to be disclosed in the offering document;

"offering document" means a document prepared in accordance with Form 1 *Start-up Crowdfunding Offering Document*, including any amendment to the offering document;

"participating jurisdiction" means each of British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia and any other jurisdiction whose securities regulatory authority or regulator has adopted a corresponding start-up crowdfunding order;

"principal" means a promoter, director, officer or control person;

"risk warning" means the risk warning document set out in Form 2 *Start-up Crowdfunding Risk Acknowledgement*;

"start-up crowdfunding distribution" means a distribution through a funding portal of an eligible security that is exempt from the prospectus requirement under this Instrument or a corresponding start-up crowdfunding order.

### **Background**

3. Section 75 of the Act requires a person or company that is engaged in or holds itself out as being engaged in the business of trading in securities to be registered in accordance with Alberta securities laws.
4. Section 110 of the Act requires a person or company to file a prospectus and to receive a receipt for that prospectus prior to distributing a security.

### **Exemption from Dealer Registration Requirement for Funding Portals**

5. Considering that it would not be prejudicial to the public interest to do so, the Commission orders under section 213 of the Act that the dealer registration requirement in section 75 of the Act does not apply to a funding portal in connection with a start-up crowdfunding distribution if the funding portal complies with all of the following:
  - (a) it does not facilitate its first start-up crowdfunding distribution until Commission staff confirms in writing receipt of all of the following:
    - (i) a completed Form 3 *Start-up Crowdfunding - Funding Portal Information Form*;
    - (ii) a completed Form 4 *Start-up Crowdfunding Funding Portal - Individual Information Form* for each principal of the funding portal;

- (iii) such other completed documents and any additional information as may be requested by Commission staff;
- (b) it delivers to Commission staff any amendments to the documents referred to in section 5(a) as soon as practicable;
- (c) it has not been notified by Commission staff that the business of the funding portal is prejudicial to the public interest because the principals of the funding portal or their past conduct demonstrate a lack of any of the following:
  - (i) integrity;
  - (ii) financial responsibility;
  - (iii) relevant knowledge or expertise;
- (d) it has its head office located in a jurisdiction of Canada;
- (e) it has a majority of its directors resident in Canada;
- (f) it maintains books and records at its head office to accurately record its financial affairs and client transactions, and to demonstrate the extent of its compliance with this Blanket Order for a period of eight years from the date a record is created;
- (g) it is not registered under securities legislation in any jurisdiction of Canada;
- (h) it does not provide advice to a purchaser or otherwise recommend or represent
  - (i) that an eligible security is suitable, or
  - (ii) any information about the merits of the investment;
- (i) prior to allowing any person or company entry to its website, it requires the person or company to acknowledge that they are entering a website of a funding portal
  - (i) that is not operated by a registered dealer under securities legislation in any jurisdiction of Canada, and
  - (ii) that does not provide advice about the suitability of any security or about the merits of any investment;
- (j) it discloses on its website,
  - (i) for each principal of the funding portal, their full legal name, municipality and jurisdiction of residence, business mailing and email address, and business telephone number, and



- (ii) that the funding portal is relying on the exemption in this Blanket Order from the dealer registration requirement;
- (k) it does not receive a commission, fee or other amount from a purchaser of an eligible security;
- (l) it holds a purchaser's assets
  - (i) separate and apart from the funding portal's own property,
  - (ii) in trust for the purchaser, and
  - (iii) in the case of cash, in a designated trust account at a Canadian financial institution;
- (m) it receives payment for an eligible security electronically through the funding portal's website;
- (n) it takes reasonable measures to ensure that each issuer and purchaser is resident of a participating jurisdiction where the offering document is made available;
- (o) it makes available to a purchaser through the funding portal's website the required offering document and risk warning;
- (p) it does not allow a purchaser to subscribe for an eligible security until the purchaser confirms that the purchaser has read and understood the offering document and the risk warning;
- (q) it notifies each purchaser of any amendment to the offering document and the right of the purchaser to withdraw their subscription after receiving notice of the amendment;
- (r) it returns all funds to each purchaser within five business days of receiving a withdrawal notification under section 6(j) from that purchaser;
- (s) it performs one of the following:
  - (i) if either the minimum offering amount has not been raised by the 90<sup>th</sup> day after the offering document is first made available on the funding portal's website or the start-up crowdfunding distribution is withdrawn, then no later than five business days following such occurrence
    - (A) it returns, or causes to return, all funds to each purchaser, and
    - (B) it notifies the issuer and each purchaser that funds have been returned;
  - (ii) if each 48 hour period in section 6(j) has elapsed,

- (A) it releases, or causes to be released, all funds due to the issuer at the closing of the distribution, and
- (B) no later than fifteen days after the closing of the distribution
  - a. it notifies each purchaser that the funds have been released to the issuer, and
  - b. it provides the issuer with all information required to comply with the issuer's obligations in section 7(b).

