

**URIEL GAS HOLDINGS CORP.**  
**Start-Up Crowdfunding – Offering Document**

**Form 45-110F1**  
**Offering Document**

**GENERAL INSTRUCTIONS:**

- (1) This offering document must be provided to your funding portal, which must make it available on its online platform. This offering document must not contain a misrepresentation. A misrepresentation means an untrue statement of material fact or an omission to state a material fact that is required to be stated, or necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. If the information contained in this offering document is no longer accurate and contains a misrepresentation, you must immediately notify the funding portal, amend the offering document and provide the new version to the funding portal.*
- (2) If an issuer is relying on the start-up crowdfunding prospectus exemption (section 5 of the Instrument) in the local jurisdiction with respect to a crowdfunding distribution, the issuer must file this offering document in the local jurisdiction. Note: if a purchaser of the securities and the issuer are in different jurisdictions, the crowdfunding distribution is occurring in both jurisdictions – the jurisdiction of the issuer’s head office and the jurisdiction of the purchaser.*
- (3) This offering document is required to be filed no later than the 30th day after the closing of the distribution.*
- (4) This offering document must be completed and certified by an authorized individual on behalf of the issuer.*
- (5) Draft this offering document so that it is easy to read and understand. Be concise and use clear, plain language. Avoid technical terms.*
- (6) Disclosure must conform as closely as possible to this form. Address the items in the order set out below. No variation of headings, numbering or information set out in the form is allowed and all are to be displayed as shown.*

**Item 1: RISKS OF INVESTING**

**1.1** Include the following statement in bold type:

**“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.”**

**1.2** Include the following statement, in bold type, if the issuer provides forward-looking statements:

**“The forecasts and predictions of an early-stage business are difficult to objectively analyze or confirm. Forward-looking statements represent the opinion of the issuer only and may not prove to be reasonable.”**

## **Item 2: THE ISSUER**

**2.1** Provide the following information about the issuer:

(a) full legal name as it appears in the issuer’s articles of incorporation, limited partnership agreement or other organizing documents, as the case may be;

Uriel Gas Holdings Corp. (“Uriel”)

(b) head office address;

Suite 2900, 500 – 4th Avenue SW  
Calgary, AB, T2P 2V6

(c) telephone;

844-343-5486

(d) email address;

danielcustock@gmail.com

(e) website URL.

<https://urielgas.com/>

*Instructions: The head office is where the individuals managing the issuer, including the CEO, maintain their offices. This may be the same as, or different from, the registered office address, depending on*

*the legal structure of the issuer. The address of the head office must be a physical address and not a post office (P.O.) box.*

**2.2** Provide the following information for a contact person of the issuer who is able to answer questions from purchasers and the securities regulatory authority or regulator:

(a) full legal name (first name, middle name and last name);

Daniel Custock

(b) position held with the issuer;

Corporate Secretary

(c) business address;

c/o Suite 2900, 500 – 4<sup>th</sup> Avenue SW  
Calgary, AB, T2P 2V6

(d) business telephone;

844-343-5486

(e) email address.

info@urielgas.com

### **Item 3: ISSUER'S BUSINESS**

**3.1** Describe the issuer's business. Provide enough detail for an investor to clearly understand what the issuer does or intends to do.

The Company is an oil and gas company engaged in the exploration for and production of crude oil and natural gas in Western Canada. The Company's business model focuses on the acquisition and exploitation of under-developed oil and gas pools, principally in the Western Canadian Sedimentary Basin. This is accomplished by incorporating resource assessment methodology to determine remaining potential of legacy pools.

Uriel's first acquisition and sole asset is a 100% operated working interest in the Richdale Property located in southeast Alberta. The Richdale Project covers 4,800 acres and consists of

7 active producing oil wells, a water injection well, 4 suspended wells and associated gathering infrastructure.

*Instructions:*

*(1) Answer the following questions if applicable:*

- *Does or will the issuer build, design or develop something? Will it sell something produced by others? Will it provide a service?*

The Company is an oil and gas company engaged in the exploration for and production of crude oil and natural gas in Western Canada.

