

STARLO VENTURES LTD.
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;

Starlo Ventures Ltd.

- (b) head office address;

Suite 1400, 400 Burrard Street, Vancouver, BC. V6C 3A6

- (c) telephone;

604-628-1110

- (d) email address;

pdewitt@coreconnectionsLtd.com

- (e) website URL.

N/A

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);

Patrick De Witt

- (b) position held with the issuer;

President

(c) business address;

1400, 400 Burrard Street, Vancouver, BC., V6C 3A6

(d) business telephone;

604-628-1110

(e) email address.

pdewitt@coreconnectionslltd.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 Issuer is engaged in the business of mineral exploration with a focus on precious metals. The Issuer's current objective is to explore and, if warranted, develop its Mount Richards Property, an exploration stage gold and silver property located 7.5km north of the town of Duncan, on the southern part of Vancouver Island, British Columbia. The Mount Richards Property consists of 19 contiguous registered mineral tenures totaling approximately 2,721 hectares.

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 principal business carried on and intended to be carried on by the Issuer is the acquisition, exploration and development of mineral exploration properties.

- 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 principal business carried on and intended to be carried on by the Issuer is the acquisition, exploration and development of mineral exploration properties.

- 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?

The Issuer has acquired the Mount Richards Property, undertaken initial exploration thereon, and commissioned the preparation of a Technical Report in accordance with National Instrument 43 101 – *Standards of Disclosure for Mineral Projects*.

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

There are many risks associated with mineral exploration including, but not limited to;

- Risks inherent in the mineral exploration mining business;
- The substantial capital requirement of the Issuer and ability to maintain adequate capital resources to carry out its business activities;
- Regulatory and environmental risks;
- Regulatory, permit and license requirements;
- Results of exploration activities and development of mineral properties;
- Industry competition;
- Operating hazards and limitations on insurance risk;
- Fluctuations in commodity prices and marketability of minerals;
- Governmental regulation of the mineral resources industry, including environmental regulation;
- The Issuer's title and interest to its mineral properties may be subject to challenge;
- Funds may not be available to the Issuer on terms acceptable to the Issuer or at all;
- Financing risks and dilution to shareholders resulting from future financing activities;
- Reliance on management and dependence on key personnel;
- Conflicts of interest;
- General market and industry conditions; and
- The COVID-19 pandemic and its short-term and long-term effects on the global economy.

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

The funds raised by the Issuer will assist the Issuer with further exploration and developing the Mount Richards Property by undertaking exploration activities with a view to advancing the Mount Richards Property.

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

The Issuer entered into a contract with C.J. Greig and Associates Ltd. to acquire the Mount Richards Property, undertake exploration activities, and to do the necessary work in order to complete a Technical Report.

- *Has the issuer conducted any operations yet?*

The Issuer has acquired the Mount Richards Property, undertaken initial exploration

thereon, and commissioned the preparation of the Technical Report.

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

The Issuer intends to further explore and develop the Mount Richards Property by undertaking exploration activities with a view to advancing the Mount Richards Property.

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

The Issuer intends to further explore and develop the Mount Richards Property by undertaking exploration activities with a view to advancing the Mount Richards Property.

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

The Issuer's management and board of directors have, on a combined basis, over 50+ years of experience in the junior mining exploration business.

- *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?*

The Issuer does not have any employees. All services are provided by directors and officers, or pursuant to a management agreement with Core Connections Ltd., a company controlled by the controlling shareholders of the Issuer.

- (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.

The Issuer currently has 13,160,000 common shares outstanding as of the date of this offering document.

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
Patrick De Witt Vancouver, BC, Canada President & Director	Businessman	5,200,000 Common Shares	4,600,000 @ \$0.025 April 4, 2022 600,000 @ \$0.05 May 19, 2022	39.51%

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

Mr. De Witt is a co-founder of Core Connections Ltd. He was formerly a co-founder of DGW Capital Corp., an Exempt Market Dealer registered Canada. As the firm's Ultimate Designated Person, he advised and assisted in the raise of significant capital for high-quality companies with a focus on natural resources. Prior to this he was a co-founder and President of UP Communications Ltd., an investor relations firm that worked with such clients as Peru Copper Inc., Bear Creek Mining Corp and Luna Gold Corp. Mr. De Witt was formerly an Officer and Director of Investor Relations and Governmental Affairs (Canada) for Peru Copper Inc. from May 2004 until 2007 when Peru Copper was sold to Chinalco for approximately \$840 million. He has worked continuously in the securities business for the last 26 years which, in addition to the roles above, included over five years at BMO Investorline Inc. where he was part of a team responsible for providing trading and reorganization services to over 35,000 client accounts.