### **Exemption from Prospectus Requirement for Issuers**

6. Considering that it would not be prejudicial to the public interest to do so, the Commission orders under section 213 of the Act that the prospectus requirement in section 110 of the Act does not apply to a distribution by an issuer if each of the following applies:

- (a) the distribution is of the issuer's own eligible security;
- (b) the distribution and payment for the eligible security is made through a funding portal that is either of the following:
  - (i) relying on the exemption in section 5;
  - (ii) operated by an exempt market dealer or investment dealer, provided that the issuer has obtained written confirmation of all of the following from the registered dealer that:
    - (A) it has filed either a completed Form 33-109F5 *Change of Registration Information* or Form 33-109F6 *Firm Registration* that describes its business as including operating a funding portal under this Blanket Order;
    - (B) the funding portal meets or will meet, as applicable, all of the conditions set out in sections 5(m) to 5(s);
    - (C) prior to allowing any person or company entry to its website it requires the person or company to acknowledge that they are entering a website of a funding portal
      - a. that is operated by an investment dealer or an exempt market dealer, as applicable, registered under securities legislation in any jurisdiction of Canada, and
      - b. that will provide advice about the suitability of the eligible security;

- (c) the issuer is not a reporting issuer or an investment fund in any jurisdiction of Canada or the equivalent in a foreign jurisdiction;
- (d) the head office of the issuer is located in a participating jurisdiction;
- (e) the aggregate funds raised in any start-up crowdfunding distribution by any person or company in the issuer group does not exceed \$250,000;
- (f) the issuer group completes no more than two start-up crowdfunding distributions in a calendar year;
- (g) the distribution occurs no later than the 90th day after the first date the offering document is made available on the funding portal's website;
- (h) the issuer uses an offering document to conduct the distribution and provides the offering document to the funding portal for the purpose of making it available to a purchaser through the funding portal's website;
- (i) the issuer amends the offering document in the event the offering document is no longer true and provides it to the funding portal as soon as practicable for the purpose of making it available to a purchaser through the funding portal's website;
- (j) the issuer provides each purchaser with a contractual right to withdraw an offer to purchase an eligible security, which right may be exercised by the purchaser delivering a notice to the funding portal within 48 hours of either (i) the purchaser's subscription, or (ii) the funding portal notifying the purchaser that the offering document has been amended;
- (k) the offering document discloses how the issuer intends to use the funds raised and the minimum offering amount to close the distribution;
- (l) the issuer raises the minimum offering amount described in the offering document, which may be reduced by the amount of any concurrent distribution made under a prospectus exemption other than the prospectus exemption set out in this Blanket Order and a corresponding start-up crowdfunding order, provided that the funds from the concurrent distribution are unconditionally available to the issuer;
- (m) no concurrent start-up crowdfunding distribution is made by any person or company in the issuer group for the purpose described in the offering document;
- (n) no commission, fee or other amounts are paid to the issuer group or any principal, employee or agent of a member of the issuer group with respect to the distribution;
- (o) a principal of the issuer group is not a principal of the funding portal;
- (p) each purchaser invests no more than
  - (i) \$1,500, or

- (ii) \$5,000, provided that the purchaser has obtained advice from a registered dealer that such investment is suitable for that person or company;
  - (q) within 30 days after the closing of the distribution, the issuer delivers or causes to be delivered to each purchaser a confirmation setting out all of the following:
    - (i) the date of subscription and the closing of the distribution;
    - (ii) the quantity and description of the eligible securities purchased;
    - (iii) the price per eligible security paid by the purchaser;
    - (iv) the total commission, fee and any other amounts paid by the issuer to the funding portal in respect of the start-up crowdfunding distribution.
7. An issuer that distributes a security under this Blanket Order must file no later than the 30<sup>th</sup> day after the closing of the distribution
- (a) the offering document, and
  - (b) a report in Form 45-106F1 *Report of Exempt Distribution*.

**Resale Restrictions**

8. The first trade of a security acquired under this Blanket Order or a corresponding start-up crowdfunding order is subject to section 2.5 of National Instrument 45-102 *Resale of Securities*.

