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**OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION**



April 24, 2024

**IMPACT ANALYTICS INC.
(THE “COMPANY” OR “IMPACT ANALYTICS”)**

PART 1. SUMMARY OF OFFERING

What are we offering?

Securities Offered: A minimum of 800,000 units of the Company (each, a “**Unit**”) and up to a maximum of 2,000,000 Units.

Description of Securities Offered: Each Unit will consist of one Class A common share in the capital of the Company (each, a “**Common Share**”) and one Common Share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder thereof to purchase one Common Share (each, a “**Warrant Share**”) at a price of \$2.00 per Warrant Share for a period of 24 months after the closing date of the Offering (as defined below). The Warrants will be governed by the terms and conditions set forth in the certificates representing the Warrants.

Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Company and to attend and cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro-rata basis such dividends, if any, as and when declared by the Company's board of directors at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Company, and are entitled to receive on a pro-rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro-rata basis with the holders of Common Shares with respect to dividends or liquidation.

Offering Price: \$1.00 per Unit.

Offering Amount: A minimum of 800,000 Units and up to a maximum of 2,000,000 Units for minimum gross proceeds of \$800,000 and maximum gross proceeds of up to \$2,000,000 (the “**Offering**”).

Closing Date: The Offering is expected to close on or about June 6, 2024, or on any other date as the Company may determine, and, in any event, on or before a date not later than 45 days after the date of the filing of this Offering Document. The Offering may close in one or more tranches.

Exchange:	The Common Shares are listed and posted for trading on the Canadian Securities Exchange (the “CSE”) under the symbol “PACT”.
Last Closing Price:	On April 24, 2024, the last trading day completed prior to the date of this Offering Document, the closing price of the Common Shares on the CSE was \$0.98.

All references in this Offering Document to “dollars”, “C\$” or “\$” are to Canadian dollars, unless otherwise stated.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this Offering, the Company represents the following is true:

- The Company has active operations and its principal asset is not cash, cash equivalents or its listing on the CSE.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$5,000,000.
- The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains “forward-looking information” within the meaning of applicable Canadian securities laws. Forward-looking information is generally identifiable by use of the words “believes”, “may”, “plans”, “will”, “anticipates”, “intends”, “could”, “estimates”, “expects”, “forecasts”, “projects” and similar expressions, and the negative of such expressions.

Forward-looking information in this Offering Document includes, but is not limited to, statements that the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the payment of finder’s fees; the completion of the Offering and the date of such completion; the Company’s future plans, objectives, strategies and goals relating to its business and properties; the Company’s belief that the Company’s current cash and short-term investments together with anticipated cash flow from operations will be sufficient to meet the Company’s working capital requirements and capital expenditure requirements for the foreseeable future.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: limited operating history; inability to develop new platform features; retaining key personnel; maintaining the Company’s culture; breach of the Company’s security measures; failure of information systems or a component of information systems; dependence on customer internet access and use of internet for commerce; privacy, data protection, and information security concerns, and data collection and transfer restrictions and related domestic or foreign regulations; anti-money laundering, anti-terrorism financing, anti-corruption and economic sanctions laws; negative

publicity and sharing of information through social media; failure to develop, maintain, and enhance the Company's brand; management of growth; mergers or other strategic transactions involving the Company's competitors or customers; protection of the Company's proprietary rights; infringement of intellectual property; use of artificial intelligence in the Company's platform; litigation or other proceedings; credit risk; management of risks relating to its obligations as a service provider; inaccuracies of information provided to the Company by consumers or third-party data providers; failure to offer high-quality customer support; reliance upon SaaS technologies from third parties; technological developments or new versions or updates of operating systems and internet browsers; success of its marketing efforts; acquisition of other companies or technologies; conflict of interest; breach of confidentiality; negative operating cash flow; requiring additional capital to support growth; revenue risk; going concern risk; judgments or estimates relating to the Company's critical accounting policies; complying with laws and regulations affecting public companies; difficulty in forecasting; investment in Common Shares; price volatility; dilution; dividends; competitive conditions in the artificial intelligence business; regulatory requirement; adverse economic and market conditions; changes in technology; natural disasters, public health crises, political crises, or other catastrophic or adverse events; general economic conditions in Canada, the United States and globally; unanticipated operating events; fluctuations in currency rates; geopolitical risks; the availability of capital on acceptable terms; human error; the influence of third party stakeholders; limits of insurance coverage and the occurrence of uninsurable risks; the Company's discretion over the use of proceeds from financings; the Company's inability to maintain the listing of the Common Shares on a stock exchange; certain securities that the Company may issue not being listed on a stock exchange; the Company's compliance with evolving corporate governance and public disclosure regulations; changes in tax laws; and other risks.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at www.sedarplus.ca. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