- 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*, **NO**
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction, **NO**

- (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or **NO**
- (iv) an offence under the criminal legislation of any other foreign jurisdiction, **NO**
- (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 **NO**
 - (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, **NO**
- (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, **NO**
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or **NO**
- (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. **NO**

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.

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
Chris de Groot Vancouver, BC, Canada Control Person	Businessman	5,200,000 Common Shares	4,600,000 @ \$0.025 April 4, 2022 600,000 @ \$0.05 May 19, 2022	39.51%

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

Mr. de Groot is a co-founder of Core Connections after working in the junior mining space for over 15 years. He has worked previously on the finance side of the mineral exploration business as a co-founder and Compliance Officer of DGW Capital and as a registered dealer at an IIROC broker dealer. Mr. de Groot also has experience with several high-profile junior mining companies on the investor relations and marketing side of the business. Mr. de Groot has leveraged this experience and these relationships to optimize strategy and brand messaging for companies such as JDL Gold, Lowell Copper and Solaris Resources in raising awareness for their value proposition.

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*, **NO**
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction, **NO**
 - (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or **NO**
 - (iv) an offence under the criminal legislation of any other foreign jurisdiction, **NO**
- (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 **NO**
 - (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, **NO**
- (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, **NO**
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or **NO**
- (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. **NO**

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.

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
Craig Rollins Vancouver, BC, Canada Director	Lawyer	200,000 Common Shares	100,000 @ \$0.025 April 4, 2022 100,000 @ \$0.05 May 19, 2022	1.52%

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

Mr. Rollins is a practicing corporate and securities lawyer experienced in complex corporate and commercial transactions, mergers and acquisitions, joint ventures, corporate governance, regulatory and stock exchange compliance, stock exchange listings and public offerings.

Mr. Rollins has been in-house counsel for several private and public companies and is currently General Counsel to Pathway Capital Ltd., a private venture capital company focused on the mining and natural resource sectors, Corporate Secretary for Level 14 Ventures Ltd., a mineral exploration company with properties in B.C. and Peru, and General Counsel to Sandbox Royalties Corp., a diversified metals royalty company. Mr. Rollins also brings with him experience from a preeminent Vancouver based law firm where he worked across a variety of sectors including, technology, entertainment and media, commercial real estate and natural resources.

Mr. Rollins holds his undergraduate and law degrees from the University of British Columbia and the University of Windsor, respectively, and remains is a practicing member of the Law Society 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*, **NO**
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction, **NO**
 - (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or **NO**

- (iv) an offence under the criminal legislation of any other foreign jurisdiction, **NO**
- (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 **NO**
 - (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, **NO**
- (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, **NO**
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or **NO**
- (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. **NO**

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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
Christopher Cooper Vancouver, BC, Canada Director	Businessman	100,000 Common Shares	100,000 @ \$0.05 May 19, 2022	0.76%

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

Mr. Cooper has over 20 years of business experience in various aspects of corporate development, senior management, finance and operations, in both the private and public sectors. Mr. Cooper received a B.A. from Hofstra University and an M.B.A. from Dowling College, both in New York

State. Mr. Cooper has over 17 years of experience in management and finance in the oil and gas industry and other business sectors and has experience raising funds through brokered and non-brokered equity issues, as well as debt financings for various companies in which he has been involved. His experience includes implementing growth strategies, financial reporting, quarterly and annual budgets and overseeing corporate administration, while achieving company objectives and maintaining internal cost controls. Mr. Cooper has been a director of several private and public companies over the last 20 years.

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*, **NO**
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction, **NO**
 - (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or **NO**
 - (iv) an offence under the criminal legislation of any other foreign jurisdiction, **NO**
- (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 **NO**
 - (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, **NO**
- (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 **NO**
- (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. **YES – See Below:**

From February of 2004 until March of 2012, Mr. Cooper served as a director of Copacabana Capital Limited, a company traded on the TSXV, a financial services company incorporated under the laws of

and managed in Bermuda. The BCSC issued an order on May 9, 2006 and the ASC issued an order on September 13, 2006 that Copacabana Capital Limited be cease traded due to failure to file certain financial information. Copacabana Capital Limited remains under the cease trade orders as at the date of this offering document.