**Effective Date**

9. This Blanket Order takes effect on October 2, 2019.
10. This Blanket Order expires on the 90<sup>th</sup> day following the adoption in Alberta of a national or multilateral instrument respecting start-up crowdfunding.

**For the Commission:**

*"original signed by"*

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Tom Cotter  
Vice-Chair

*"original signed by"*

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Kari Horn  
Vice-Chair

**Form 1**  
**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 British Columbia) – 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 British Columbia*** – through BCSC eServices at <http://www.bcsc.bc.ca>.

*This offering document and all amendments must be filed in each jurisdiction where the issuer has made a start-up crowdfunding distribution, including the participating jurisdiction where the issuer's head office is located.*

- (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. Your funding portal must make this offering document and any amendments to it available on its website. If the information contained in this offering document no longer applies or is no longer true, you must amend the document and send the new version to the funding portal as soon as practicable.*
- (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 all of 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;
- (e) website URL.

2.2 Provide all of the following information for a contact person of the issuer who is able to answer questions from purchasers and security 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;
- (f) business email.

**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 any 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) (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, or
- (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 each of the following 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);
- (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 of 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 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, please 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 any promoter, director, officer or control person of the issuer has been involved in any of the participating jurisdictions in the past five years, provide all of the following information:
- (a) the full legal name of the issuer that made the distribution;
  - (b) the name of the funding portal;
  - (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 registration and prospectus exemptions order issued 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:

Alberta	Alberta Securities Commission Telephone: 403-355-4151 Email: <a href="mailto:inquiries@asc.ca">inquiries@asc.ca</a> Website: <a href="https://www.albertasecurities.com/">https://www.albertasecurities.com/</a>
British Columbia	British Columbia Securities Commission Telephone: 604-899-6854 Email: <a href="mailto:inquiries@bcsc.bc.ca">inquiries@bcsc.bc.ca</a> Website: <a href="http://www.bcsc.bc.ca">www.bcsc.bc.ca</a>
Saskatchewan	Financial and Consumer Affairs Authority of Saskatchewan Securities Division Telephone: 306-787-5645 Email: <a href="mailto:exemptions@gov.sk.ca">exemptions@gov.sk.ca</a> Website: <a href="http://www.fcaa.gov.sk.ca">www.fcaa.gov.sk.ca</a>
Manitoba	The Manitoba Securities Commission Toll-free in Manitoba: 1-800-655-2548 Email: <a href="mailto:exemptions.msc@gov.mb.ca">exemptions.msc@gov.mb.ca</a> Website: <a href="http://www.mbsecurities.ca">www.mbsecurities.ca</a>
Québec	Autorité des marchés financiers Direction du financement des sociétés Toll-free in Québec: 1-877-525-0337 Email: <a href="mailto:financement-participatif@lautorite.qc.ca">financement-participatif@lautorite.qc.ca</a> Website: <a href="http://www.lautorite.qc.ca">www.lautorite.qc.ca</a>
New Brunswick	Financial and Consumer Services Commission Toll-free: 1-866-933-2222 Email: <a href="mailto:emf-md@fcnb.ca">emf-md@fcnb.ca</a> Website: <a href="http://www.fcnb.ca">www.fcnb.ca</a>
Nova Scotia	Nova Scotia Securities Commission Toll-free in Nova Scotia: 1-855-424-2499 Email: <a href="mailto:nssc.crowdfunding@novascotia.ca">nssc.crowdfunding@novascotia.ca</a> Website: <a href="http://www.nssc.novascotia.ca">www.nssc.novascotia.ca</a>

**Form 2**  
**Start-up Crowdfunding – Risk Acknowledgement**

Issuer Name: \_\_\_\_\_

Type of Eligible Security offered: \_\_\_\_\_

**WARNING!**  
**BUYER BEWARE: This investment is risky.**  
**Don't invest unless you can afford to lose all the money you pay for this investment.**

