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OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION

Credissential

January 8, 2025

CREDISSENTIAL INC.
(THE “COMPANY” OR “CREDISSENTIAL”)

PART 1. SUMMARY OF OFFERING

What are we offering?

Securities Offered:

A minimum of 4,500,000 common shares of the Company (each, a “**Common Share**”) and up to a maximum of 12,900,000 Common Shares. Each Common Share will be bundled with a Warrant (as defined below) to be offered pursuant to the Warrant Offering (as defined below).

Description of Securities Offered:

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:

The combined price for one Common Share and one Warrant shall be \$0.12, comprised of \$0.11 per Common Share and \$0.01 per Warrant.

Offering Amount:

A minimum of 4,500,000 Common Shares and up to a maximum of 12,900,000 Common Shares for minimum gross proceeds of \$495,000 and maximum gross proceeds of up to \$1,419,000 (the “**Offering**”). Combined with the Warrant Offering (as defined below) the minimum gross proceeds will be \$540,000 and maximum gross proceeds will be up to \$1,548,000.

Combined with the Warrant Offering and Concurrent Private Placement (as defined below), the minimum gross proceeds shall be \$1,040,000 and the maximum gross proceeds shall be up to \$2,048,000.

Concurrent Offerings:

Concurrent with the Offering, the Company intends to complete a brokered offering (the “**Warrant Offering**”) of Common Share purchase warrants (the “**Warrants**”) at a price of \$0.01 per Warrant with each Warrant entitling the holder thereof to acquire one Common Share (a “**Warrant Share**”) at a price per Warrant Share of \$0.16 (the “**Warrant**

Exercise Price") for a period of 60 months from the date of issuance. Purchasers of Common Shares in the Offering shall, concurrently, purchase one Warrant for every Common Share purchased.

Concurrent with the Offering and the Warrant Offering, the Company also intends to complete a brokered private placement offering (the "**Concurrent Private Placement**" and together with the Warrant Offering, the "**Concurrent Offerings**") of units (the "**Private Placement Units**") at a price of \$0.12 per Private Placement Unit for gross proceeds of approximately \$500,000. The Private Placement Units shall be comprised of one Common Share and one Common Share purchase warrant (each a "**Private Placement Warrant**") with each Private Placement Warrant entitling the holder thereof to acquire one Common Share (a "**Private Placement Warrant Share**") at the Warrant Exercise Price for a period of 60 months from the date of issuance.

Closing Date: The Offering is expected to close on such date as the Company and the Agent (as defined herein) 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 "**WHIP**".

Last Closing Price: On January 7, 2025, the last trading day completed prior to the date of this Offering Document, the closing price of the Common Shares on the CSE was \$0.20.

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 Offering and the Concurrent Offerings; the use of proceeds and the use of the available funds following completion of the Offering; the payment of fees and commissions paid to the Agent (as defined herein); 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?

Credissential is an artificial intelligence ("AI") powered financial services software developer, currently focused on the development and commercialization of its flagship products, Credissential and Credissential Dealerflow.

Credissential Platform Overview

Credissential is an AI-powered software platform for the automotive market, providing tools for both consumers and dealerships to streamline car buying and selling. The platform comprises two main applications: Credissential (for consumers) and Credissential Dealerflow (for dealerships).

Credissential

Credissential is being developed as an all-in-one car-buying app for retail consumers, allowing users to browse car inventory, access financing options, and get personalized insights on car purchases. Credissential's major component is its proprietary "credit lockbox" technology, which is being developed to securely store and use credit data without requiring data-sharing methods like email or printed copies.

Credissential is being developed to allow users to buy both new and used vehicles directly from a network of dealerships from home, using a simple and consistent user interface. With Credissential's AI, it is expected that users receive guidance on car pricing, credit options, and financing strategies.

Credissential Dealerflow

Dealerflow is being developed as an enterprise tool that helps auto dealerships market their inventory online and gather valuable customer data. It also uses the "credit lockbox" technology to securely store and back up credit applications, with the aim to protect dealerships from potential loan audits by banks and lenders.

