

**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.

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

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**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

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3. Objectives of the offering

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4. Use of proceeds

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5. Nature of the undertaking

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**Issuer:**

1. Details of the corporation, including the name, principal business address and registered address of the issuer, and incorporation/amalgamation/registration details and any amendments to the articles

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2. Describe the share capital structure of the issuer

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3. Debt of the issuer

Secured \_\_\_\_\_

Unsecured \_\_\_\_\_

4. Capitalization of the corporation

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**Directors, Executive Officers, Promoters and Principal Holders of Securities:**

1. Provide the name, municipality of residence and principal occupation for the last 5 years of each director, executive officer as defined in Form 40, promoter and principal holder of securities

(being those holders that hold directly or indirectly more than 10% of any class of voting securities of the issuer).

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2. Disclose all securities of the issuer including options, held by the directors, executive officers as defined in Form 40, promoters and principal holders of securities at a date not more than 30 days prior to the date the securities were first offered for sale pursuant to the offering memorandum.

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3. If the issuer is a limited partnership, provide disclosure in respect of the general partner of the limited partnership.

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4. If the promoter of the limited partnership is not the general partner, provide disclosure relating to the promoter of the limited partnership.

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**THIS IS A 7-PAGE FORM.**