All forward-looking information in this Offering Document is qualified in its entirety by this cautionary statement and we disclaim any obligation to revise or update such forward-looking information to reflect future results, events or developments, except as required by law.

PART 2. SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Impact Analytics is a Canadian-based risk assessment, data intelligence and financial services platform powered by artificial intelligence.

Recent developments

- On October 2, 2023, the Company announced its intention to complete a forward share split of its Common Shares on the basis of four (4) new Common Shares for each one (1) Common Share (the **"Share Split"**). The Share Split was ultimately completed on October 6, 2023.
- On October 12, 2023, the Company announced the appointment of Sebastian Lowes as General Counsel and to its board of directors.
- On December 5, 2023, the Company announced it had secured a long-term, privacy-centric data centre co-location and hosting solutions at Hurricane Electric LLC's data centre in Fremont, California, USA.

- Also on December 5, 2023, the Company announced that it had engaged the services of Global One Media Ltd. to manage its social media channels, including the distribution of interviews, company news and other similar services.
- On December 8, 2023, the Company announced it had completed the first tranche of a non-brokered private placement of units for gross proceeds of \$348,000 through the sale of 696,000 units at a price of \$0.50 per unit.
- Also on December 8, 2023, the Company announced that it had engaged the services of Scandinavian Alliance to assist in managing brand recognition and awareness, social media strategy and planning, community engagement, social media reporting and other similar services.
- On December 12, 2023, the Company announced the appointment of Mitch Johnstone as a strategic advisor to the Company.
- On December 15, 2023, the Company announced the completion of the second tranche of the non-brokered private placement of units previously announced on December 8, 2023, for gross proceeds of \$216,570 through the sale of 433,140 units at a price of \$0.50 per unit.
- On January 12, 2024, the Company announced the completion of the third and final tranche of the non-brokered private placement of units previously announced on December 8, 2023, for gross proceeds of \$187,500 through the sale of 375,000 units at a price of \$0.50 per unit.
- On January 16, 2024, the Company announced the appointment of Dato Mohd Emir Mawani Abdullah as a strategic advisor to the Company.
- On January 23, 2024, the Company announced the introduction of its product Credissential, which aims to disrupt current methods of credit data storage, management and application via the transition of retail and commercial credit application systems into the digital realm.
- On January 30, 2024, the Company announced the introduction of the Lana Platform and its application, Lana Cash, which was developed as a widely compatible software layer, easily adaptable by enterprise and small to medium businesses to enhance traditional risk assessment overlays.
- On January 31, 2024, the Company provided an update with respect to the Company's development and services agreement with Research Laundry LLC (the "**Development and Services Agreement**").
- Also on January 31, 2024, the Company announced that the Company's Common Shares became eligible for electronic clearing and settlement through the Depository Trust Company in the United States.
- On February 1, 2024, the Company announced its intention to complete a non-brokered private placement offering of units for gross proceeds of up to \$2,000,000. The offering was expected to consist of up to 1,550,387 units priced at \$1.29 per unit. Each unit was to be comprised of one Common Share and one-half of one Common Share purchase warrant, with each whole warrant exercisable for a period of one (1) year at a price of \$2.00 per warrant.
- On February 7, 2024, the Company announced the launch of its intelligent software pilot program, Pulse, which is designed to allow users to build off of, and advance, select capabilities of the Company's proprietary software currently under development.
- Also on February 7, 2024, the Company announced that it had begun a week-long tour of three important European financial centres, beginning on February 11, 2024.
- On February 22, 2024, the Company announced its dual listing under the ticker symbol "PACT" on Upstream, a MERJ Exchange market and global securities trading app. The dual listing on Upstream works to provide digital-first investors around the world with streamlined access to the Company's Common Shares using an app.