The Dealerflow app is being developed to include an "extended lot" technology, enabling dealerships to cross-sell vehicles from other dealerships in the network, maximizing sales opportunities and keeping customers engaged. The AI in Dealerflow supports targeted upselling and cross-selling to help dealerships sell more effectively.

Platform Benefits

The entire Credissential platform aims to empower dealerships with AI-driven tools to stay competitive against emerging digital-only dealerships in Canada and the USA, protecting traditional dealerships and enhancing customer experiences.

Recent developments

- On January 2, 2025, the Company announced the expiry of its offering document related to the offering of 12,900,000 units pursuant to the Listed Issuer Financing Exemption.
- On November 13, 2024, the Company announced an offering of 12,900,000 units of the Company at a price of \$0.12 per unit for gross proceeds of up to \$1,548,000, pursuant to the Listed Issuer Financing Exemption, and a concurrent private placement of for approximately \$500,000.
- On October 29, 2024, the Company announced that the Credissential retail app was officially approved on the Apple App Store.

- On October 17, 2024, the Company announced that it had launched Credissential Dealerflow on the Apple App Store for iPad.
- On September 26, 2024, the Company announced that it had integrated its Dealerflow platform with AutoDealerData.com's comprehensive automotive data platform.
- On September 25, 2024, the Company announced that it had become aware of unusual trading volumes and stock price fluctuation of the Company's Common Shares listed on the CSE. At the request of the Canadian Investment Regulatory Organization, the Company confirmed that management was unaware of any material change in the Company's operations that would account for the increase in market activity and knew of no reason for the unusual trading activity.
- On September 18, 2024, the Company announced that it changed its name from Impact Analytics Inc. to Credissential Inc. and that the Company's ticker on the CSE would change to "WHIP".
- On September 16, 2024, the Company appointment of Mr. Stephen Brohman as Chief Financial Officer of the Company, effective September 15, 2024.
- On September 12, 2024, the Company announced it entered into a consulting agreement with AllAccess Capital Markets Inc. ("**AACM**") dated effective September 11, 2024. Pursuant to the agreement with AACM, AACM agreed to provide certain consulting and advisory services, which include, among other things, assisting the Company with strategic planning around corporate development, strategy, business development and corporate communications. The Company agreed to pay a monthly fee of C\$5,000 plus HST as well as a grant of 192,307 restricted share units ("**RSUs**") issued upon the signing date of the The agreement with AACM. The agreement with AACM has a term of 12 months.
- On September 3, 2024, the Company announced the launch of the closed beta for DealerFlow by Credissential, a novel platform designed to empower independent auto dealers to compete with competition from auto sale platforms like Carvana and Truecar.
- On August 27, 2024, the Company announced its membership in the AI Partnerships Corp Affiliate Network – a strategic collaboration connecting the Company with leading AI companies.
- On August 27, 2024, the Company also announced that pursuant to the previously announced agreement with conversational AI consultant, Mr. David Marod, on August 13, 2024, the Company has issued Mr. Marod 10,000 incentive stock options ("**Options**") on August 26, 2024 pursuant to the Company's equity incentive plan adopted February 23, 2024 (the "**Equity Incentive Plan**"). Such Options are exercisable to acquire Common Shares at an exercise price of \$0.69 per share until August 26, 2026. Additionally, Mr. Marod will also be eligible to receive up to 30,000 RSUs, subject to the achievement of certain milestones.
- On August 22, 2024, the Company announced the engagement of Carlos Becerra as a consultant of the Company to oversee the development and strategic direction of its enterprise product, Dealerflow by Credissential. Mr. Becerra will provide lead development services pursuant to the terms of a consulting agreement dated July 18, 2024 between the Company and Mr. Becerra, pursuant to which Mr. Becerra will be entitled to earn up to 150,000 RSUs, upon the successful completion of certain milestones.
- On August 22, 2024, the Company also announced the cancellation of 1,000,000 RSUs granted to certain consultants of the Company.
- On August 16, 2024, the Company announced that it has closed its transaction with Antenna Transfer Inc. ("**Antenna**"), pursuant to a definitive agreement dated August 15, 2024 (the "**Antenna Transaction**"). Pursuant to the transaction, the Company issued an aggregate of 4,500,000 Common Shares ("**Consideration Shares**") to the shareholders of Antenna, for a deemed transaction value equal to \$2,700,000. The Company also made a cash payment of \$25,000 to one of the shareholders of Antenna as the shareholders' nominee, to be distributed in pro rata to the shareholders of Antenna. The transaction is at an arm's length and there is no insider interest. There was a finder's fee payable in connection with