- *What are the key details about the issuer's industry and operations? What makes the issuer's business special and different from other competitors in the industry?*

The extensive experience of management and the board of directors in the oil and gas exploration and development industry, totalling over 180 years, is a key differentiator from other competitors.

- *What milestones has the issuer already reached and what do they hope to achieve in the next 2 years? E.g., Complete testing, find a manufacturer, commence a marketing campaign, or buy inventory. What is the proposed timeline for achieving each of the milestones?*

Uriel completed the acquisition of the Richdale Project on July 14, 2022. Over the next two years, Uriel plans to expand the production volumes on the Richdale Project through well workovers and the drilling of additional vertical wells.

Uriel also plans to grow the company through the acquisition and development of additional oil and gas assets.

- *What are the major hurdles that the issuer expects to face in achieving its milestones?*

The long term goal of growing the Company through the acquisition and development of additional oil and gas assets will require the identification of accretive asset acquisition opportunities in a competitive environment as well as raising additional capital on attractive terms.

- *How are the funds raised from this financing expected to help the issuer advance its business and achieve one or more of the milestones?*

Funds raised will be used for work programs on the Richdale Property and for general working capital purposes.

- *Has the issuer entered any contracts that are important to its business?*

Uriel has not entered into any contracts that are material to its business.

- *Has the issuer conducted any operations yet?*

Uriel is operating the Richdale Property.

- *Where does the issuer see its business in 3, 5 and 10 years?*

Uriel intends to grow and increase production volumes at Richdale and also grow through additional oil and gas asset acquisitions.

- *What are the issuer's future plans and hopes for its business and how does it plan to get there?*

Uriel plans to grow the company by acquiring and exploiting under-developed oil and gas pools, principally in the Western Canadian Sedimentary Basin, by incorporating resource assessment methodology to determine remaining potential of legacy pools.

- *What is the issuer's management experience in running a business or in the same industry?*

Each member of the management team has between 30-40 years of experience in the oil and gas exploration and development industry.

- *Does the issuer have business premises from which it can operate its business?*

Yes.

- *How many employees does the issuer have? How many does it need?*

Uriel does not have any employees. Day-to-day activities are carried out by management, and Uriel utilizes contractors on an as-needed basis.

- (2) *Do not refer to a measure of financial performance, financial position, or cash flow in the offering document unless (i) the issuer has made financial statements available for the most recently completed financial year, and (ii) the measure referred to in the offering document is an amount presented in the financial statements or is reconciled to an amount presented in the financial statements.*
- (3) *An issuer must have operations other than to identify and evaluate assets or a business with a view to completing an investment in, merger with, amalgamation with or acquisition of a business, or a purchase of the securities of one or more other issuers. If it has no other operations, it must not raise capital using start-up crowdfunding.*

- 3.2** Describe the legal structure of the issuer and indicate the jurisdiction where the issuer is incorporated or organized.

*Instructions:*

- (1) *Indicate whether the issuer is a corporation, a limited partnership, a general partnership, an association (as defined under the Instrument) or other.*

Corporation

- (2) *Indicate the province, territory, or state where the issuer is incorporated or organized.*

British Columbia

- 3.3** Indicate where the issuer's articles of incorporation, limited partnership agreement, shareholder agreement or similar document is available for purchasers to review.

*Instruction: You may provide online access to these documents for investors.*

The Issuer's certificate of incorporation, notice of articles and articles can be viewed at the Head Office of the Issuer.

- 3.4** Indicate which statement(s) best describe(s) the issuer's operations (select all that apply) The issuer:

- has never conducted operations,  
 is in the development stage,  
 is currently conducting operations.

- 3.5** Indicate whether the issuer has financial statements available. If yes, include the following statement, in bold type:

N/A

**“Information for purchasers: If you receive financial statements from an issuer conducting a 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 also consider seeking advice from an accountant or an independent financial adviser about the information in the financial statements.”**

*Instructions:*

- (1) Any financial statements made available in connection with the start-up crowdfunding distribution must be prepared in accordance with Canadian GAAP. These financial statements must present the issuer’s results of operations for its most recently completed financial year.
- (2) If an auditor has issued an auditor’s report on the financial statements, it must be included with the financial statements. If the financial statements were not audited, the issuer must label the financial statements as unaudited.

