

## **PLUTO VENTURES INC.**

### **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;

Pluto Ventures Inc

(b) head office address;

#2250-1055 West Hastings Street

(c) telephone;

604-688-9588

(d) email address;

Herrick.lau@barongroupintl.com

(e) website URL.

None

*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);

Herrick Lau

(b) position held with the issuer;

CFO, Corporate Secretary and Director

(c) business address;

#2250-1055 West Hastings Street, Vancouver, BC, V6E2E9

(d) business telephone;

604-688-9588

(e) email address.

Herrick.lau@barongroupintl.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.

Pluto Ventures Inc. (the "Company") is a mineral exploration company based in Vancouver, British Columbia.

Pluto Ventures has the right to earn a 100% interest in 15 mineral claims covering 1,434.22 hectares in British Columbia, known as the Dardanelle project, by spending \$2,000,000 on the property, paying a total of \$110,000 cash and issuing 400,000 shares to Decade Resources Ltd. before the fourth anniversary of the listing date.

The Dardanelle property is located 23 air kilometers east of Terrace, B.C., on the northern slopes of Copper (Zymoetz) River valley. All mineral claims of the project are situated in the Omineca Mining Division on NTS map sheets 103I/08 and 103I/09. The 15 mineral claims are 100% owned by Decade Resources Ltd.

*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?*

N/A

- *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?*

Pluto Ventures Inc. is a junior mineral exploration company based in Vancouver, BC. The Company has an option for the Dardanelle gold project located near Terrace, BC. Other junior exploration companies mainly just focused on exploration while the Company's management team collectively has a great track record in projects financings and discoveries and has experiences in mine permitting, development, and construction. In addition, the Company's management team excels in the three most important aspects of operating a junior exploration company which are technical, finance, and corporate governance.

- *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?*

Pluto Ventures Inc. plans to continue exploring the Dardanelle gold project located near Terrace, B.C., Canada. In 2022 and early 2023, Pluto carried out a couple of exploration programs including a ground geophysical induced polarization (IP) survey, an airborne geophysical magnetic survey, and a soil sampling survey. These surveys expanded a couple of old targets and outlined several new exploration targets. The first year of the recommended exploration program will be focused on detail mapping and sampling of the expanded old targets and on identifying the new targets. The goal of the first year of the recommended exploration program is to delineate and prioritize drill targets for year two. The second year of the exploration program will be about setting up and drill testing the targets delineated from Year 1.

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

Two major hurdles the Company would face while achieving the 2-year plan are market and geological risks.

- *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 will be used to fulfill the earning requirements on the Dardanelle project.

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

On June 29, 2022, Pluto Ventures Inc. entered into a mineral property option agreement with Decade Resources Ltd.

- *Has the issuer conducted any operations yet?*

No

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

The Company sees the potential of a larger drill program in years 3 and 4 with a resource published by year 5 and the potential application for a mine permit in year 10.

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

The Company plans to continue adding value to the Company and shareholders organically through mineral project exploration, advancement, and development, and potentially externally via merger and acquisition.

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

Lawrence Tsang, P. Geo., is the CEO and director of the Company. He has more than 15 years of experience in the mining and metals industries in North America and has administered numerous grassroots and advanced projects for both private and public companies like Ascot Resource Ltd. (TSXV: AOT), Dajin Resources Corp. (now known as HelioX Lithium & Technologies Corp. (TSXV: HX)), Skyline Gold Corporation (now known as Snip Gold Corp.), and Abacus Mining and Exploration Corporation (TSXV: AME).

Lawrence specializes in the exploration for, and advancement of, various types of deposits of gold, silver, and base metals. He has participated in the preparation, assessment, review and compilation of technical reports, resources estimation, feasibility studies, project evaluations, permit applications, and project development. He has discovered a number of prospective projects through his career and successfully advanced Ascot Resources Ltd.'s Premier Gold project in British Columbia from an early exploration stage to the development and production stage.

Herrick Lau is the Chief Financial Officer, Corporate Secretary, and a director of the Company. Mr. Lau has over 25 years' experience as an investment banking professional for initial public offerings, reverse takeovers, mergers & acquisitions, divestitures, and various financial advisory services. For the past 10 years, he has acted as the Managing Director of Baron Global Financial Canada Ltd., a full-service merchant bank providing ongoing financial and legal back-office support to public companies. Mr. Lau has experience as a Chief Financial Officer for several publicly listed companies. Mr. Lau currently serves as the Chief Financial Officer and Corporate Secretary of Jayden Resources Corp. (TSXV: JDN), a director of Penbar Capital Ltd. (TSXV: PEM.P), and a director of Astron Connect Inc. (TSXV: AST). Mr. Lau obtained his bachelor's and master's degrees in Business and Economics

from Simon Fraser University. He is also a charter holder of the Chartered Financial Analyst designation.