- On February 27, 2024, the Company announced that it had entered into a letter of intent with Darkflow Holdings, Inc. dated February 26, 2024, in connection with a potential joint venture, pursuant which, the parties have period of one-hundred and twenty (120) days, to exclusively negotiate, in good faith, the terms and conditions of a definitive agreement or joint venture agreement to give effect to potential joint venture, whether formally or pursuant to the creation of a special purpose vehicle, or otherwise.
- On February 29, 2024, the Company announced that the Canadian Investment Regulatory Organization had temporarily suspended the trading of its Common Shares.
- On March 18, 2024, the Company provided an update to describe the current business of the Company (the “**Current Business**”), which represents a change from its prior business (the “**Prior Business**”). The Prior Business was focused primarily on the formation of subsidiaries and the sale of minority interests in such subsidiaries to companies looking to raise funds from investors wishing to use their registered funds, such as RRSPs and TFSAs. Under the Current Business, the Company aims to provide risk assessment, data intelligence and financial services platforms powered by artificial intelligence.
- Also on March 18, 2024, the Company announced that the Alberta Securities Commission (the “**ASC**”) panel sided with the Company, dismissing an application by ASC staff for the extension of an Interim Cease Trade Order (the “**ICTO**”) that had been issued against the Company on February 29, 2024. Subsequent to the expiration of the ICTO, the Company’s Common Shares resumed trading on March 19, 2024.
- On March 19, 2024, the Company announced that it completed the first tranche of its non-brokered private placement of units that was previously announced on February 1, 2024, for gross proceeds of \$814,495.68 through the sale of 631,392 units at a price of \$1.29 per unit.
- Also on March 19, 2024, the Company announced that it had issued an aggregate of 221,360 restricted share units (each an “**RSU**”) to certain directors of the Company with each RSU to settle as one common share upon the satisfaction of certain conditions.
- On April 2, 2024, the Company announced that it had acquired the rights to a provisional patent (the “**Provisional Patent**”) for its AI and data analysis techniques, intended for use in the Company’s product stack under development, including LANA Cash, Credissential and the PACT Platform (formerly the Lana Platform). The Provisional Patent was acquired from a research subcontractor of the Company and was originally filed with the United States Patent and Trademark Office on September 8, 2023, under U.S. Provisional Patent Application Serial No. 63/537,421.
- On April 10, 2024, the Company announced the launch of its Secure Data Vault (“**SDV**”) product offering, intended for enterprise users. The SDV allows the Company to offer secure computing and data storage to enterprise users seeking data storage solutions, while also allowing the Company to host its applications currently under development, such as Lana Cash, Credissential and the PACT Platform.
- Also on April 10, 2024, the Company announced the appointment of Mr. Colin Frost as Chief Executive Officer and to its board of directors and the resignation of Eric Entz as Chief Executive Officer and a director of the Company.
- On April 17, 2024, the Company announced that further to its press release dated January 30, 2024, its contracted research and development partner, Research Laundry LLC, has completed the minimum viable product development of Lana Cash.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds?

The Company's business objectives for the next 12 months are to develop of the Company's product stack by Research Laundry LLC, including LANA Cash, Credissential and the PACT Platform, pursuant to the terms of the Development and Services Agreement. The below cost ranges take into account certain research and development initiatives, as outlined below.