**3.6** Describe the number and type of securities of the issuer outstanding as at the date of the offering document. If there are securities outstanding other than the eligible securities being offered, describe those securities.

51,066,500 common shares  
 13,360,000 Special Warrants convertible at no cost into 13,360,000 common shares  
 1,721,500 Finder Warrants exercisable into 1,721,500 common shares  
 6,200,000 stock options exercisable into 6,200,000 common shares

**Item 4: MANAGEMENT**

**4.1** Provide the 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	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
Daniel Custock Vancouver, BC Corporate Secretary	Businessman	2,100,000 common shares 1,250,000 stock options	2,000,000 common shares @ \$0.02 October 21, 2021 100,000 common shares @\$0.05 February 4,2022	4.63%

**Expertise, education, and experience that is relevant to the issuer’s business**

Mr. Custock is the current Corporate Secretary, and former President and Director of Uriel Gas Holdings Corp.

He was a founder and CEO of Dragon Dynamic Cyber Security Corporation (now CanX CBD Processing Corp), and a founder and CEO of Newscope Capital Corporation (now PharmaTher Holdings Ltd. CSE: PHRM.CN). Mr. Custock has over 33 years of experience as a businessman in land and property acquisitions, divestiture and financing. In addition, he was a petroleum landman for over 25 years and later a realtor. He currently serves as the Director and CEO of Intensity Capital Corporation. Additionally, Mr Custock is a dealing representative based out of the Vancouver, BC office of EMD Financial. Mr. Custock attended the Sauder School of Business at the University of British Columbia.

**4.1** Provide the name of the person involved and details of the time, nature, and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:

- (a) has ever pleaded guilty to or been found guilty of
  - (i) a summary conviction or indictable offence under the *Criminal Code*,
  - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
  - (iii) a misdemeanor 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, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:
  - (i) the person's involvement in any securities, insurance, or banking activity, or
  - (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,
- (c) is or has been the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or



(e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

*Instruction: A quasi-criminal offence includes offences under the Income Tax Act (Canada), the Immigration and Refugee Protection Act (Canada) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any province or territory of Canada or foreign jurisdiction.*

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	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
Greg Kaiser Calgary, Alberta Director and CEO	Oil and Gas Executive	2,700,000 common shares  750,000 stock options	2,700,000 common shares @ \$0.01 October 21, 2021	4.77%

**Expertise, education, and experience that is relevant to the issuer's business**

Mr. Kaiser is a geologist with over 35 years of experience in Western Canada and Internationally, and has drilled hundreds of wells (vertical and horizontal) and has been involved in many oil and gas discoveries in both clastic and carbonate reservoirs. He has worked for companies of varying sizes, from "start-ups" to a large subsidiary of an intermediate- US Independent (Pioneer Natural Resources Canada), and been involved in all aspects of the exploration task from identifying geophysical locations to drilling design and completion strategies. Mr. Kaiser spent almost 15 years exclusively focused on A & D work through various roles as VP Business Development with Pioneer Natural Resources Canada and Quatro Resources. This work led to the implementation of BD Teams at Pioneer utilizing methodology/protocols from Resource Assessments of Under-developed Oil and Gas Fields from Canada, to several areas around the world where Pioneer operates.

After the sale of Pioneer Natural Resources Canada to Taqa Resources, Mr. Kaiser served as Vice President Exploration & Business Development at Quatro Resources which eventually was merged with Mosaic Energy (both owned by Natural Gas Partners of Dallas), where he was responsible for capital spending within the company (roughly \$290M over 2 ½ yrs) including drilling and completion of multiple horizontal wells, construction of a new 50 mmcf/d sour facility (expandable), water injection skid and lastly completion of a complex gas gathering system connecting multiple pad-sites to Mosaic's new gas plant.

Most recently Mr. Kaiser co-founded Apogee Petroleum Inc (API) in late 2017 with a significant capital commitment from Pearl Energy Investments of Dallas, Texas, growing the company to >2000 boepd; and culminating in the sale of Apogee this December.