the transaction in an amount equal to 10% of the Consideration Shares issued, being \$270,000, which fee was paid by way of issuance of 450,000 Common Shares. The Antenna Transaction was a Significant Acquisition as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* and the Company filed a Business Acquisition Report for the Antenna Transaction in accordance with the applicable securities laws.

- On August 13, 2024, the Company announced the addition of Mr. David Marod as a consultant specializing in conversational AI to enhance the capabilities of Credissential.
- On August 13, 2024, the Company announced a correction to its previously filed press release dated August 6, 2024, where it disclosed that it had issued 5,790,000 RSUs to certain eligible participants under the Company's Equity Incentive Plan. On August 6, 2024, there were a total of 6,030,000 RSUs issued. The terms of the RSUs otherwise remain unchanged.
- On August 9, 2024 the Company announced that it had entered into an agreement with RMK Marketing Inc. ("**RMK**") to provide investor communication and investor outreach to the Company in Europe. The term of the engagement is for a period of 6 months. The Company may terminate the agreement with RMK with 30-days notice to RMK. RMK and its principals are arm's length to the Company. The Company has agreed to pay to RMK an aggregate amount equal to €250,000 (\$375,444.23) under the agreement.
- On August 9, 2024, the Company announced that it had entered into an agreement with Outside the Box Capital Inc. ("**OTB**") to provide investor relations, social media management and marketing assistance to build online presence to the Company. The term of the engagement is for a period of 6 months. The Company may terminate the agreement with OTB upon mutual consent. OTB and its principals are arm's length to the Company. The Company agreed to pay to OTB an aggregate amount equal to USD\$232,000 (\$318,591.61) and issued OTB 513,856 Options pursuant to the Company's Equity Incentive Plan at an exercise price of \$0.62 per Option.
- On August 6, 2024, the Company announced that it closed the initial tranche of the Convertible Debenture Financing (as defined below) in respect of the issuance of senior unsecured convertible notes in the principal amount of up to \$1,350,000. The Company also announced that it agreed to issue to an institutional investor (the "**Institutional Investor**") such number of warrants as is equivalent to up to 50% of the principal amount of each issued tranche of Convertible Notes (as defined below). These warrants will be exercisable into Common Shares at a price equal to 125% of the closing price of the Common Shares on the CSE on the trading day immediately preceding the issuance of the warrants for a period of five years from the date of issuance.
- On August 6, 2024, the Company announced the issuance of 5,790,000 RSUs to directors, officers and consultants of the Company. The RSUs vested immediately and are subject to a 4 month and one day hold period.
- On July 25, 2024, the Company announced it's the engagement of New York based Joseph Gunnar & Co., LLC to act as financial advisor and sole book-runner for a proposed firm commitment underwritten public offering and listing of the Company on a senior U.S. stock exchange.
- On July 25, 2024, the Company also announced that it signed a subscription agreement (the "**Subscription Agreement**") with an arm's length institutional investor, in respect of the proposed issuance of senior unsecured convertible notes ("**Convertible Notes**") in the principal amount of \$5,350,000 (the "**Convertible Debenture Financing**"). The convertible notes may be issued in (i) an initial tranche equal to \$1,350,000, followed by: (ii) 16 separate tranches, each such subsequent tranche to consist of a subscription in the amount of \$250,000 and may be convertible as to 80% of the principal amount into Common Shares and as to 20% redeemable in cash (each, a "**Subsequent Tranche**").
- On July 23, 2024, the Company announced its participation in the NVIDIA Developer Program to leverage NVIDIA's technology to potentially enhance the Company's AI capabilities.

