

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 The issuer:

- (a) Full legal name: 1114792 B.C. LTD.
- (b) Head office address: 214-1420 Alpha Lake Road, Whistler, BC V0N 1B1
- (c) Telephone: 604-209-4192
- (d) Fax: NA
- (e) Website URL: www.greenmoustache.com

- 2.2 Contact person of the issuer who is able to answer questions from purchasers and security regulatory authority or regulator:

- (a) Full legal name: Geoff Telfer
- (b) Position held with the issuer: Partner & Chief Strategy Officer
- (c) Business address: 214-1420 Alpha Lake Road, Whistler, BC V0N 1B1
- (d) Business telephone: 604-209-4192
- (e) Fax: NA
- (f) Business e-mail: geoff@greenmoustachejuice.com

Item 3: BUSINESS OVERVIEW

- 3.1 1114792 B.C. LTD., (hereinafter referred to as “the Issuer”) is a holding company of Green Moustache Juice Inc. (100% ownership), Green Moustache Licensing (100% ownership), Richer Health Consulting (97% ownership), and Richer Health Retreat Centre (100% ownership). The Issuer employs staff, engages contractors, and pays for services that are used by subsidiaries. The subsidiaries pay management fees to the Issuer as compensation for these services and as return on investments made by the Issuer into the subsidiaries. As the controlling owner of all subsidiaries, the Issuer has exclusive control over the terms of management fee agreements between entities.

Green Moustache Juice Inc. is a 100% Organic Plant-Based Café chain serving up delicious, nutritious, healing foods to the community. The Green Moustache Licensing is an expanding franchise operation bringing health and healing to communities across BC and Canada. Richer Health Consulting and Richer Health Retreat Centre is dedicated to teaching the world about the healing power of food, reducing rates of cancer and chronic disease and promoting health in the community. Richer Health Consulting and Richer Health Retreat Centre run classes, retreats and workshops designed to show individuals to use food as medicine to heal and thrive.

The Issuer is raising to fund franchise expansion, developing vending machine outlets that serve its products, and systems investment.

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

Item 4: MANAGEMENT

4.1 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
Nicolette Richer, CEO and Founder	Owner/operator of Green Moustache Organic Juice, Smoothie + Live Food Bar and Richer Health Consulting.	Orthomolecular Health Educator, PhD Student of social sciences, Author and Speaker. Nicolette created The Green Moustache Café, Richer Health & the Nutrition + Detox Wellness Centre to spread the message of optimum health through sharing meals, experiencing nutritional healing and building a team of educators	760,000 Class A Shares	306,000 securities acquired on April 11, 2017 through an S.85 exchange. 195,000 securities acquired on April 12, 2017 through an S.85 exchange. 250,000 securities valued at \$6.00 per	60.80%

		to support their communities.		share were acquired on Sept 30, 2018 through a S.85 exchange for all outstanding shares of Richer Health Consulting and Richer Health Retreat Centre.	
Pierre Richer, COO and Founder	COO with Green Moustache	Pierre's career has consistently been infused with social interaction, teaching/education, involvement in the community and spending as much time outdoors as humanly possible. Pierre oversees the menu, corporate retail and wholesale and coaches all Green Moustache franchisees to successfully serving their community clean, healing food and juices.	427,500 Class B Shares	231,500 securities were acquired on April 11, 2017 through an S.85 share exchange. 195,000 securities were acquired on April 12, 2017 through an S.85 share exchange. 250,000 securities were acquired on Sept 30, 2019 through an S.85 share exchange.	34.10
Geoff Telfer, Partner and Chief Strategy Officer	Director at Telus Communications	A leader in corporate and not-for-profit marketing and operations for the past 20 years, Geoff is entrusted with furthering Green Moustache's	50,000 Class C Shares	50,000 acquired on July 5, 2017 at \$3 per share through a share transfer. Additional	4.00%

		reach and impact. Inspired by family events, Geoff is committed to the challenge of disrupting the food services and healthcare industries for the benefit of the health and wellness of his community.		12,658 issued as stock options on July 5, 2018 as compensation.	
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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, Ontario, Quebec, and New Brunswick and make this offering document available in British Columbia, Saskatchewan, Alberta, Manitoba, Nova Scotia and New Brunswick.
- 5.3 The date before which the Issuer will close 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 Non-Voting Class C Common Shares, which are available through FrontFundr.
- 5.5 The eligible securities offered provide the following rights:
- Dividends (subject to the *Business Corporations Act*, the directors may from time to time declare and authorize payment of such dividends as they may consider appropriate).
 - Rights upon wind-up or liquidation (all holders of common shares shall be entitled to participate equally in the distribution of the assets of the Company pro rata in accordance with the number of common shares held).
 - Right of First Refusal.
 - Transfer to Affiliates.
 - Piggy-Back Rights.
- 5.6 Other conditions attached to the eligible securities being offered:
- The holders of the Class C Common Shares shall not have any voting rights.
 - 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 the Class B common shares.
 - Restriction on share transfers.
 - Restriction on allotment and issuer of shares whereby the Directors shall, before allotting shares, offer those shares pro rata to the shareholders of the Company; but where there are classes of shares, the Directors shall first offer the shares to be allotted pro rata to the shareholders holding shares of the class proposed to be allotted and, if any shares remain, the Directors shall then offer the remaining shares to pro rata to the other shareholders.
 - Drag along rights.