**4.1** Provide the name of the person involved and details of the time, nature, and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:

- (a) has ever pleaded guilty to or been found guilty of
  - (i) a summary conviction or indictable offence under the *Criminal Code*,
  - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
  - (iii) a misdemeanor 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, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:
  - (i) the person's involvement in any securities, insurance, or banking activity, or
  - (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,
- (c) is or has been the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or
- (e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

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Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	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
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				<b>this offering document</b>
JoAnne Dorval-Dronyk Creston, BC CFO	VP Finance	1,500,000 Common Shares  500,000 stock options	1,500,000 common shares @ \$0.01  April 13,2022	2.76%

#### **Expertise, education, and experience that is relevant to the issuer's business**

Ms. Dorval-Dronyk is a CPA, CGA with over 35 years of experience working for both public and private Canadian resource companies as CFO and most recently as VP Finance for Deltastream Energy Corporation. Much of her experience has been with start-ups (Player Petroleum Corporation, Wrangler West Energy and Deltastream Energy Corporation). Ms. Dorval-Dronyk has extensive experience in budgeting, accounting, treasury, financial reporting and tax. Her role as CFO was also instrumental in the sale process of certain companies (Player Petroleum Corporation and Nu-Sky Energy Corporation).

**4.1** Provide the name of the person involved and details of the time, nature, and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:

- (a) has ever pleaded guilty to or been found guilty of
- (i) a summary conviction or indictable offence under the *Criminal Code*,
  - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
  - (iii) a misdemeanor 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, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:
- (i) the person's involvement in any securities, insurance, or banking activity, or
  - (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,
- (c) is or has been the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of

Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,

(d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or

(e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

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Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	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
Richard Thompson Calgary, Alberta Director	Oil & Gas Executive	1,500,000 common shares  250,000 stock options	1,500,000 common shares @ \$0.01  February 16, 2022	2.42%

#### **Expertise, education, and experience that is relevant to the issuer's business**

Mr. Thompson is a graduate in Honors Geophysics from the University of Manitoba. He has over 40 years of energy industry experience in Western Canada, beginning with Petro-Canada and Wascana Energy, and progressing into senior executive roles in several junior entities such as Cequence, Cequel, Cyries and Marquee Energy. Mr. Thompson served as President & CEO of Marquee from 2010-2017. Richard joined the founder of Loyal Energy in 2018 and was instrumental in growing the company to more 5,500 boed while accumulating no debt. In addition to strong hands-on geophysical analysis and prospecting, Mr. Thompson has extensive Business Development experience in property & corporate A&D, corporate finance and public markets.

**4.1** Provide the name of the person involved and details of the time, nature, and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:

(a) has ever pleaded guilty to or been found guilty of

(i) a summary conviction or indictable offence under the *Criminal Code*,

(ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,

- (iii) a misdemeanor 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, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:
  - (i) the person's involvement in any securities, insurance, or banking activity, or
  - (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,
- (c) is or has been the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or
- (e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

*Instruction: A quasi-criminal offence includes offences under the Income Tax Act (Canada), the Immigration and Refugee Protection Act (Canada) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any province or territory of Canada or foreign jurisdiction.*

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	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
Robert Tang Calgary, Alberta Director	Oil Executive	1,500,000 common shares  250,000 stock options	1,500,000 @ \$0.01  April 11, 2022	2.42%

**Expertise, education, and experience that is relevant to the issuer's business**

Mr. Tang is the Co-Founder, Director, President, and Chief Executive Officer of Deltastream Energy Corporation, a private-equity backed start-up that began operations in 2014 with \$100 million of

initial equity capital, where he is responsible for the Company's overall corporate strategy development, implementation and execution.

Mr. Tang has over 35 years of experience where he founded four E&P companies including Deltastream. Prior to his entrepreneurial path, he had a successful geoscience career at Texaco Canada and Morrison Petroleum playing a key role in numerous oil and gas discoveries including the Glauconitic A pool in Provost which was named as the top 10 discovery of the decade prior to 1991. In 1990, he was a member of a hand-picked synergy team to advise on the go forward exploration and development strategy for the combined ESSO and Texaco organization.