	Yes	No
<b>1. Risk acknowledgment</b>		
<b>Risk of loss</b> – Do you understand that this is a risky investment and that you may lose all the money you pay for this investment?	<input type="checkbox"/>	<input type="checkbox"/>
<b>No income</b> – Do you understand that you may not earn any income, such as dividends or interest, on this investment?	<input type="checkbox"/>	<input type="checkbox"/>
<b>Liquidity risk</b> – Do you understand that you may never be able to sell this investment?	<input type="checkbox"/>	<input type="checkbox"/>
<b>Lack of information</b> – Do you understand that you may not be provided with any ongoing information about the issuer and/or this investment?	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. No approval and no advice</b> <i>[Instructions: Delete "and no advice" if the funding portal is operated by a registered dealer.]</i>		
<b>No approval</b> – Do you understand that this investment has not been reviewed or approved in any way by a securities regulator?	<input type="checkbox"/>	<input type="checkbox"/>
<b>No advice</b> – Do you understand that you will not receive advice about your investment? <i>[Instructions: Delete if the funding portal is operated by a registered dealer.]</i>	<input type="checkbox"/>	<input type="checkbox"/>

	Yes	No
<b>3. Limited legal rights</b>		
<b>Limited legal rights</b> – Do you understand that you will not have the same rights as if you purchased under a prospectus or through a stock exchange? If you want to know more, you may need to seek professional legal advice.	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Purchaser's acknowledgement</b>		
<b>Investment risks</b> – Have you read this form and do you understand the risks of making this investment?	<input type="checkbox"/>	<input type="checkbox"/>
<b>Offering document</b> – Before you invest, you should read the offering document carefully. The offering document contains important information about this investment. If you have not read the offering document or if you do not understand the information in it, you should not invest.  Have you read and do you understand the information in the offering document?	<input type="checkbox"/>	<input type="checkbox"/>
<b>First and last name:</b>		
<b>Electronic signature:</b> By clicking the [I confirm] button, I acknowledge that I am signing this form 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. The date of my electronic signature is the same as my acknowledgement.		
<b>5. Additional information</b>		
<ul style="list-style-type: none"> <li>▪ <b>You have 48 hours to cancel your purchase by sending a notice to the funding portal at:</b> <i>[Instructions: Provide email address or fax number where purchasers can send their notice. Describe any other manner for purchasers to cancel their purchase.]</i></li> <li>▪ <b>If you want more information about your local securities regulation, go to <a href="http://www.securities-administrators.ca">www.securities-administrators.ca</a>.</b> Securities regulators do not provide advice on investment.</li> <li>▪ <b>To check if the funding portal is operated by a registered dealer, go to <a href="http://www.aretheyregistered.ca">www.aretheyregistered.ca</a></b> <i>[Instructions: Delete if the funding portal is not operated by a registered dealer.]</i></li> </ul>		

**Form 3**  
**Start-up Crowdfunding – Funding Portal Information Form**

**GENERAL INSTRUCTIONS:**

- (1) *This form must be typed, printed, signed and delivered via email with any attachments and all corresponding Start-up Crowdfunding - Funding Portal - Individual Information Forms to the securities regulatory authority or regulator of each of the participating jurisdictions where the funding portal facilitates or intends to facilitate a start-up crowdfunding distribution at the email address(es) provided on the last page of this form.*
- (2) *This form must be completed and certified by an authorized individual on behalf of the funding portal.*
- (3) *Question 7 and questions 9 to 16: Please check the appropriate space provided. If your answer to any of these questions is "Yes", you must, in an attachment, provide complete details, including the circumstances, relevant dates, names of the parties involved and final disposition, if known. Responses must consider all time periods.*
- (4) *An attachment in response to any question must be signed and dated by the authorized individual certifying this form.*
- (5) *If a change occurs and the form and documents filed with the securities regulatory authority or regulator are no longer up to date, or the information they contain is no longer true, you must complete a new form setting out the change, and deliver it to the securities regulatory authority or regulator of each applicable participating jurisdiction as soon as practicable.*
- (6) *For funding portal information, please refer to the Start-up Crowdfunding Guide for Funding Portals available on the website of the securities regulatory authority or regulator of the participating jurisdictions.*
- (7) *The securities regulatory authority or regulator to which this form is delivered may request the funding portal to provide supporting documents. Please refer to Start-up Crowdfunding Guide for Funding Portals for examples of supporting documents.*

**FUNDING PORTAL INFORMATION**

1. Provide all of the following information regarding the funding portal:
  - (a) full legal name of the funding portal as it appears on the funding portal's organizing documents;
  - (b) name that the funding portal will be operating under;
  - (c) website URL;
  - (d) head office address<sup>1</sup>;
  - (e) telephone;
  - (f) fax;
  - (g) email address.
  
2. Provide all of the following information regarding the contact person for the funding portal:
  - (a) full legal name (first name, middle name and last name);
  - (b) business address;
  - (c) telephone;
  - (d) fax;
  - (e) email address.
  