Business Objective	Significant event to achieve business objective	Expected period for event to occur	Cost related to each event
Lana Cash apple and android app store (" App Store ") approval and launch	Software bug testing with Lana Cash minimum viable product (" MVP "); design to App Store requirements; App Store approval	Expected to be completed within twelve months following the completion of the Offering.	\$50,000 - \$100,000
Credissential MVP launch	Bug and quality control/analysis (" QA/QC ") testing on application; user interface and user experience (" UX/UI ") design finalization; conversion application into IOS, Android and web format; finalizing analysis engine; complete back-end data development.	Expected to be completed within twelve months following the completion of the Offering.	\$80,000 - \$140,000
Provisional patent to patent pending	Attend to United States Patent and Trademark Office filings; prepare legal documentation; submit patent pending.	Expected to be completed within twelve months following the completion of the Offering.	\$20,000 - \$40,000
SDV Reskin Launch	Finalize and complete UI/UX redesign	Expected to be completed within twelve months following the completion of the Offering.	\$36,000 - \$60,000
Credissential Public Beta	Bug and QA/QC testing; implement new features from partners; implement new UX/UI.	Expected to be completed within twelve months following the completion of the Offering.	\$80,000 - \$130,000
Creddissential Launch	Bug and QA/QC testing; finalize feature set; implement updated UX/UI	Expected to be completed within twelve months following the completion of the Offering.	\$80,000 - \$130,000
PACT platform MVP	Define business use application and scope of offering; develop prototype; develop UX/UI; complete	Expected to be completed within twelve months following the completion of the Offering.	\$80,000 - \$200,000

	initial back-end date development.		
PACT platform beta	Bug and QA/QC testing; implement new features from partners; implement new UX/UI.	Expected to be completed within twelve months following the completion of the Offering.	\$120,000 - \$200,000

PART 3. USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

Based on the Company's existing working capital as at March 31, 2024 of approximately \$146,406.09, the Company's expected availability of net proceeds following closing of the Minimum Offering and the Maximum Offering will be approximately \$880,406.09 and \$1,996,406.09, respectively.

The gross proceeds of the offering and the funds which will be available to us after this Offering are as follows:

		Assuming minimum offering only	Assuming 100% of Offering
A	Amount to be raised by this Offering	\$800,000	\$2,000,000
B	Selling commissions and fees⁽¹⁾	\$56,000	\$140,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$10,000	\$10,000
D	Net proceeds of offering: D = A - (B+C)	\$734,000	\$1,850,000
E	Working capital as at most recent month end	\$146,406.09	\$146,406.09
F	Additional sources of funding	N/A	N/A
G	Total available funds: G = D+E+F	\$880,406.09	\$1,996,406.09

Note:

¹ The Company may pay finder's fees in connection with the Offering, see below "Fees and Commissions".

How will we use the available funds?

Description of intended use of available funds listed in order of priority ⁽¹⁾⁽²⁾	Assuming minimum offering	Assuming 100% of the offering
Development of the Company's product stack by Research Laundry LLC, including LANA Cash, Credissential and the PACT Platform, pursuant to the terms of the Development and Services Agreement – see below table	\$546,000	\$1,000,000
General and administrative expenditures ³	\$250,000	\$250,000
Unallocated working capital	\$84,406.09	\$746,406.09
Total:	\$880,406.09	\$1,996,406.09

Notes:

¹ The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course salaries.

² The Company's most recently filed audited annual financial statements included a going concern note. The going concern note provided that the Company's continuation depends upon its ability to raise adequate financing and to develop profitable operations. This Offering is not anticipated to address any uncertainties that affect the decision on whether a going concern note will be included in the Company's next annual financial statements.

³ General and administrative expenditures includes (without limitation) directors and officers insurance, salaries, office and general costs and funds payable to external professionals, including accounting, audit, transfer agency and legal costs.