Mr. Tang graduated from the University of Manitoba with an M.Sc degree in Geological Sciences in 1985 with a Sigma Xi Designation for Recognition of Research in Science.

**4.1** Provide the name of the person involved and details of the time, nature, and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:

- (a) has ever pleaded guilty to or been found guilty of
  - (i) a summary conviction or indictable offence under the *Criminal Code*,
  - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
  - (iii) a misdemeanor 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, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:
  - (i) the person's involvement in any securities, insurance, or banking activity, or
  - (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,
- (c) is or has been the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or

(e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

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**Item 5: CROWDFUNDING DISTRIBUTION**

**5.1** Provide the name of the funding portal the issuer is using to conduct its crowdfunding distribution. If the issuer is using a funding portal that is operated by a registered dealer, provide the name of the registered dealer.

*Instruction: This offering document must not be posted on more than one funding portal.*

Vested Technology Corp. (Vested.ca)
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**5.2** Indicate all the jurisdictions (Canadian provinces and territories) where the issuer intends to raise funds and make this offering document available.

X	British Columbia
X	Alberta
	Saskatchewan
	Manitoba
	Ontario
	Quebec
	Nova Scotia
	New Brunswick
	Prince Edward Island
	Newfoundland and Labrador
	Northwest Territories
	Yukon
	Nunavut

**5.3** Provide the following information with respect to the crowdfunding distribution:

(a) the date before which the issuer must have raised the minimum offering amount for the closing of the distribution (no later than 90 days after the date this offering document is first made available on the funding portal);

90 days after the date on this offering document

- (b) the date(s) and description of amendment(s) made to this offering document, if any.

*Instruction: An amendment to the offering document must not change the date referred to under paragraph (a).*

N/A

**5.4** Indicate the type of eligible securities offered.

- Common shares
- Non-convertible preference shares
- Securities convertible into common shares
- Securities convertible into non-convertible preference shares
- Non-convertible debt linked to a fixed interest rate
- Non-convertible debt linked to a floating interest rate
- Limited partnership units
- Shares in the capital of an association. Specify type of shares (e.g. membership, investment, preference, etc.): \_\_\_\_\_

**5.5** The securities offered have the following rights, restrictions, and conditions:

- voting rights;

The Special Warrants do not carry the right to vote. However, each common share issuable upon conversion of the Special Warrants entitles the holder to notice of, and to attend and vote at, each meeting of shareholders on the basis of one vote for each common share held.

- dividends or interests (describe any right to receive dividends or interest);

Holders of Special Warrants are not entitled to receive dividends. Dividends may be paid on common shares from available net income if and when declared by the directors of the Issuer.

- rights on dissolution;

Holders of Special Warrants are not entitled to participate in the allocation and distribution of assets upon the dissolution or liquidation of the Issuer. All common shares entitle the



holders to participate ratably in the allocation and distribution of assets upon the dissolution or liquidation of the Issuer.

- conversion rights (describe what each security is convertible into);

The Special Warrants convert into shares on a 1:1 basis at: (i) the date of conversion as determined by the Company in its discretion; (ii) the date of a receipt for a final prospectus; (iii) the date on which a stock exchange approves a transaction (or series of transactions) undertaken by the Company or its security holders with another entity whereby the holders of Special Warrants receive shares of a reporting issuer listed on a stock exchange; or (iv) four months and one day after the closing.

Investors are advised to consult their own legal advisors in this regard.

- tag-along rights;

N/A

- drag-along rights;

N/A

- pre-emptive rights;

N/A

- other (describe the rights).

The Company has agreed to use its best efforts to obtain a receipt for a final prospectus qualifying the distribution of the common shares upon exercise of the Special Warrants on or before the date that is 90 days following closing of the Offering.

*Instruction: This information is found in the organizing documents referred to in item 3.3.*

- 5.6** Provide a brief summary of any other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

*Instruction: The restrictions and conditions required to be described here are found in by-laws, shareholder's agreements, or limited partnership agreements.*

N/A

- 5.7** In a table, provide the following information:

	Total amount (\$)	Total number of securities issuable
Minimum offering amount	\$5,000	50,000

Maximum offering amount	\$1,500,000	15,000,000
Price per security	\$0.10	

5.8 Indicate the minimum investment amount per purchaser, or if the issuer has not set a minimum investment amount, state that fact.