3. Provide all of the following information regarding each promoter, director, officer and control person of the funding portal (use an attachment if necessary; any attachment must be initialed by the authorized individual certifying this form):
  - (a) Full legal name (first name, middle name and last name);
  - (b) Position(s) held.
  
4. Provide the name of each participating jurisdiction where the funding portal is delivering this form.
  
5. Provide the date the funding portal expects to begin to facilitate start-up crowdfunding distributions in the participating jurisdictions named in item 4 above.
  
6. If the funding portal is already relying on start-up crowdfunding registration and prospectus exemptions in any participating jurisdiction, provide the name(s) of the participating jurisdiction(s) and the date the Funding Portal Information Form was delivered to the securities regulatory authority or regulator.

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<sup>1</sup> If the funding portal's head office is not located in one of the participating jurisdictions, then, unless exemptive relief is obtained, the funding portal may be in violation of the dealer registration requirement in that jurisdiction. Please refer to the *Start-up Crowdfunding Guide for Funding Portals* for more information.



7. Has the funding portal ever been notified by a securities regulatory authority or regulator that it cannot rely on the start-up crowdfunding registration and prospectus exemptions?

Yes  No

If yes, you must provide details.

8. Describe the legal structure of the funding portal and indicate the jurisdiction where the funding portal is incorporated or organized. Some participating jurisdictions may require additional documents. Please refer to the *Start-up Crowdfunding Guide for Funding Portals* for more information.

### CRIMINAL DISCLOSURE

9. Has the funding portal ever been found guilty, pleaded no contest to, or been granted an absolute or conditional discharge from

- (a) a summary conviction or indictable offence under the *Criminal Code* (R.S.C., 1985, c. C-46) (Canada),
- (b) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
- (c) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein, or
- (d) an offence under the criminal legislation of any other foreign jurisdiction?

Yes  No

If yes, you must provide details.

10. Are there any outstanding or stayed charges against the funding portal alleging that a criminal offence was committed?

Yes  No

If yes, you must provide details.

### CIVIL DISCLOSURE

11. Has the funding portal ever been the subject of an order, judgment, decree, sanction, or administrative penalty in Canada or a foreign jurisdiction in the last ten years related to its involvement in any type of business, securities, insurance or banking activity?

Yes  No

If yes, you must provide details.

12. Are there currently any outstanding civil actions alleging fraud, theft, deceit, misrepresentation, or similar misconduct against the funding portal?

Yes  No

If yes, you must provide details.

13. Has the funding portal ever been a defendant or respondent in any civil proceeding in which fraud, theft, deceit, misrepresentation, or similar misconduct is, or was, successfully established in a judgement?

Yes  No

If yes, you must provide details.

### **FINANCIAL DISCLOSURE**

14. Has the funding portal ever had a petition in bankruptcy issued or made a voluntary assignment in bankruptcy or any similar proceeding?

Yes  No

If yes, you must provide details.

15. Has the funding portal made a proposal under any legislation relating to bankruptcy or insolvency or any similar proceeding?

Yes  No

If yes, you must provide details.

16. Has the funding portal ever been subject to, or initiated any proceedings, arrangement or compromise with creditors? This includes having a receiver, receiver-manager, administrator or trustee appointed by or at the request of creditors, privately, through court process or by order of a regulatory authority, to hold funding portal assets.

Yes  No

If yes, you must provide details.

17. Provide details on the process and procedure for handling all funds in relation to the start-up crowdfunding distribution in a designated trust account at a Canadian financial institution, including,

- (a) the name of the Canadian financial institution the funding portal will use,
- (b) the names of the signatories on this account and their role with the funding portal,

- (c) details of how the funds held in this account will be separate and apart from the funding portal's own property,
- (d) a copy of the trust agreement, or details surrounding the establishment of this account (if the funding portal does not have a trust agreement or an account, please explain), and
- (e) details regarding how funds will flow
  - i. from purchasers to the funding portal's account,
  - ii. from the funding portal's account to the issuer in the event that the start-up crowdfunding distribution closes, and
  - iii. from the funding portal's account back to the purchasers in the event that the start-up crowdfunding distribution does not close or the purchaser has exercised their right of withdrawal.

