

**Form 1**  
***Start-Up Crowdfunding – Offering Document***

**Item 1: RISKS OF INVESTING**

- 1.1 **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 for the issuer:

- |                          |  |
|--------------------------|--|
| (a) Full legal name:     | The Very Good Butchers Inc.              |
| (b) Head office address: | 1701 Douglas St #6, Victoria, BC V6W 2G7 |
| (c) Telephone:           | 778-533-6659                             |
| (d) Fax:                 | N/A                                      |
| (e) Website URL:         | verygoodbutchers.com                     |

- 2.2 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:               | Mitchell Scott                           |
| (b) Position held with the issuer: | Director and Co-Founder                  |
| (c) Business address:              | 1701 Douglas St #6, Victoria, BC V6W 2G7 |
| (d) Business telephone:            | 778-533-6659                             |
| (e) Fax:                           | N/A                                      |
| (f) Business e-mail:               | mitchell@verygoodbutchers.com            |

**Item 3: BUSINESS OVERVIEW**

- 3.1 The Very Good Butchers is a vegan producer, restaurant, and distributor of vegan meat alternatives. The objective of the issuer is to produce organic, wholesome, real food without preservatives or isolates. The issuer makes healthy planet-friendly meat alternatives that are accessible to omnivores, vegetarians and vegans. The issuer is raising funds to expand its operations through production facility build out, retail build out, mobile food set up, and the purchase of raw materials.

**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
Mitchell Scott, Director	Global Director Sales and Promotion, Degica.	Mitchell's previous experience includes working with Japanese and English companies to improve online marketing efforts at Degica. In addition, he created, marketed, and promoted a travel web app, called "The Travel Packer".	1,500,000 Common Shares	5 shares issued Dec. 2016 at \$10 per share; subdivided into 6,000 shares on March 8, 2018; 1,000 shares transferred to Tania Friesen on March 15, 2018; remaining 5,000 shares subdivided into 1,500,000 shares on August 7, 2018.	50%
James Davidson, Director	Chef for over 10 years in the UK and Canada.	James has been a chef for over 10 years, working in the UK and Canada.	690,000 Common Shares	5,000 shares issued Dec. 27, 2016 at \$10 per share; 4,997.5 shares repurchased in Dec. 2016; remaining 2.5 shares subdivided into 3,000 shares on March 8, 2018; 700 shares transferred to 3 other shareholders;	23%

				remaining 2,300 shares subdivided into 690,000 shares on August 7, 2018.	
Tania Friesen, Director	Professional cook and baker.	Tania has been cooking and baking in professional kitchens for five years.	600,000 Common Shares	5,000 shares issued Dec. 27, 2016 at \$10 per share; 4,999.166 shares repurchased in Dec. 2016; remaining 0.834 shares subdivided into 1,000 shares on March 8, 2018; 1,000 shares transferred from Mitchell Scott on March 15, 2018; 2,000 shares subdivided into 600,000 shares on August 7, 2018.	20%

4.2 No 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 The issuer is using Silver Maple Ventures Inc., doing business as FrontFundr (“FrontFundr”), to conduct this Start-Up Crowdfunding distribution.
- 5.2 The issuer intends to raise funds in British Columbia, Saskatchewan, Alberta, Manitoba, Nova Scotia and New Brunswick and make this offering document available in British Columbia, Saskatchewan, Alberta, Manitoba, Nova Scotia and New Brunswick.
- 5.3 With respect to the start-up crowdfunding distribution, the date before which the issuer must have raised the minimum offering amount for the closing of the distribution, is no later than 90 days after the date this offering document is made available on the funding portal.
- 5.4 The issuer is offering to issue a Convertible Promissory Note, the form of which is available through FrontFundr.
- 5.5 The eligible securities offered provide the following rights:
  - Capitalized terms not otherwise defined in this section shall have the meaning ascribed thereto in the Convertible Promissory Note. The below is only intended to serve as a summary of some of the terms of the Convertible Promissory Note, and each purchaser should engage in a full review of the terms and conditions of the Convertible Promissory Note prior to its purchase thereof.
  - The Indebtedness under the Convertible Promissory Note will automatically convert into Next Financing Securities on the occurrence of a Qualified Financing, in accordance with the terms of the Convertible Promissory Note. If a Liquidity Event occurs prior to the occurrence of a Qualified Financing, then the Indebtedness will automatically convert into Highest Ranking Shares in accordance with the terms of the Convertible Promissory Note. If a Qualified Financing or Liquidity Event does not occur prior to the Maturity Date (being November 30, 2021), then the Indebtedness will automatically convert into Common Shares in accordance with the terms of the Convertible Promissory Note.
  - Prior to conversion, holders of Convertible Promissory Note will not have voting rights or rights to receive dividends. Upon conversion of the Indebtedness under the Convertible Promissory Note into shares or other securities of the issuer, such shares or other securities may include voting rights, dividend rights and other rights (including certain rights on dissolution of the issuer).
- 5.6 Other conditions attached to the eligible securities being offered:

- Each purchaser will be required to enter into a Voting Trust Agreement, the form of which is available through FrontFundr, pursuant to which the purchaser will grant to a voting trustee selected by the issuer the voting rights attached to any securities issued upon conversion of the Convertible Promissory Note.
- Drag-along rights as set forth in the Articles of the issuer.