- On July 16, 2024, the Company announced the signing of a Beta Testing and Consulting Agreement with Apex Auto Sales LLC doing business as ImportsandClassics.com (“**Apex**”) out of Bellingham, Washington dated July 15, 2024 pursuant to which Apex shall provide feedback and testing for the ‘DealerFlow’ module, assisting with the Company’s efforts to ensure that the product meets industry demands in credit application processing (the “**Beta Partnership**”). The Beta Partnership may be terminated by either party with 30 days written notice. The term of the Beta Partnership shall be for 12 months from the effective date of the Beta Partnership, during which the Company may, at its sole discretion, grant Apex Options or RSUs under the Company’s Equity Incentive Plan.
- On July 11, 2024, the Company announced that it submitted its Credissential app on the Apple App Store.
- On July 8, 2024, the Company announced that it engaged Tri Nguyen as Scalable AI Consultant effective July 8, 2024. Tri Nguyen is to provide project management, guidance, and advice on scalable Artificial Intelligence infrastructure and applications to enhance the Company’s product offerings. Pursuant to the agreement with Mr. Nguyen, the Company has agreed to issue Mr. Nguyen 10,000 Options and grant an aggregate of 20,000 RSUs, subject to certain milestones being met.
- On July 2, 2024, the Company announced it entered into an agreement with 0865381 B.C. Ltd. dated June 28, 2024 to provide investor communication support and social media publishing services to the Company in North America.
- On June 28, 2024, the Company announced that it cancelled an aggregate of 5,160,000 Options, exercisable to acquire Common Shares of the Company at an exercise price of \$0.0275 until September 25, 2025. All of the Options were voluntarily surrendered by the holders thereof for no consideration.
- On June 27, 2024, the Company announced the launch of the Credissential website at www.credissential.com.
- On June 25, 2024, the Company provided a corporate update on several matters. The Company provided an update that it had launched the private beta of Credissential; through a strategic reseller agreement with Virtuozzo Inc., the Company started offering comprehensive cloud solutions alongside its existing Secured Data Vault; the Company had successfully completed the Minimum Viable Product development of Lana Cash, its AI-driven application for real-time financial risk assessments. Furthermore, the Company announced that it entered into an agreement with Milestone Capital Partners Ltd. (“**Milestone**”), dated June 24, 2024, pursuant to which Milestone shall provide marketing services, investor outreach and awareness to the Company in Europe. The term of the engagement is for a period of 12 months and the Company may terminate the agreement at any time by providing Milestone with 14 days written notice of termination.
- On June 21, 2024, the Company announced that it entered into a consulting and capital market advisory services agreement (the “**Spark Agreement**”) with Spark Newswire Inc. (“**Spark**”). Pursuant to the Spark Agreement, Spark agreed to provide certain investor relations, consulting and advisory services, which include among other things: (i) social media brand awareness campaigns; (ii) content and communication strategy; and (iii) technical market analysis services (collectively, the “**Spark Services**”). In consideration for the Spark Services, the Company agreed to pay a cash fee of US\$250,000. The Spark Agreement had an initial term of 3 months, subject to extension by mutual agreement. The Spark Agreement was not renewed following its initial term.
- On June 21, 2024, the Company also announced the private beta launch of its previously announced (see press release dated January 23, 2024) software, Credissential, a secure document storage system for personal financial data that is focused on increasing sales and streamlining traditional analysis and decision making for enterprise.
- On June 21, 2024, the Company announced that it had completed its upsized non-brokered private placement of units for gross proceeds of \$915,000.24. The Company increased from a target amount of \$850,000 to \$915,000.24 due to an increased interest by investors to participate in the private placement.