David Velisek, director, has been involved in the capital markets for over 25 years. He has been a licensed trader of equities, options and futures, as well as an investment adviser. He has also held roles in investor relations as well as providing consulting services to public companies. He is currently a director of Trillium Gold Mines Inc. and Penbar Capital Ltd. He has previously acted as director of Evolving Gold Corp., Datinvest International Ltd., Cognetivity Neurosciences, Lifestyle Delivery Systems Inc., Amador Gold Corp., Novo Resources Corp., Finore Mining Inc. and Delon Resources Corp. Mr. Velisek is currently employed with Baron Global Financial Canada Ltd.

Denise Lok, Director, is a Chartered Professional Accountant and a member of the Chartered Governance Institute of Canada. Ms. Lok holds a Bachelor of Commerce degree in Accounting and Transportation Logistics from the University of British Columbia. Ms. Lok is currently the Senior Manager, Corporate Finance, of Baron Global Financial Canada Ltd. and has over ten years of public company experience. She has been CFO, Corporate Secretary and a director of both private and public companies in the past. Ms. Lok currently serves as a director of Jayden Resources Corp. and Penbar Capital Ltd.

- *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?*

None

- (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.

4,000,000 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:

<b>Full legal name municipality of residence and position at issuer</b>	<b>Principal occupation for the last five years</b>	<b>Number and type of securities of the issuer owned</b>	<b>Date securities were acquired and price paid for the securities</b>	<b>Percentage of the issuer's securities held as of the date of this offering document</b>
Fan Hong Lawrence Tsang Vancouver, BC President, CEO & Director	Senior Geologist/Exploration Manager of Ascot Resources Ltd.	650,000 Common Shares	400,000 @ \$0.02 April 1, 2022 250,000 @\$0.05 June 10, 2022	16.25%

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

Lawrence Tsang currently serves as the Senior Geologist of Ascot Resources Ltd. (TSXV: AOT) and the Technical Advisor and the cofounder of Tailwinds Exploration Corp. He has more than 15 years of experience in the mining and metals industries in North America and has administered numerous grassroots and advanced projects for both private and public companies like Ascot Resources Ltd. (TSXV: AOT), Dajin Resources Corp. (now known as HelioX Lithium & Technologies Corp. (TSXV: HX)), Skyline K Gold Corporation (now known as Snip Gold Corp.), and Abacus Mining and Exploration Corporation (TSXV: AME).

Lawrence grew up in Hong Kong and moved to Vancouver in 2000. Lawrence attended high school and university in Vancouver. He currently holds a bachelor's degree in Geology and a minor in Economics from the University of British Columbia and is a Registered Professional Geologist, P.



Geo., and a Qualified Person (QP), as defined by National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.

Lawrence specializes in the exploration for, and advancement of, various types of deposits of gold, silver, and base metals. He has participated in the preparation, assessment, review and compilation of technical reports, resources estimation, feasibility studies, project evaluations, permit applications, and project development. He has discovered a number of prospective projects through his career and successfully advanced Ascot Resources Ltd.'s Premier Gold project in British Columbia from an early exploration stage to development and production. Lawrence also excels in the finance industry in North America and Asia, having been involved in project financing and acquisitions.

- 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.*

**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
Herrick Lau Vancouver, BC CFO, Corporate Secretary & Director	Managing Director at Baron Global Financial Canada Ltd.	None	N/A	N/A

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

Mr. Herrick Lau is currently the Managing Director of Baron Global Financial Canada Ltd., a merchant banking firm based in Vancouver, B.C., Canada. Baron Canada is a wholly owned subsidiary of VBG International Holdings Limited (Hatcher Group), a member firm of the Hong Kong Stock Exchange. Mr. Lau is an experienced investment banking professional who has conducted transactions such as initial public offerings, reverse takeovers, financings, mergers & acquisitions, divestitures, and various advisory services. Through his over 25 years of experience in financial management and corporate finance, Mr. Lau was responsible for developing financing strategy, liaising with such external parties as regulatory authorities and legal and accounting professionals; devising business development plans; and maintaining compliance with financial reporting, corporate governance, and internal control practices and procedures.