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of eligible securities issuable
Minimum offering amount	\$100,000	Convertible Promissory Notes in an aggregate principal amount equal to at least the minimum amount
Maximum offering amount <sup>2</sup>	\$500,000	Convertible Promissory Notes in an aggregate principal amount equal to at most the maximum amount
Price per eligible security	Each \$1 will purchase \$1 in principal amount under a Convertible Promissory Note	

The issuer will continue to raise capital concurrently to this Offering using other available prospectus exemptions, and, as noted in Section 5.9 below, any amounts raised pursuant to such other exemptions may be applied towards the minimum offering amount.

<sup>2</sup> The issuer will continue to raise capital concurrently to this Offering using other available prospectus exemptions. While it is limited to raising \$250,000, twice per calendar year, using this Start-up Crowdfunding Offering, it may raise more than \$500,000 in the calendar year via such other available prospectus exemptions.

5.8 The minimum investment amount per purchaser is \$250, and all investments must be made in increments of \$250.

5.9 **Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to The Very Good Butchers Inc. that are raised by concurrent distributions using other prospectus exemptions without having to amend this offering document.**

## Item 6: ISSUER'S BUSINESS

6.1 The Very Good Butchers is an organic plant-based butchery that is 100% vegan. The issuer began selling products at the local farmers market on Denman Island, before opening its Vegan Butcher Shop in February 2017 in the Victoria Public Market.

- 6.2 The issuer is incorporated under the laws of the *Business Corporations Act* (British Columbia); its incorporation number is BC1101780.
- 6.3 The issuer's articles of incorporation are available to purchasers upon request.
- 6.4 The issuer is:
- Currently conducting operations,
  - Has shown profit in the last financial year.
- 6.5 Financial Statements are available 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 The issuer has previously raised funds under the Start-up Crowdfunding exemption, Accredited Investor exemption, and Friends, Family and Business Associate exemption, using FrontFundr as the funding portal, and such distributions began on September 17, 2018. The issuer also raised approximately \$64,293 under a Kickstarter campaign which were used for general working capital purposes. The Kickstarter campaign did not offer investment in the issuer.
- 7.2 Use of funds for this offering:

Description of intended use of funds listed in order or priority	Total amount (\$)	
	Assuming minimum offering amount \$ 100,000	Assuming maximum offering amount \$ 500,000
Production facility build out	-	\$250,000
Retail build out	-	\$150,000
Mobile food setup	\$50,000	\$50,000
Raw materials	\$50,000	\$50,000

Total – Available Funds	\$100,000	\$500,000
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The issuer will continue to raise capital concurrently to this Offering using other available prospectus exemptions. While it is limited to raising \$250,000, twice per calendar year, using this Start-up Crowdfunding Offering, it may raise more than \$500,000 in the calendar year via such other available prospectus exemptions.

**Item 8: PREVIOUS START-UP CROWDFUNDING DISTRIBUTIONS**

8.1 The issuer has raised under a previous Start-up Crowdfunding distribution, using FrontFundr as the funding portal. The crowdfunding distribution closed on November 5, 2018, and raised \$244,000. The issuer has raised through a Kickstarter campaign which finalized on September 11, 2017.

**Item 9: COMPENSATION PAID TO FUNDING PORTAL**

9.1 FrontFundr may retain 8% of the total raise or \$40 per individual (or \$100 per company) that invests based on which of the amounts are greater, as commission, provided that such rate shall be reduced to 2% with respect to investors that are introduced by the issuer and who invest \$25,000 or more.

**Item 10: RISK FACTORS**

**10.1 General Risks**

There are certain risks inherent in an investment in the Convertible Promissory Note and in the activities of the issuer, which investors should carefully consider before investing in the Convertible Promissory Note. The following is a summary only of some of the risk factors. Prospective purchasers should review the risks relating to an investment in the Convertible Promissory Note with their legal and financial advisors.

The issuer advises that prospective purchasers should consult with their own independent professional legal, tax, investment and financial advisors before purchasing the Convertible Promissory Note in order to determine the appropriateness of this investment in relation to their financial and investment objectives and in relation to the tax consequences of any such investment.