- On May 28, 2024, the Company announced its wholly owned subsidiary Pact Cloud Ltd. entered into a reseller agreement dated May 27, 2024 with Virtuozzo Inc., pursuant to which the Company will resell a number of Virtuozzo Inc. products, complementary to the Company's Secured Data Vault offering.
- On May 21, 2024, the Company announced that it launched its "Cloud for Clunkers" program, designed to help businesses upgrade from outdated servers to more advanced cloud technologies with ease and financial flexibility. As part of the program, businesses can trade in servers older than four years with no upfront costs, transitioning to modern cloud technology, options include fully managed cloud, hybrid and private cloud solutions tailored to meet diverse operational needs, and the program supports eco-friendly disposal of old hardware and enhances business operations through modern technology.
- On May 16, 2024, the Company announced that it expanded its capacities at the Hurricane Electric data center in Fremont, California, which strategic enhancement is expected to significantly improve service delivery to clients of the Company's Secure Data Vault.
- On April 30, 2024, the Company announced that it joined the Open Infrastructure Foundation, which supports open infrastructure's development and adoption globally through hosting open-source projects and communities of practice.
- 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 ("**Research Laundry**"), has completed the minimum viable product development of Lana Cash.
- 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 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.
- 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 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.
- On March 19, 2024, the Company announced that it had issued an aggregate of 221,360 RSUs to certain directors of the Company with each RSU to settle as one Common Share upon the satisfaction of certain conditions.
- 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 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 TFSA's. Under the Current Business, the Company aims to provide risk assessment, data intelligence and financial services platforms powered by artificial intelligence.

- On February 29, 2024, the Company announced that the Canadian Investment Regulatory Organization had temporarily suspended the trading of its Common Shares.
- On February 27, 2024, the Company also announced that it re-engaged Fairfax Partners on a month-to-month basis, to provide social media services, manage the Company's inbound investor outreach and manage the preparation and assist with the dissemination of the Company's press releases.
- 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 January 31, 2024, the Company announced a clarification to its press release dated December 5, 2023 pursuant to which the Company announced that it secured long-term, privacy-centric data center co-location and hosting solutions (the "**co-Location and Hosting Services**") pursuant to an agreement with Hurricane Electric LLC ("**Hurricane Electric**"). The Company clarified that it, at the time of the announcement, had reached an agreement in principle with Hurricane Electric for the provision of the co-Location and Hosting Services, which has now been finalized into a master service agreement with Hurricane Electric ("**MSA**"). Pursuant to the MSA, Hurricane Electric agree to provide the co-Location and Hosting Services, until such services are terminated by either party.
- On January 31, 2024, the Company announced a clarification to its press release dated January 12, 2024 pursuant to which the Company announced that it had closed the final tranche of a private placement for \$1,000,000 in proceeds (the "**January 2024 Private Placement**"). The Company clarified that the January 2024 Private Placement generated aggregate gross proceeds of \$752,070 through the sale of 1,504,140 units of the Company at a price per unit of \$0.50 per unit. The Company expects to use the proceeds from the January 2024 Private Placement for product development and working capital purposes.
- On January 31, 2024, the Company provided an update with respect to the Company's development and services agreement with Research Laundry.
- On January 23, 2024, the Company announced it entered into an agreement with Blue Summit Ventures Inc. ("**Blue Summit**"), an arm's length party to the Company, to provide marketing services to enhance its social media and digital marketing functions. Blue Summit will assist in overseeing the Company's social media campaigns, harnessing the power of various platforms to raise awareness of the Company, engage with stakeholders, and communicate the Company's continuing advancements in the risk assessment market segment. Blue Summit agreed to provide digital communications services to the Company. The services will include continuing social media consultation regarding engagement and enhancement, social sentiment reporting, social engagement reporting and corporate video dissemination. The initial term of the Blue Summit agreement is for a period of 6 months.
- On January 23, 2024, the Company also announced it engaged Fairfax Partners Inc. ("**Fairfax Partners**"), for a one-month term commencing February 1, 2024 to provide social media services in an effort to increase public awareness of the Company.
- On January 23, 2024, the Company also announced it retained Venture Liquidity Providers Inc. to initiate its marketing-making service to provide assistance in maintaining an orderly trading market for the Common Shares.
- 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 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 December 8, 2023, the Company announced it had completed the first tranche of a previously announced 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.
- On November 7, 2023, the Company announced that it had entered into a development services agreement (the "**Development Services Agreement**") with Research Laundry. Pursuant to the Development Services Agreement, the Company agreed to pay Research Laundry a cash fee equal to US\$250,000.00 and issue up to 1,000,000 RSUs upon completion of certain milestones.