\$100

5.9 Include the following statement in bold type:

**“Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to *Uriel Gas Holdings Corp.* that are raised using other prospectus exemptions.”**

**Item 6: USE OF FUNDS**

6.1 Provide the following information on the funds previously raised by the issuer:

(a) the amount of funds previously raised;

Gross amount raised to date \$2,927,000.00

(b) how the issuer raised those funds;

Private Placement

(c) if the funds were raised by issuing securities, the prospectus exemption that the issuer relied on to issue those securities;

NI 45-102 (2.3) and NI 45-102 (2.5)

(d) how the issuer used those funds.

The acquisition of the Richdale Property and for general working capital.

If the issuer has not previously raised funds, state that fact.

6.2 Using the following table, provide a detailed breakdown of how the issuer will use the funds raised from this crowdfunding distribution. If any of the funds will be paid directly or indirectly to a founder, director, officer, or control person of the issuer, disclose in a note to the table the name of the person, the relationship to the issuer and the amount. If more than 10% of the

available funds will be used by the issuer to pay debt and the issuer incurred the debt within the two preceding financial years, describe why the debt was incurred.

Description of intended use of funds listed in order or priority	Total amount (\$)	
	Assuming minimum offering amount	Assuming maximum offering amount
General Working Capital	\$4,600	\$1,380,000
Portal Fees	\$400	\$120,000
<b>TOTAL</b>	<b>\$5,000</b>	<b>\$1,500,000</b>

## Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS

**7.1** For each crowdfunding distribution in which the issuer group and each founder, director, officer, and control person of the issuer group have been involved in the past five years, provide the following information:

(a) the full legal name of the issuer that made the distribution;

Dan Custock was involved with crowdfunding distributions by Newscope Capital Corp., Dragon Dynamic Cyber Security Corporation and Intensity Capital Corp.

(b) the name of the funding portal;

Vested Technology Corp. (Vested.ca)

(c) whether the distribution successfully closed, was withdrawn by the issuer or did not close because the minimum offering amount was not reached, and the date on which any of these occurred.

Newscope Capital Corp. successfully closed on May 30, 2019, Intensity Capital Corp. successfully closed on May 24, 2021, and Dragon Dynamic Cyber Security Corporation successfully closed on March 15, 2019.

*Instruction: Provide the information for all previous crowdfunding distributions involving the issuer group and each founder, director, officer, and control person of each member of the issuer group, even if the previous crowdfunding distribution was made by an issuer that is not a member of the issuer group.*

## Item 8: COMPENSATION PAID TO FUNDING PORTAL

**8.1** Provide a description of each commission, fee or other amount expected to be paid by the issuer to the funding portal for this crowdfunding distribution and the estimated amount to be paid. If a commission is being paid, indicate the percentage that the commission will represent of the gross proceeds of the offering assuming both the minimum and maximum offering amount.

**1. Compensation:**

1.1 In consideration of the Services, Issuer agrees to pay to Vested the following fees:

- (a) **Portal Fee:** Portal fee (the "**Portal Fee**") shall be calculated as 5% of the aggregate amount of actual gross proceeds raised in the Offering ("**Offering Proceeds**"); payable upon each date funds are released to Issuer and automatically deducted from the Subscription Amounts.
- (b) **Payment Processing Fees:** Payment processing fees (the "**Processing Fees**") calculated as [**2.9% of Offering Proceeds and further \$0.30 per each Investor Subscription plus \$200 for filing the 45-106F1 report with the BCSC**] shall be charged by Vested and/or its third-party payment processor and be automatically deducted from the Subscription Amounts released to the Issuer. The Processing Fees are subject to change without notice.
- (c) **Compensation Special Warrants:** Issuer shall issue to Vested, at Offering Close, 200,000 Compensation Special Warrants (the "**Compensation Special Warrants**").

**(collectively, the "Fees").**

**Item 9: RISK FACTORS**

**9.1** Describe in order of importance, starting with the most important, the risk factors material to the issuer that a reasonable investor would consider important in deciding whether to buy the issuer's securities.