In addition to the factors set forth elsewhere in this Offering Document, prospective purchasers should consider the following risks before purchasing the Convertible Promissory Note. Any or all of these risks, or other as yet unidentified risks, may have a material adverse effect on the issuer’s business, and/or the return to the purchasers.

**10.2 Investment Risk**

- a) **Securities are Speculative** - The securities offered hereunder must be considered highly speculative and an investment in such securities involves a high degree of risk. A potential subscriber should carefully consider the following risk factors in addition to the other information contained in this memorandum before purchasing Convertible Promissory Note and any underlying shares into which such Convertible Promissory Note is convertible (collectively, the “Securities”). Due to the nature of the business and the present stage of development of its business, the issuer may be subject to significant risks. The issuer’s actual operating results may be very different from those expected as at the date of this memorandum, in which the event the trading price of the Securities could decline, and a subscriber may lose all or part of his or her investment. The risk factors outlined below are not a definitive list of all risk factors associated with an investment in the Securities offered hereunder and investors are cautioned that they may lose their entire investment.
- b) **Restrictions on Transfers; No Public Market** - There is presently no public market for the Securities and none is expected to develop in the foreseeable future. The Securities are subject to substantial restrictions on transfer under securities laws and the Articles of the issuer. Accordingly, the Securities may not be resold or otherwise transferred, except in accordance with the Articles of the issuer or in accordance with such applicable Canadian securities laws. (See Item 12 – Resale Restrictions.)
- c) **Value of Securities of the issuer** - The price for Securities of the issuer is determined by management and may not bear any relationship to earnings, book value or other valuation criteria.
- d) **Tax Matters** - The return on a shareholder’s investment in his/her or its Securities is subject to changes in Canadian Federal and Provincial tax laws, as well as any other tax laws applicable to the shareholders. There can be no assurance that the tax laws will not be changed in a manner which will fundamentally alter the tax consequences to investors of holding or disposing of Securities.
- e) **Dilution** - After completion of the Offering, then existing shareholders may have their interests diluted. The exercising of outstanding stock options or warrants shall also have a dilutive effect on the interests of the new purchasers of the Securities. Moreover, in the event the issuer requires additional equity financing pursuant to the Securities offered under the Offering, purchasers of the additional Securities may experience further dilution to the extent that such Securities may be issued for a value less than the price paid for conversion of shares acquired hereunder.

### 10.3 Issuer Risks

- a) **No assurance** - There is no guarantee that the issuer will achieve its investment objective or earn a positive return.
- b) **Management and Personnel Risks** - The issuer's business will be significantly dependent on the issuer's management team including outside management advisors and consultants. The loss of the issuer's officers, other employees, advisors or consultants could have a material adverse effect on the issuer. The issuer's success depends, in part, on its ability to attract and retain key, technical, management and operating personnel, including consultants and members of the issuer's Board. The issuer needs to develop sufficient expertise and add skilled employees or retain consultants in areas such as research and development, sales, and marketing in order to successfully execute its business plan. The issuer may be unable to attract and retain qualified personnel or develop the expertise needed in these areas. If the issuer fails to attract and retain key personnel it may be unable to execute its business plan and its business could be adversely affected. As of the date of this offering, The issuer does not maintain key man insurance on any member of its management.
- c) **No History of Dividends or Plan to Pay Dividends** - The issuer has never paid a dividend nor made a distribution on any of their securities. Further, the issuer may never achieve a level of profitability that would permit payment of dividends or other forms of distribution to its shareholders. Given the stage of the issuer's business, it will likely be a long period before the issuer could be in a position to declare dividends or make distributions to its investors. The payment of any future dividends by the issuer will be at the sole discretion of the issuer's management. Holders of shares (including any shares issued upon conversion of the Convertible Promissory Note) will be entitled to receive dividends only when, as, and if, declared by the issuer's Board.
- d) **Inability to Manage the Potential Growth of the Business** - The issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the issuer to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train, and manage its employee base. The inability of the issuer to deal with potential growth could have a material adverse impact on its business, operating results, financial condition or profitability. Any expansion of operations the issuer may undertake will entail risks; such actions may involve specific operational activities, which may negatively impact the profitability of the issuer. Consequently, shareholders must assume the risk that (i) such expansion may ultimately involve expenditures of funds beyond the resources available to the issuer at that time, and (ii) management of such expanded operations may divert management's attention and resources away from any other operations, all of which factors may have a material adverse effect on the issuer's present and prospective business activities.