Mr. Cooper is also the President and CEO of Reparo Energy Partners Corp., formerly Northern Sun Exploration Company Inc., a company traded on the TSXV. On December 23, 2008, trading in the common shares of this company was halted for failure to maintain a transfer agent, but trading of common shares on the TSXV resumed on December 23, 2008. The BCSC issued an order on March 11, 2009 and the ASC issued an order on March 6, 2009, that Reparo Energy Partners Corp. be cease traded due to failure to file certain financial information and it remains under the cease trade orders as at the date of this offering document. In August 2008, Reparo Energy Partners Corp. filed for protection under the *Bankruptcy and Insolvency Act* (British Columbia) and as at August 2009, the restructuring proposal had been fully performed.

Mr. Cooper was the President and CEO of Aroway Energy Inc., a company traded on the TSXV. A management cease trade order was issued by the BCSC on October 29, 2015 against Cooper and Aroway Energy Inc. for failing to file the company's annual audited financial statements and related management's discussion and analysis. A second cease trade order was issued by the BCSC on January 4, 2016 against Aroway Energy Inc. for failing to file its annual audited financial statements, interim financial report and related management's discussion and analysis. Both cease trade orders remain in effect as at the date of this offering document.

Mr. Cooper was a director of StartMonday Technology Corp., a company traded on the CSE. A cease trade order was issued by the BCSC on May 1, 2019 against StartMonday Technology Corp., Mr. Cooper and another insider of StartMonday Technology Corp. for failing to file the company's annual audited financial statements, interim financial report and related management's discussion and analysis. StartMonday Technology Corp. was subsequently delisted while the management cease trade order remains in effect.

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.

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
Christian Uria Vancouver, BC, Canada Chief Financial Officer	Accountant	60,000 Common Shares	40,000 @ \$0.025 April 4, 2022 20,000 @ \$0.05	0.46%

			May 19, 2022	
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Expertise, education, and experience that is relevant to the issuer's business

Mr. Uria currently works as an accountant for Pathway Capital Ltd. and is CFO of Level 14 Ventures. Mr. Uria previously worked at Atlas Corp. (NYSE) (formerly Seaspan Corporation) in a number of accounting roles and Taiga Building Products Ltd. (TSX) as an accounting specialist. Mr. Uria holds a Bachelor of Accountancy degree from British Columbia Institute of Technology.

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*, **NO**
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction, **NO**
 - (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or **NO**
 - (iv) an offence under the criminal legislation of any other foreign jurisdiction, **NO**
- (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 **NO**
 - (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, **NO**
- (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, **NO**
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or **NO**
- (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. **NO**

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

laundrying or securities legislation of any province or territory of Canada or foreign jurisdiction.

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)

- 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

- 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 – SPECIAL WARRANTS
- ☐ 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 rateably 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 automatically convert into common shares of the Issuer on a one to one basis (i) at any time, at the discretion of the Issuer or (ii) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the common shares upon conversion of the special warrants or (iii) on that date that is 18 months from the date of issuance of the Special Warrants.

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).

N/A

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	100,000
Maximum offering amount	\$60,000	1,200,000
Price per security	\$0.05	

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

\$200

- 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 Starlo Ventures Ltd. 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;

\$419,500

- (b) how the issuer raised those funds;

Private placement financings

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

Section 2.4 (Private Issuer) of National Instrument 45-106 *Prospectus Exemptions*

- (d) how the issuer used those funds.

General and administrative expenses, management fees and qualifying expenditures on the Mount Richards Property.

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	\$4,400	\$54,970
Portal Fees	\$600	\$5,030
TOTAL	\$5,000	\$60,000

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;

Level 14 Ventures Ltd.

- (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.

Successfully completed on November 27, 2018

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, has not commenced commercial operations, and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends in the near future.
- (b) Investment in the Special Warrants is highly speculative given the proposed nature of the Issuer's business and its present stage of development.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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.

As a company formed under the *Business Corporations Act* (British Columbia) (the “**Act**”), unless relieved under section 200 of the Act from their obligation to do so, the directors of the Company must, on or before each annual reference date, produce and publish financial statements in respect of the latest completed financial year of the Company.

A British Columbia company must also, subject to subsections 182(2) to (5) of the Act, which allows shareholders to pass consent resolutions in lieu of and defer the holding of a company’s annual general meeting, hold an annual general meeting:

- (a) for the first time, no more than 18 months after the date on which it was recognized; and
- (b) after its first annual reference date, at least once in each calendar year and not more than 15 months after the annual reference date for the preceding calendar year (s. 182(1)).

The holding of an annual general meeting sets the “annual reference date” for that annual reference period. The next day is the first day of the next annual reference period for the company.

- 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 Starlo Ventures Ltd. to buy these securities, or**
- (b) to damages against Starlo Ventures Ltd. 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: August 9, 2022

Signed: “Patrick De Witt”

Patrick De Witt, President & Director

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