

**INFORMATION REQUIRED IN PREPARING AN
OFFERING MEMORANDUM**

Non-review by Commission:

The following statement shall be in bold print:

No securities commission or similar regulatory authority has passed on the merits of the securities offered nor has it reviewed this offering memorandum and any representation to the contrary is an offence.

Risk Factor:

- (1) Describe the risk factors and speculative nature of the enterprise or the securities being offered, summarize the factors that make the purchase a risk or speculation.

- (2) Without restricting the generality of subsection (1), disclose if the purchaser may become liable to make an additional contribution beyond his initial investment.

Details of Offering:

1. Details of the offering:

- (a) expected closing date _____
- (b) subsequent closing date(s) _____
- (c) minimum subscription _____
- (d) class and description of shares _____
- (e) number of shares per unit _____
- (f) dollar value per unit or per share _____
- (g) any security _____
- (h) debt vs. equity _____

2. Plan of distribution, including how costs of the offering are to be absorbed

3. Objectives of the offering

4. Use of proceeds

5. Nature of the undertaking