### **FUNDING PORTAL WEBSITE**

18. Provide access to the funding portal's website in a test environment when complete and ready for viewing.

### **COLLECTION AND USE OF INFORMATION**

The information required under this form is collected, used and disclosed by the securities regulatory authority or, where applicable, regulator of the participating jurisdictions under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

By submitting this form, the funding portal

- acknowledges that the securities regulatory authority or regulator may collect personal information about the individuals referred to in this form or information about the funding portal,
- confirms that the individuals referred to in this form have been notified that their personal information is disclosed on this form, the legal reason for doing so, how it will be used and who to contact for more information, and
- consents to the posting on the website of the securities regulatory authority or regulator of
  - i. the name that the funding portal will be operating under,
  - ii. the website address for the funding portal, and
  - iii. the funding portal's reliance on a dealer registration exemption.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in any participating jurisdiction in which this form is delivered. Contact information is listed at the end of this form.

**CERTIFICATION**

By signing this form, the funding portal undertakes

- to comply with all of the applicable conditions set out in the start-up crowdfunding registration and prospectus exemptions of each participating jurisdiction where this form is delivered, and
- to provide upon request to the securities regulatory authority or regulator of a participating jurisdiction access to the books and records maintained at its head office in accordance with the start-up crowdfunding registration and prospectus exemptions.

On behalf of the funding portal, I certify that the statements made in this form are true and complete.

Full legal name of  
funding portal:

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Signature of  
authorized individual:

Date:

---

Print name of  
authorized individual:

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Position held:

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Telephone:

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Email:

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**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS FORM**

**DELIVER BY EMAIL TO THE SECURITIES REGULATORY AUTHORITY OR REGULATOR OF EACH APPLICABLE PARTICIPATING JURISDICTION:**

Alberta	Alberta Securities Commission Telephone: 403-355-4151 Email: <a href="mailto:registration@asc.ca">registration@asc.ca</a> Website: <a href="https://www.albertasecurities.com/">https://www.albertasecurities.com/</a>
British Columbia	British Columbia Securities Commission Telephone: 604-899-6854 Email: <a href="mailto:inquiries@bcsc.bc.ca">inquiries@bcsc.bc.ca</a> Website: <a href="http://www.bcsc.bc.ca">www.bcsc.bc.ca</a>
Saskatchewan	Financial and Consumer Affairs Authority of Saskatchewan Securities Division Telephone: 306-787-5645 Email: <a href="mailto:exemptions@gov.sk.ca">exemptions@gov.sk.ca</a> Website: <a href="http://www.fcaa.gov.sk.ca">www.fcaa.gov.sk.ca</a>
Manitoba	The Manitoba Securities Commission Toll-free in Manitoba: 1-800-655-2548 Email: <a href="mailto:exemptions.msc@gov.mb.ca">exemptions.msc@gov.mb.ca</a> Website: <a href="http://www.mbsecurities.ca">www.mbsecurities.ca</a>
Québec	Autorité des marchés financiers Direction du financement des sociétés Toll-free in Québec: 1-877-525-0337 Email: <a href="mailto:financement-participatif@lautorite.qc.ca">financement-participatif@lautorite.qc.ca</a> Website: <a href="http://www.lautorite.qc.ca">www.lautorite.qc.ca</a>
New Brunswick	Financial and Consumer Services Commission Toll-free: 1-866-933-2222 Email: <a href="mailto:emf-md@fcnb.ca">emf-md@fcnb.ca</a> Website: <a href="http://www.fcnb.ca">www.fcnb.ca</a>
Nova Scotia	Nova Scotia Securities Commission Toll-free in Nova Scotia: 1-855-424-2499 Email: <a href="mailto:nssc.crowdfunding@novascotia.ca">nssc.crowdfunding@novascotia.ca</a> Website: <a href="http://www.nssc.novascotia.ca">www.nssc.novascotia.ca</a>

**Form 4**  
***Start-up Crowdfunding – Funding Portal – Individual Information Form***

**GENERAL INSTRUCTIONS:**

- (1) *This form must be typed, printed, signed and delivered via email with any attachments and the corresponding Start-up Crowdfunding - Funding Portal Information Form to the securities regulatory authority or regulator of each of the participating jurisdictions where the funding portal facilitates or intends to facilitate a start-up crowdfunding distribution at the email address(es) provided on the last page of this form.*
- (2) *This form must be completed and certified by each promoter, director, officer, and control person of the funding portal.*
- (3) *The information provided on this form must be specific to the individual certifying this form.*
- (4) *Question 5 and questions 11 to 23: Please check the appropriate space provided. If your answer to any of these questions is "Yes", you must, in an attachment, provide complete details, including the circumstances, relevant dates, names of the parties involved and final disposition, if known. Responses must consider all time periods.*
- (5) *An attachment in response to any question must be signed and dated by the individual certifying this form.*
- (6) *If a change occurs and the form and documents filed with the securities regulatory authority or regulator are no longer up to date or the information they contain is no longer true, you must complete a new form setting out the change, and deliver it to the securities regulatory authority or regulator of each applicable participating jurisdiction as soon as practicable.*
- (7) *For funding portal information, please refer to the Start-up Crowdfunding Guide for Funding Portals available on the website of the securities regulatory authority or regulator of the participating jurisdictions.*