**Investment in the Special Warrants is highly speculative given the proposed nature of the Issuer's business and its present stage of development. The following are risk factors associated with the Issuer, but are not intended to be all inclusive:**

- (a) The Issuer was only recently incorporated, and has no history of earnings and will not generate earnings or pay dividends in the near future.
- (b) The Issuer is engaged in the exploration for and production of crude oil and natural gas and is subject to significant risks associated with such activities such as, but not limited to, environmental regulation and risks, declines in oil and gas commodity prices, uncertainties

associated with estimating reserve volumes, decommissioning abandonment and reclamation costs, and competition for resources and markets.

- (c) Investment in the Special Warrants is highly speculative given the proposed nature of the Issuer's business and its present stage of development.
- (d) The directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.
- (e) There can be no assurance that the Issuer will be successful in filing a prospectus, in which case the Special Warrants will have no economic value. The Special Warrants are subject to an indefinite hold period and the investor may have no ability to sell its Special Warrants.
- (f) If the Special Warrants are converted to common shares, there can be no assurance that an active and liquid market for the Issuer's common shares will develop and an investor may find it difficult to resell its common shares.
- (g) Any transaction may be financed in all or part by the issuance of additional securities by the Issuer and this may result in dilution to the investor, which dilution may be significant and which may also result in a change of control of the Issuer.

**As a result of these factors, an investment in the Special Warrants is only suitable for those investors who are willing to rely solely on the management of the Issuer and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Special Warrants.**

- 9.2** If the securities being distributed are to pay interest, dividends or distributions and the issuer does not have the financial resources to make such payments, (other than from the sale of securities) state in bold type:

**"We do not currently have the financial resources to pay [interest, dividends or distributions] to investors. There is no assurance that we will ever have the financial resources to do so."**

#### **Item 10: REPORTING OBLIGATIONS**

- 10.1** Describe the nature and frequency of any disclosure of information the issuer intends to provide to purchasers after the closing of the distribution and explain how purchasers can access this information.

The Issuer does not anticipate providing purchasers with any additional disclosure, except as may be required under applicable laws.

**10.2** If the issuer is required by corporate legislation, its constating documents (e.g., articles of incorporation or by-laws) or otherwise to provide annual financial statements or an information circular/proxy statements to its security holders, state that fact.

The Issuer is obligated to provide annual financial statements and an information circular to its security holders.

**10.3** If the issuer is aware, after making reasonable inquiries, of any existing voting trust agreement among certain shareholders of the issuer, provide the information:

(a) the number of shareholders party to the agreement;

N/A

(b) the percentage of voting shares of the issuer subject to the agreement;

N/A

(c) the name of the person acting as a trustee;

N/A

(d) whether the trustee has been granted any additional powers;

N/A

(e) whether the agreement is limited to a specified period of time.

N/A

**Item 11: RESALE RESTRICTIONS**

**11.1** Include the following statement, in bold type:

**“The securities you are purchasing are subject to a resale restriction. You might never be able to resell the securities.”**

**Item 12: PURCHASERS’ RIGHTS**

**12.1** Include the following statement, in bold type:

**“Rights of Action in the Event of a Misrepresentation**

**If there is a misrepresentation in this offering document, you have a right**

**(a) to cancel your agreement with *Uriel Gas Holdings Corp.* to buy these securities, or**

**(b) to damages against *Uriel Gas Holdings Corp.* and may, in certain jurisdictions, have the 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.**

**Two-day cancellation right:**

**You may cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal not later than midnight on the second business day after you enter into the agreement. 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 not later than midnight on the second business day after the funding portal provides you notice of the amendment.”**

### **Item 13: DATE AND CERTIFICATE**

**13.1** Include the following statement in bold type:

**“This offering document does not contain a misrepresentation.”**

**13.2** If this offering document is signed electronically, include the following statement in bold type:

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

Dated: September 20, 2022

*(signed) Daniel Custock*

*Daniel Custock, Corporate Secretary*

**“I acknowledge that I am signing this offering document electronically and agree that this is the equivalent of my handwritten signature.”**