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 further develop and commercialize Credissential and Credissential Dealerflow. The below cost ranges take into account certain research and development initiatives, as outlined below. The below assumes that the "minimum amount" of gross proceeds is raised under the Offering. The cost related to each event, may change, depending on the aggregate amount raised under this Offering. The below are estimates on what the Company believes are reasonable. As is germane to software development, additional funds spend on the events described below could be deployed to enhance the software, or allocated elsewhere as the need arises in the development and commercialization of the software.

Business Objective	Significant event to achieve business objective	Expected period for event to occur	Cost related to each event
Launch and support commercial version of Credissential	Debug, revision and quality control Credissential and Dealerflow Beta	Q1 2025	\$50,000
Expand "Lockbox" feature to include loan documentation for dealships for backup when audited by banking partners	Expansion of storage capability, expansion of Dealerflow UI to include multipage documents and timestamps	Q1 2025	\$75,000
Market Dealerflow & Credissential Apps to network & prospect list	Launch of commercial app	Q1 2025	\$25,000
Finish development and launch "Extended Lot" feature for Credissential app	Build inventory management system, finish API call capability for existing DMS (Dealer Management Systems), specifically CDK and Dealertrak as first priorities	Q2 2025	\$25,000

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 December 31, 2024 of approximately \$(260,981), the Company's expected available net proceeds following closing of the minimum Offering and the maximum Offering and not including the additional funds will be approximately \$99,369 and \$958,689, 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	\$495,000	\$1,419,000
B	Selling commissions and fees ⁽¹⁾	\$34,650	\$99,330
C	Estimated offering costs (e.g., legal, accounting, audit)	\$100,000	\$100,000
D	Net proceeds of offering: D = A - (B+C)	\$360,350	\$1,219,670
E	Working capital as at most recent month end	\$(260,981)	\$(260,981)
F	Additional sources of funding	\$3,706,850 ⁽²⁾	\$3,784,970 ⁽³⁾
G	Total available funds: G = D+E+F	\$3,806,219 ⁽⁴⁾	\$4,743,659 ⁽⁴⁾

Note:

¹ The Company has agreed to pay commission to an agent in connection with the Offering, see below "Fees and Commissions".

² Comprised of: (i) \$465,000 in expected net proceeds of the Concurrent Private Placement, assuming the maximum amount sold under the Concurrent Private Placement (gross proceeds of \$500,000 less 7% cash commission (see below "Fees and Commissions")); (ii) \$41,850 in net proceeds from the Warrant Offering and assuming the minimum Offering sold (gross proceeds of \$45,000 less 7% cash commission (see below "Fees and Commission")); and (iii) up to \$3,200,000 available to the Company pursuant to draw downs on Subsequent Tranches under the Convertible Notes.

³ Comprised of: (i) \$465,000 in expected net proceeds of the Concurrent Private Placement, assuming the maximum amount sold under the Concurrent Private Placement (gross proceeds of \$500,000 less 7% cash commission (see below "Fees and Commissions")); (ii) \$119,970 in net proceeds from the Warrant Offering and assuming 100% of the Offering sold (gross proceeds of \$129,000 less 7% cash commission (see below "Fees and Commission")); and (iii) up to \$3,200,000 available to the Company pursuant to draw downs on Subsequent Tranches under the Convertible Notes.