Mr. Lau also has experience as a senior financial executive of a number of public companies. Specifically, Mr. Lau has acted as CFO and/or director of various public companies listed on the TSX, TSXV and CSE. Mr. Lau is currently a member of the Local Advisory Committee of the TSX Venture Exchange.

Mr. Lau obtained his bachelor and master degrees in Business and Economics from Simon Fraser University in Vancouver, B.C., Canada and is a charter holder of the Chartered Financial Analyst (CFA) designation.

**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.*

**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	A
Denise Lok Port Moody, BC Director	Senior Manager at Baron Global Financial Canada Ltd.	None	N/A	N/A

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

Denise Lok is a Chartered Professional Accountant and a member of the Chartered Governance Institute of Canada. Ms. Lok holds a Bachelor of Commerce degree in Accounting and Transportation Logistics from the University of British Columbia. Ms. Lok is currently the Senior

Manager, Corporate Finance, of Baron Global Financial Canada Ltd. and has over ten years of public company experience. She has been CFO, corporate secretary and a director of both private and public companies in the past.

- 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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- 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	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the	Percentage of the issuer's securities held
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	years		securities	as of the date of this offering document
David Velisek Vancouver, BC Director	Office Manager at Baron Global Financial Canada Ltd.	None	N/A	N/A

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

David Velisek has been involved in the capital markets for over 25 years. He has been a licensed trader of equities, options, and futures, as well as an investment advisor. He has also held roles in investor relations as well as providing consulting services to public companies. He is currently a director of Trillium Gold Mines, Datinvest International, and Cognetivity Neurosciences. He has previously held the role of director of Lifestyle Delivery Systems, Amador Gold Corp, Novo Resources, Finore Mining, and Delon Resources. Mr. Velisek is currently employed with Baron Global Financial Canada.

- 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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**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
1208909 BC Unlimited Liability Company  Vancouver, BC	Holding Company	1,450,000	950,000 @ \$0.02 April 1, 2022 500,000 @\$0.05 June 10, 2022	36.25%

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

Principals have more than 20 years of investing experience.

**4.2** 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:

- (f) 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,
- (g) 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,
- (h) 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,
- (i) is or has ever been the subject of a bankruptcy or insolvency proceeding, or
- (j) 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.*

**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
	Saskatchewan
	Manitoba
	Ontario
	Quebec
	Nova Scotia
	New Brunswick
	Prince Edward Island
	Newfoundland and Labrador
	Northwest Territories
	Yukon

	Nunavut
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**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
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- (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
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**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.
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- 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 Company 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	\$1,500,000	30,000,000
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.

\$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 Pluto Ventures Inc. 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;

2,500,000 Common Shares @ \$0.02; 1,500,000 Common Shares @ \$0.05

(b) how the issuer raised those funds,

Private placements

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

Section 2.4 of National Instrument 45-106 *Prospectus Exemptions*

(d) how the issuer used those funds.

Exploration expenses and 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;

N/A

(b) the name of the funding portal;

N/A

(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.

N/A

*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 Pursuant to the terms of an engagement letter between the Company and Vested Technology Corp. dated June 6, 2023, the Company has agreed 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 the Company 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 British Columbia Securities Commission**] shall be charged by Vested and/or its third-party payment processor and be automatically deducted from the subscription amounts released to the Company. The Processing Fees are subject to change without notice.
- (c) **Compensation Special Warrants:** The Company shall issue to Vested, at the close of the offering, 200,000 Compensation Special Warrants that automatically convert into common shares of the Company on a one to one basis (i) at any time, at the discretion of the Company 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. .