5.7 Offering information:

	Total amount (\$)	Total number of eligible securities issuable
Minimum offering amount	\$250,006.32	35,064
Maximum offering amount	\$1,250,003.08	175,316
Price per eligible security	\$7.13	

¹ 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 \$500.

Item 6: ISSUER'S BUSINESS

6.1 The Issuer is a holding company of four subsidiaries. The five subsidiaries it owns are the following:

1. Green Moustache Juice Inc. (100% ownership)
2. Green Moustache Licensing (100% ownership)
3. Richer Health Consulting (97% ownership)
4. Richer Heath Retreat Centre (100% ownership)

Each subsidiary is committed to serving the health of our planet. The subsidiaries use 100% organic ingredients as locally sourced as possible and minimize waste as all its packaging is fully compostable. All organic waste is composted in a closed-loop recycling system and used to grow the delicious, organic micro greens that Green Moustache buys back and serves.

Green Moustache Juice Inc.:

Nutritious and organic whole-food restaurants. Serving up 100% organic food, juices, smoothies and desserts made fresh daily. Green Moustache has locations in Whistler, Squamish, Lower Lonsdale, and Edmonton.

Green Moustache Licensing:

Green Moustache Licensing is the Issuer's franchising arm. Green Moustache Licensing prides itself on not being a "concept" chain or fad-brand manufactured to grab customers' attention and convince them to frequent the cafes. The Green Moustache team assists franchisees with leasing a space, building out the café, training the owners and staff on food preparation and operations. Fees include a \$25,000 franchise fee, 6% ongoing royalty fees, and 3% ongoing contribution to advertising.

Richer Health Consulting:

Under Richer Health Consulting, Nicolette Richer provides consulting services that help to demystify cancer & chronic illness and ignite the healing powers of the human body. In addition to showing patients how to effectively stimulate cellular nutrition and detoxification, Nicolette shows people how to recognize and transform the top five physiological stressors, so patients can kick-start their body's natural self-repair mechanisms in an attempt to eliminate cancer and other chronic illnesses. Richer Health is of service to individuals and groups who suffer from chronic illnesses, including cancer, and who want to heal their disease - despite what allopathic medicine says is possible.

Richer Health Retreat Centre:

Richer Health provides health and wellness workshops, retreats, and online programs that help individuals heal disease using food as medicine. Richer Health programs are based on a whole food, plant-centric diet that is both healing and detoxifying.

- 6.2 The Issuer was incorporated on April 11, 2017, under the Business Corporations Act (British Columbia). Its incorporation number is BC1114792.
- 6.3 The Issuer's articles of incorporation and shareholders' agreement are available to purchasers upon request.
- 6.4 The Issuer is a holding company that performs corporate functions for its subsidiaries. The subsidiaries perform operational functions and collect revenues from customers. The corporate functions include business and marketing strategies to coordinate and enhance the success of each subsidiary. The issuer is a newly incorporated entity, as such, it is in the development stage.
- 6.5 Management prepared, unaudited 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 raised \$12,500 on April 11, 2017 for \$2 per share under the Private Issuer Exemption. The funds were used to finance the franchise development. The Issuer's subsidiary Green Moustache Juice Inc., previously raised \$50,000 from BDC at 4.70% (BDC base rate) + 5%

(variance), at an interest only rate for the first 6 months, starting October 7, 2017, payable monthly, amortizing over 60 months. The BDC loan was used to fund franchise development and operational investments in the Green Moustache Juice Inc. restaurants. Green Moustache Juice Inc. has also raised \$104,000 on December 4, 2015 from Women’s Enterprise Centre, payable monthly, amortizing over 60 months (on demand), at the prime interest rate in effect from the date of offer [2.7%] plus 2.25% per annum, calculated monthly. The purpose of the Women’s Enterprise Centre Loan was to finance leaseholds, working capital and equipment. The Issuer’s subsidiary, Richer Health Consulting DBA Richer Health Retreat Centre has also raised \$75,000 on August 16, 2017 from Women’s Enterprise Centre, payable monthly, amortizing over 60 months (on demand), at the prime interest rate in effect from the date of offer [2.95%] plus 2% per annum, calculated monthly. The purpose of the Women’s Enterprise Centre Loan was to finance working capital, equipment, leaseholds, and inventory.