**FUNDING PORTAL INFORMATION**

1. Provide the full legal name of the funding portal as it appears on the funding portal's organizing documents.
2. Provide the name that the funding portal will be operating under.
3. Indicate the position(s) you hold with the funding portal. \_\_\_\_\_

**INDIVIDUAL INFORMATION**

4. Full legal name:

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First name	Middle name(s)	Last name
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5. Are you currently, or have you ever been, known by any name(s) other than your full legal name stated above, for example nicknames or names due to marriage?

Yes  No

If yes, you must provide details.

6. Telephone, fax number and email address:

Residential:	( )	Fax number:	( )
Business:	( )	Email:	

7. Provide all residential addresses for the past five years starting with your current residential address.

Number, street, city, province, territory or state, country and postal/ZIP code	From		To	
	MM	YYYY	MM	YYYY

8. If you are not a resident of Canada, you must have one address for service of process in Canada and provide the following information:

Name of agent for service:	
Name of contact person:	
Address for service:	
Telephone:	

9. Date and place of birth:

Date of birth			Place of birth		
MM	DD	YYYY	City	Province/Territory/State	Country

10. Country of citizenship: \_\_\_\_\_

11. Are you currently or have you ever been registered or licensed in any capacity with any Canadian securities regulatory authority or regulator, or with any other professional or regulatory entity?

Yes  No

If yes, you must provide your licence/ registration type, name of the entity, and the start date and ending date, if applicable.

12. Have you ever been dismissed for cause by an employer from a position following allegations that you

- violated any statutes, regulations, rules or standards of conduct,
- failed to appropriately supervise compliance with any statutes, regulations, rules or standards of conduct, or
- committed fraud or the wrongful taking of property, including theft?

Yes  No

If yes, you must provide details.



**CRIMINAL DISCLOSURE**

13. Have you ever been found guilty, pleaded no contest to, or been granted an absolute or conditional discharge from

- a summary conviction or indictable offence under the *Criminal Code* (R.S.C., 1985, c. C-46) (Canada),
- a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
- a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein, or
- an offence under the criminal legislation of any other foreign jurisdiction.

Yes  No

If yes, you must provide details.

14. Are there any outstanding or stayed charges against you alleging that a criminal offence was committed?

Yes  No

If yes, you must provide details.

15. To the best of your knowledge, are there any outstanding or stayed charges against any entity of which you were, at the time the criminal offence was alleged to have taken place, a promoter, director, officer or control person?

Yes  No

If yes, you must provide details.

16. To the best of your knowledge, has any entity, when you were a promoter, director, officer or control person, ever been found guilty, pleaded no contest to or been granted an absolute or conditional discharge from a criminal offence that was committed?

Yes  No

If yes, you must provide details.

**CIVIL DISCLOSURE**

17. Have you ever been the subject of an order, judgment, decree, sanction, or administrative penalty in Canada or a foreign jurisdiction in the last ten years related to your involvement in any type of business, securities, insurance or banking activity?

Yes  No

If yes, you must provide details.

18. Are there currently any outstanding civil actions alleging fraud, theft, deceit, misrepresentation, or similar misconduct against you or an entity of which you are or were a promoter, director, officer or control person?

Yes  No

If yes, you must provide details.

19. Have you or an entity of which you are or were a promoter, director, officer or control person ever been a defendant or respondent in any civil proceeding in which a fraud, theft, deceit, misrepresentation, or similar misconduct is, or was, successfully established in a judgement?

Yes  No

If yes, you must provide details.

**FINANCIAL DISCLOSURE**

20. Have you or any entity when you were a promoter, director, officer or control person of that entity, ever had a petition in bankruptcy issued or made a voluntary assignment in bankruptcy or any similar proceeding?

Yes  No

If yes, you must provide details.