⁴ Calculated on an adjusted basis using current assets minus current liabilities, less long-term debts payable.

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
Further development and commercialization of Credissential and Credissential Dealerflow	\$90,000	\$400,000
General and administrative expenditures ⁽³⁾	\$185,350	\$185,350
Unallocated working capital ⁽⁴⁾	\$3,530,869	\$4,158,309
Total:	\$3,806,219	\$4,743,659

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.

⁴ Includes the Convertible Notes available to the Company under Subsequent Tranches and the net proceeds of the Concurrent Offerings.

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 ⁽¹⁾	Full commercialization launch	<ul style="list-style-type: none"> - Debug: \$10,000 - Revision and quality control: \$20,000 - Credissential and Dealerflow Beta to both Appstore and Google Play store: \$5,000 	In-house (via Colin Frost) and Research Laundry	<p>Product is commercial but revision for uptake may be required.</p> <p>1-3-month process dependent on amount of bugs found and revisions required, could result in an additional cost of \$50,000.</p>
Dealerflow ⁽²⁾ & Credissential	Enhanced commercialization and additional product features.	<ul style="list-style-type: none"> - Build inventory management system \$10,000. - Finish API call capability for existing DMS (Dealer Management Systems) specifically CDK Global and Dealertrak: \$10,000. - Finish user interface and user experience: \$25,000. - Integration of crypto currency platform into DealerFlow \$5,000 - QA/QC: \$5,000. 	In-house (via Colin Frost) and Research Laundry	<p>3-5-month process dependent on dealership feedback and revisions required, could result in an additional cost of \$125,000.</p>
Antenna Platform	Quantum Encryption Integration	<ul style="list-style-type: none"> - Integrate third-party quantum encryption into Antenna platform: \$5,000 	In-house (via Colin Frost) and Research Laundry	<p>6 – 12 months with an additional cost of up to \$150,000.</p>

Notes:

¹ Credissential is currently in private beta.

² Dealerflow is currently in private beta.

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, based on the "minimum amount" raised. 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 securityholders.

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

Date(s) of Financing	Amount of Financing	Intended Use of funds	Variance
December 8, 2024 December 15, 2024 January 12, 2024	\$752,070	Product development and working capital purposes.	No variance
March 19, 2024	\$814,495.68	Product development and for general working capital purposes	No variance
June 21, 2024	\$915,000.24	Product development and for general working capital purposes	No variance
August 6, 2024	\$1,080,000	General corporate purposes and costs associated with the potential concurrent U.S. listing	No variance

PART 4. FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with the Offering, if any, and what are their fees?

Agent: Beacon Securities Limited (the "**Agent**").

Cash Payment: The Company has agreed to pay a corporate finance fee to the Agent equal to \$50,000, payable in cash or in Private Placement Units at \$0.12 per Private Placement Unit, at the option of the Agent.

Cash Commission: In consideration for the services provided to the Company, the Company has agreed to pay the Agent a cash fee equal to 7.0% of the aggregate gross proceeds of the Offering, the Warrant Offering and the Concurrent Private Placement.

Compensation Options: In consideration for the services provided to the Company, the Company has agreed to issue to the Agent compensation options exercisable into a number of units (the "**Compensation Option Units**") equal to 7.0% of the of the total Common Shares issued in connection with the Offering and the Concurrent Private Placement. The Compensation Option Units will be exercisable for 36 months following the closing of the Offering. Each Compensation Option Unit shall be comprised of one Common Share and one Common Share purchase warrant (a "**Compensation Option Warrant**") with each Compensation Option Warrant entitling the holder thereof to acquire one Common Share (a "**Compensation Warrant Share**") at a price per Compensation Warrant Share of \$0.16 for a period of 60 months from the date of issuance.

Do the Agents have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to the Agent, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

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 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 www.credissential.com/.

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 January 8, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

January 8, 2025

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

/s/ "Stephen Brohman"
Stephen Brohman
Chief Financial Officer