The Company will be using part of the available funds for research and development as follows:

Product	Timing and stage of research and development that management anticipates will be reached using the funds	Major components of the proposed programs the issuer will use the available funds for, including an estimate of anticipated costs	Subcontractor for research and development	Additional steps required to reach commercial production and an estimate of costs and timing
Credissential	Bug and QA/UC testing on application; UI/UX design finalization; conversion application into IOS, Android and web format; finalizing analysis engine; complete back-end data development.	<ul style="list-style-type: none"> - Front end UI/UX usability development. <ul style="list-style-type: none"> o Approx. cost \$56,000 - Backend database, security, server-side functionality. <ul style="list-style-type: none"> o Approx. cost: \$64,000 - AI Specialist and/or Data scientist. <ul style="list-style-type: none"> o Approx cost: \$40,000 	Research Laundry LLC	<ul style="list-style-type: none"> - Development of features for each release. Second half of 2024. Approx. cost: \$80,000. - Development of beta & commercial additional features and functionality. Within 12 months of Offering. Approx. cost: up to \$100,000.
SDV	Finalize and complete UI/UX redesign	<ul style="list-style-type: none"> - UI/UX development <ul style="list-style-type: none"> o Approx. cost: \$28,800 - Continued backend and server upgrades. <ul style="list-style-type: none"> o \$7,200 	Research Laundry LLC	<ul style="list-style-type: none"> - SDV is currently fully commercialized, however, the Company plans on continuing to develop, enhance and improve the product offering. - Reskin of large-scale hybrid cloud infrastructure program for enhanced usability and simplicity. Within 9 months of Offering. Approx. cost: up to \$80,000.
PACT platform MVP	Define business use application and scope of offering; develop prototype; develop UX/UI; complete initial back-	<ul style="list-style-type: none"> - Front end UI/UX usability development. <ul style="list-style-type: none"> o Approx. cost \$50,000 - Hiring back-end developers (to develop database, 	Research Laundry LLC	<ul style="list-style-type: none"> - Development of planned modules. Within 9 months of Offering. Approx cost: up to \$50,000. - Document signing, verification and collection. E-

	end date development.	security, server side functionality). o Approx. cost: \$80,000. - AI Specialist and/or Data scientist. o Approx cost: \$70,000.		Identifiers. Within 12 months of Offering. Approx. cost: up to \$50,000. - Open banking, KYC & Web monitoring. Within 18 months of Offering. Approx. cost: up to \$100,000. - Merchant blacklist, Structure check, Business Verification, Custom risk scores, custom AI biz modules. Within 24 months of Offering. Approx. cost: up to \$200,000.
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The above allocation represents the Company's current intentions with respect to its use of available funds based on management's current knowledge, planning and expectations. Actual use of funds may differ from the estimates above because there may be circumstances where for sound business reasons, the Company determines it should reallocate the use of funds; provided, that such uses will not include a significant acquisition, a restructuring transaction, or any transaction requiring approval of the Company's security holders.

How have we used the other funds we have raised in the past 12 months?

Between December 8th, 2023 and January 12, 2024, the Company closed three tranches of a non-brokered private placement of units for aggregate net proceeds of \$752,070. The net proceeds from the foregoing private placement were intended to be used for product development and general working capital purposes. The Company has utilized the proceeds from the private placement in accordance with the proposed use of proceeds for the private placement.

On March 19, 2024, the Company closed a non-brokered private placement of units for aggregate net proceeds of \$804,462.22. The net proceeds from the foregoing private placement were intended to be used for product development and general working capital purposes. The Company has utilized the proceeds from the private placement in accordance with the proposed use of proceeds for the private placement.

PART 4. FEES AND COMMISSIONS

The Company has not engaged any dealers or finders in connection with this Offering. The Company may compensate certain finders with a cash commission of up to 7% of the aggregate gross proceeds raised from the Offering and issue finder's warrants equivalent to 7% of the total Units subscribed under the Offering.

PART 5. PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right

- a) **to rescind your purchase of these securities with the Company, or**
- b) **to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6. ADDITIONAL INFORMATION

Where you can find more information about us?

Security holders can access the Company's continuous disclosure at www.sedarplus.ca and may find additional information at our website <https://www.impactanalytics.co/>.

Purchasers should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of the offered securities.

PART 7. DATE AND CERTIFICATE OF THE COMPANY

This Offering Document, together with any document filed under Canadian securities legislation on or after April 24, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

April 24, 2024

/s/ "Colin Frost"
Colin Frost
Chief Executive Officer

/s/ "Simon Tso"
Simon Tso
Chief Financial Officer