**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 Company 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) Pursuant to the Property Option Agreement – Dardanelle Project dated June 29, 2022, between the Company and Decade Resources Ltd., the Company is required to file assessment reports to maintain the property in good standing until the option has been exercised and maintain all claims in good standing for at least one year in the event the property is returned. Pursuant to the Property Option Agreement – Dardanelle Project, the Company is required to seek and maintain, at its own cost and expense, all permits, governmental or other, needed to conduct its operations on the property.
- (c) Investment in the Special Warrants is highly speculative given the proposed nature of the Company's business and its present stage of development.
- (d) The Company has limited financial resources and may need to raise additional funds to carry out exploration of its property. There is no assurance the Company will be able to raise additional funds or will be able to raise additional funds on terms acceptable to the Company. If the Company's exploration programs are successful and favourable exploration results are obtained, the property may be developed into commercial production. The Company will require additional funds to place the property into production. The only sources of future funds presently available to the Company are the sale of equity capital, debt, or offering of interests in its property to be earned by another party or parties by carrying out development work. There is no assurance that any such funds will be available to the Company or be available on terms acceptable to the Company. If funds are available, there is no assurance that such funds will be sufficient to bring the property to commercial production. Failure to obtain additional financing on a timely basis could have a material adverse effect on the Company and could cause the Company to forfeit its interest in its property and reduce or terminate its operations.
- (e) At present, there are no bodies of ore, known or inferred, on the property and there are no known bodies of commercially recoverable ore on the property. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore on the property.
- (f) The business of exploration for precious metals involves a high degree of risk. Few exploration properties are ultimately developed into producing properties. The Company's property is at the exploration stage.
- (g) Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated its title to the property for which it holds an option to acquire concessions or

other mineral leases or licenses and the Company is satisfied with its review of the title to the property, the Company cannot give an assurance that title to the property will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law often are complex. The Company does not carry title insurance on the property. A successful claim that the Company does not have title could cause the Company to lose its rights to the property, perhaps without compensation for its prior expenditures relating to the property.

The property may now or in the future be the subject of First Nations land claims. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the property.

Pursuant to the Property Option Agreement – Dardanelle Project, the Company may acquire up to a 100% interest in the property unless the Company fails to make payments in accordance with the Property Option Agreement. There is no guarantee the Company will be able to raise sufficient funding in the future to carry out the recommended work program on the property.

- (h) The property or other future properties owned or optioned by the Company may now or in the future be the subject of First Nations land claims. The property is located within the unceded Tsimshian territories, and there may be First Nations concerns in the future that could prove to be a problem for any extensive development on the property. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the property, and there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the property.

On June 26, 2014, the Supreme Court of Canada (the "SCC") released a decision in *Tsilhqot'in Nation v. British Columbia* (the "William Decision"), pursuant to which the SCC upheld the First Nations' claim to Aboriginal title and rights over a large area of land in central British Columbia, including rights to decide how the land will be used, occupancy and economic benefits. The court ruling held that while the provincial government had the constitutional authority to regulate certain activity on aboriginal title lands, it had not adequately consulted with the Tsilhqot'in. The SCC also held that provincial laws of

general application apply to land held under Aboriginal title if the laws are not unreasonable, impose no undue hardship, and do not deny the Aboriginal title holders their preferred means of exercising their rights. The Company currently does not hold any properties in the area involved in the William Decision. The Company will continue to manage its operations within the existing legal framework while paying close attention to the direction provided by the Courts regarding the application of this ruling.

- (i) The Company will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the property, and the Company believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to changes in regulations and in various operational circumstances. A substantial number of additional permits and licenses will be required should the Company proceed beyond exploration. There can be no guarantee that the Company will be able to obtain such licenses and permits.
- (j) The current or future operations of the Company, including the exploration activities and commencement of production on the property, will require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Company may require for its facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulations would not have a material adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the operations and activities of mineral companies, or more stringent enforcement thereof, could have a material adverse impact on the Company and cause increases in capital expenditure or exploration and development costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

- (k) Exploration of mineral properties involves numerous risks, including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against

certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does not maintain insurance against environmental risks.

- (l) The Company's business relies upon the ability to determine whether a given property has commercial quantities of recoverable minerals. No assurance can be given that any discovered mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may require revision (either up or down) based on actual production experience.
- (m) The directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company 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.
- (n) There can be no assurance that the Company 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.
- (o) If the Special Warrants are converted to common shares, there can be no assurance that an active and liquid market for the Company's common shares will develop, and an investor may find it difficult to resell its common shares.
- (p) Any transaction may be financed in all or part by the issuance of additional securities by the Company 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 Company.

**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 Company 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



topurchasers after the closing of the distribution and explain how purchasers can access this information.

As of the date of this Offering Document, the Company is not a "reporting issuer" within the meaning of applicable securities legislation and, accordingly, is not subject to most of the continuous disclosure requirements imposed on reporting issuers by such legislation.

**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.

N/A

**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 Pluto Ventures Inc. to buy these securities, or**
- (b) to damages against Pluto Ventures Inc. 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**

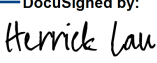
**13.1** Include the following statement in bold type:

**“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: June 26, 2023

DocuSigned by:  
  
1D0910291D4B404

*Herrick Lau, CFO and Director*

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