- e) *Further Need for Debt or Equity Financing*** - The issuer may have to sell additional securities including, but not limited to, shares or some form of convertible security, the effect of which will result in a dilution of the equity interests of any existing shareholders. The issuer may also need to raise capital by incurring long term or short-term indebtedness in order to fund its business objectives. This could result in increased interest expense or decreased net income. Security holders are cautioned that there can be no assurance as to the terms of such financing and whether such financing will be available. Moreover, the issuer's articles do not limit the amount of indebtedness that the issuer may incur. The level of the issuer's indebtedness could impair its ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.
- f) *Development Stage of Business Risks*** - The issuer has only a limited history upon which an evaluation of its prospects and future performance can be made. The issuer's proposed operations are subject to all business risks associated with new enterprises. The likelihood of the issuer's success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the expansion of a business, operation in a competitive industry and the development of a customer base. There is a possibility that the issuer could sustain losses into the future. If the issuer is unable to generate revenues or profits, investors might not be able to realize returns on their investment or prevent the loss of their investment.
- g) *Forward-Looking Statements and Information May Prove Inaccurate*** - Investors are cautioned not to place undue reliance on forward-looking statements and information. By its nature, forward-looking statements and information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements and information or contribute to the possibility that predictions, forecasts, or projections will prove to be materially inaccurate.
- h) *Competition Risks*** - If the issuer fails to compete effectively against larger, more established companies with greater resources, then its business may suffer. There can be no assurance that the issuer's current or future products or services and the results of the issuer's ongoing research and development efforts will result in products or services that will be viable for any commercial applications and, if viable, that potential customers will utilize the issuer's products and services for the purposes intended. Increased competition may result in price reductions, reduced gross margins and loss of market share, any of which could materially and adversely affect the issuer's business. The issuer may not be able to compete successfully against current and future competitors and the failure to do so would harm the issuer's business.

- i) *Cyber security risk*** - Cyber security risk is the risk of loss and liability to an organization resulting from a failure or breach of the information technology systems used by or on behalf of the organization and its service providers, including incidents resulting in unauthorized access, use or disclosure of sensitive, regulated or protected data. The use of the internet and information technology systems by the issuer and their service providers may expose the issuer to potential loss or liability arising from cyber security incidents.
- j) *Litigation risk*** - The issuer may be subject to litigation arising out of its operations. Damages claimed under such litigation may be material, and the outcome of such litigation may materially impact the issuer's respective operations, and the value of the shares. While the issuer will assess the merits of any lawsuits and defend such lawsuits accordingly, the issuer may be required to incur significant expense or devote significant financial resources to such defenses. In addition, the adverse publicity surrounding such claims may have a material adverse effect on the issuer's operations.
- k) *Inability to License Other Intellectual Property Rights*** - The technology of the issuer may require the use of other existing technologies and processes, which are currently, or in the future, will be, subject to patents, copyrights, trademarks, trade secrets or other intellectual property rights held by other parties, in which case the issuer will need to obtain one or more licenses to use those other technologies. If the issuer is unable to obtain licenses, on reasonable commercial terms, from the holders of such other intellectual property rights, it could be required to halt development and manufacturing or redesign its technology, failing which it could bear a substantial risk of litigation for misuse of the other technologies. In any such event, the business and operations of the issuer could be materially adversely affected.
- l) *General Economic Conditions*** - The financial success of the issuer may be sensitive to adverse changes in general economic conditions in Canada, such as war, terrorist attacks, recession, inflation, labour disputes, demographic changes, weather or climate changes, unemployment and interest rates. There is no assurance that the issuer will be successful in marketing any of its products, or that the revenues from the sale of such products will be significant. Consequently, the issuer's revenues may vary by quarter, and the issuer's operating results may experience fluctuations.
- m) *Management Discretion as to Application of Proceeds*** - The net proceeds from this Offering will be used for the purposes described under "Item 7: USE OF FUNDS". The issuer reserves the right to use the funds obtained from this Offering for any general business purposes and such other purposes not presently contemplated which it deems to be in the best interests of the issuer and its shareholders. As a result of the foregoing, the success of the issuer may be substantially dependent upon the discretion and judgment of the issuer's management with respect to application and allocation of the net proceeds of the Offering. Investors will be entrusting their

funds to the issuer's management, upon whose judgment and discretion, the investors must depend.



**14.3 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.**

**Securities regulatory authority and regulators of the participating jurisdictions:**

British Columbia	British Columbia Securities Commission The document must be filed electronically at the same time as the report of exempt distribution in Form 45-106F6 at (click on BCSC eServices and follow the steps).
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.msc.gov.mb.ca
New Brunswick	Financial and Consumer Services Commission 85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Toll free: 1-866-933-2222 Fax: 506-658-3059 E-mail: info@fcnb.ca www.fcnb.ca
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 www.nssc.gov.ns.ca

Québec

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