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 \$ 250,000	Assuming maximum offering amount \$ 1,250,000 ¹
Commissary Kitchen & Vending Machines	\$170,000	\$420,000
Working Capital Requirements ²	\$80,000	\$215,000
Marketing & System Investments	\$0	\$125,000
Hospital Kiosks	\$0	\$360,000
Shareholder Loan Repayment ³	\$0	\$130,000
Total – Available Funds	\$250,000	\$1,250,000

¹ 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.

² Working capital requirements include the estimated compensation paid to funding portal, as described in 9.1.

³ Nicolette Richer has loaned the Issuer \$130,000, at three (3) percent annual simple interest payable on the unpaid principal, the loan will be repayable on demand at any time after November 13, 2021, prior to the due date, the corporation will make partial repayments on account of the outstanding balance of the loan from time to time if and when the board of directors of the corporation determines that there are available funds from operations to make such repayment. In connection with the foregoing corporation a) acknowledges that Nicolette and Pierre are directors of the Corporation; and b) agrees that Nicolette and Pierre may nevertheless vote as directors of the corporation in favour of loan repayments and that any conflict of interest that may exist in connection therewith is waived to the greatest extent allowable by law, it being recognized that the corporation requires the benefit of the loan and that the lenders deserve to be repaid on a timely basis, and subject as set out in the shareholders' agreement and provided the corporation is not in default, the corporation may repay the outstanding balance of the loan to the lender at any time without bonus or penalty. Despite being directors of the Company, Nicolette and Pierre shall not be precluded from taking steps to obtain repayment of the Existing Shareholder Loan based on allegations of conflict of interest or otherwise.

Item 8: PREVIOUS START-UP CROWDFUNDING DISTRIBUTIONS

8.1 Neither the Issuer nor any person listed in Section 4.1 has been involved in any previous start-up crowdfunding distributions in any of the participating jurisdictions in the past five years. \$12,500 was raised previously under the Private Issuer Exemption to fund franchise development.

Item 9: COMPENSATION PAID TO FUNDING PORTAL

9.1 FrontFundr may retain 6% of the total raise or \$40 per individual (or \$100 per company) that invests based on which of the amounts are greater, as commission. In addition, the Issuer may pay FrontFundr warrants in the amount of 6%. The Issuer has compensated FrontFundr \$8,250 for an Onboarding Fee and \$240 for a Search Fee.

Item 10: RISK FACTORS

10.1 General Risks

There are certain risks inherent in an investment in the Non-Voting Class C Common Shares and in the activities of the Issuer, which investors should carefully consider before investing. The following is a

summary only of some of the risk factors. Prospective purchasers should review the risks relating to an investment in the Issuer 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 Non-Voting Class C Common Shares 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 Non-Voting Class C Common Shares. 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 the Non-Voting Class C Common Shares (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 event the fair market value, fair value, or the 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.
2. ***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.)
3. ***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.
4. ***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.

5. ***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. Management fees from subsidiaries are the only way in which the Issuer may earn revenues. As the controlling owner and operator of the subsidiaries, the fee structures are set by the Issuer. Should the Issuer sell all or a portion of interest in a subsidiary, any distribution of the proceeds to shareholders will be made on a proportional basis and be inclusive of all share classes.
- 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 of directors. The Issuer needs to develop sufficient expertise and add skilled employees or retain consultants in areas such as finance and sales 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 will be entitled to receive dividends only when, as, and if, declared by the Issuer's board of directors.

- 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.

Item 11: REPORTING OBLIGATIONS

- 11.1 The Issuer is not a "reporting issuer" in any jurisdiction in Canada. Subject to the terms of the Voting Trust Agreement described above, the Issuer will provide shareholders with annual financial statements and any further information respecting to the financial position of the corporation and the results of its operations as may be required by the *Business Corporations Act* (British Columbia).

Item 12: RESALE RESTRICTIONS

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

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

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

Item 14: DATE AND CERTIFICATE

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

14.2 Authorized Signatory:

Signature:  _____

Date: 11/21/2018

Geoff Telfer
Partner & Chief Strategy Officer
1114792 B.C. LTD.

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 www.bcsc.bc.ca (click on BCSC eServices and follow the steps).

Manitoba

The Manitoba Securities Commission

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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

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Québec

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Direction du financement des sociétés
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Saskatchewan

Financial and Consumer Affairs Authority of Saskatchewan
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