21. Have you or any entity when you were a promoter, director, officer or control person of that entity made a proposal under any legislation relating to bankruptcy or insolvency or any similar proceeding?

Yes  No

If yes, you must provide details.

22. Have you or any entity when you were a promoter, director, officer or control person of that entity ever been subject to proceedings under any legislation relating to the winding up or dissolution of that entity, or under the *Companies' Creditors Arrangement Act* (Canada) or similar legislation?

Yes  No

If yes, you must provide details.

23. Have you or any entity when you were a promoter, director, officer or control person of that entity ever been subject to, or initiated any proceedings, arrangement or compromise with creditors? This includes having a receiver, receiver-manager, administrator or trustee appointed by or at the request of creditors, privately, through court process or by order of a regulatory authority, to hold your assets.

Yes  No

If yes, you must provide details.

## **COLLECTION AND USE OF PERSONAL INFORMATION**

The personal information required under this form is collected, used and disclosed by the securities regulatory authority or, where applicable, regulator of the participating jurisdictions under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

By submitting this form, you consent to the collection, use and disclosure of this personal information by the securities regulatory authority or regulator of each participating jurisdiction and any police records, records from other government or non-governmental regulators or self-regulatory organizations, credit records and employment records about you that the securities regulatory authority or regulator may need to determine the completeness of the information submitted in this form and compliance with the conditions of the start-up crowdfunding registration and prospectus exemptions. The securities regulatory authority or regulator may contact government and private bodies or agencies, individuals, corporations and other organizations for information about you.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator of any participating jurisdiction in which this form is delivered. Contact information is listed at the end of this form.

**CERTIFICATION**

By submitting this form, I

- certify that the statements made in this form are true and complete, and
- agree to be subject to the securities legislation of each participating jurisdiction of Canada where I have submitted this form. This includes the jurisdiction of any tribunals or any proceedings that relate to my activities as a promoter, director, officer or control person of a funding portal under applicable securities legislation.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print name: \_\_\_\_\_

Position held: \_\_\_\_\_

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS FORM**

**DELIVER BY EMAIL TO THE SECURITIES REGULATORY AUTHORITY OR REGULATOR OF EACH APPLICABLE PARTICIPATING JURISDICTION:**

Alberta	<p>Alberta Securities Commission          Telephone: 403-355-4151          Email: <a href="mailto:registration@asc.ca">registration@asc.ca</a>          Website: <a href="https://www.albertasecurities.com/">https://www.albertasecurities.com/</a></p>
British Columbia	<p>British Columbia Securities Commission          Telephone: 604-899-6854          Email: <a href="mailto:inquiries@bcsc.bc.ca">inquiries@bcsc.bc.ca</a>          Website: <a href="http://www.bcsc.bc.ca">www.bcsc.bc.ca</a></p>
Saskatchewan	<p>Financial and Consumer Affairs Authority of          Saskatchewan          Securities Division          Telephone: 306-787-5645          Email: <a href="mailto:exemptions@gov.sk.ca">exemptions@gov.sk.ca</a>          Website: <a href="http://www.fcaa.gov.sk.ca">www.fcaa.gov.sk.ca</a></p>
Manitoba	<p>The Manitoba Securities Commission          Toll-free in Manitoba: 1-800-655-2548          Email: <a href="mailto:exemptions.msc@gov.mb.ca">exemptions.msc@gov.mb.ca</a>          Website: <a href="http://www.mbsecurities.ca">www.mbsecurities.ca</a></p>
Québec	<p>Autorité des marchés financiers          Direction du financement des sociétés          Toll-free in Québec: 1-877-525-0337          Email: <a href="mailto:financement-participatif@lautorite.qc.ca">financement-participatif@lautorite.qc.ca</a>          Website: <a href="http://www.lautorite.qc.ca">www.lautorite.qc.ca</a></p>
New Brunswick	<p>Financial and Consumer Services Commission          Toll-free: 1-866-933-2222          Email: <a href="mailto:emf-md@fcnb.ca">emf-md@fcnb.ca</a>          Website: <a href="http://www.fcnb.ca">www.fcnb.ca</a></p>
Nova Scotia	<p>Nova Scotia Securities Commission          Toll-free in Nova Scotia: 1-855-424-2499          Email: <a href="mailto:nssc.crowdfunding@novascotia.ca">nssc.crowdfunding@novascotia.ca</a>          Website: <a href="http://www.nssc.novascotia.ca">www.nssc.novascotia.ca</a></p>