

## Start-up Crowdfunding Guide for Businesses with a head office in Saskatchewan

Crowdfunding is a process through which an individual or a business can raise small amounts of money from a large number of people, typically through the Internet. The objective is to raise sufficient funds in order to carry out a specific project. There are different types of crowdfunding, such as by donation, pre-selling of products or securities crowdfunding. This guide discusses securities crowdfunding.

### *Securities crowdfunding*

With securities crowdfunding, a business raises funds through the Internet by issuing securities (such as bonds or shares) to many people. This type of crowdfunding is overseen by the regulator of the province or territory where the business and potential purchasers are located.

Valérie has a brilliant idea. She has developed a soft drink flavoured with maple syrup and other local products. She has prepared a detailed business plan and hopes to turn a profit from her business venture. She thinks there is a market for maple soft drinks in gourmet grocery stores, bars and restaurants. She wants to begin production. She needs \$75,000 in order to bottle and market her soft drinks. She applied to a financial institution for a loan, but was refused. She is thinking about raising the funds she needs by issuing shares through a securities crowdfunding distribution.

### *Legal Obligations*

In Canada, all trading of securities is subject to legal obligations. For example, a business seeking to raise capital by issuing securities must file a prospectus with the securities regulator of their province or territory or have an exemption from the prospectus requirement under securities law.

These obligations, however, can be costly for start-ups and early stage businesses. The securities regulators in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick and Nova Scotia (the **participating jurisdictions**) allow start-ups and small businesses (**issuers**) to raise funds using securities crowdfunding without filing a prospectus or preparing financial statements. In this guide, we refer to this as the “**start-up crowdfunding exemptions**” or “**start-up crowdfunding**”.

**Deleted:** The securities regulators

Start-up crowdfunding allows:

- a start-up or early stage issuer to raise relatively small amounts of capital by distributing securities to investors without filing a prospectus (**start-up prospectus exemption**);
- except in Alberta, a funding portal is permitted to facilitate trades of those securities without having to register as a dealer (**start-up registration exemption**). In all participating jurisdictions, a funding portal can also be operated by a registered dealer.

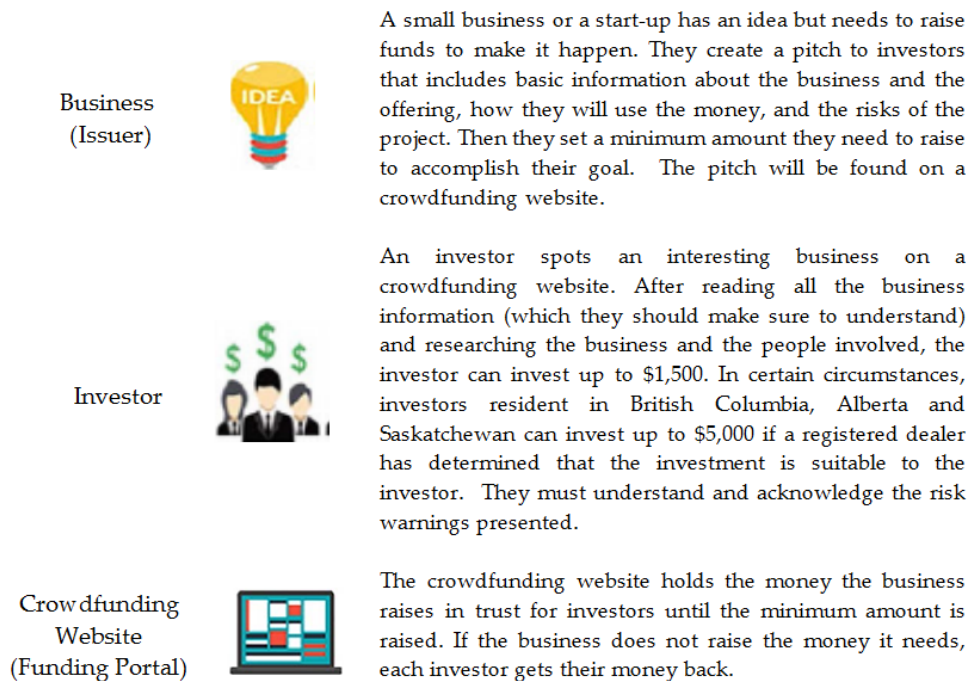
Deleted: The s

Deleted: exemptions

Deleted: although

The purpose of this guide is to assist issuers intending to raise funds by relying on the start-up prospectus exemption. In this guide, “**regulator**” means the securities regulator or regulatory authority in a participating jurisdiction.

## How Start-up Crowdfunding Works



Business (Issuer)

Investor

Crowdfunding Website (Funding Portal)

Deleted:

In order to raise funds using the start-up prospectus exemption, issuers must prepare and post an offering document on a funding portal's crowdfunding website. Investors will then be able to read about the offering and decide whether to invest. Before investing, investors will have to confirm that they have read the offering document and understood that the investment is risky.

#### *When should an issuer consider start-up crowdfunding?*

Deleted: ¶

Before launching a start-up crowdfunding distribution, the management of the issuer should:

- evaluate other sources of funding, such as a loan from a financial institution;
- assess whether they are willing to invest the time and efforts needed to prepare and run a start-up crowdfunding distribution;
- determine the type and characteristics of securities that will be sold;
- determine the number of securities to be sold and at what price;
- assess if they have the capabilities to manage a great number of security holders.

If a start-up crowdfunding distribution is successful, the issuer may have to give up part of the ownership of the issuer to investors. The issuer will also need to be accountable to investors. Investors will expect to be informed about successes and failures of the issuer's business. Management of the issuer should assess whether they are willing to spend the time and effort to maintain contact with investors.

The start-up prospectus exemption is not available to reporting issuers. Reporting issuers are companies that are required to make continuous disclosure to the public of their business activities by filing financial statements and other documents as required by securities legislation. These types of issuers are considered to be more established than the start-up or early stage issuers that are permitted to use start-up crowdfunding.

#### *Where is start-up crowdfunding available?*

The start-up prospectus exemption is only available to issuers that have a head office located in one of the participating jurisdictions (British Columbia, [Alberta](#), Saskatchewan, Manitoba, Québec, New Brunswick or Nova Scotia). In addition, the investor must be a resident in one of the participating jurisdictions.

If an issuer wants to raise funds in a participating jurisdiction, the issuer will want to make sure that the funding portal they choose is also operating in that participating jurisdiction.

*What is the maximum amount that can be raised? Are there any time limitations for raising that amount?*

Deleted: ¶

\$250,000 per start-up crowdfunding distribution. Additionally, once an issuer has raised \$1,000,000 under the start-up crowdfunding prospectus exemption over the course of its existence, it can no longer use that exemption to raise money in Alberta.

The offering document must indicate a minimum amount that has to be raised before the offering can close. The issuer has a maximum of 90 days to raise the minimum amount, starting on the day the issuer's offering document is first made available to investors through a funding portal's website.

The money will be held in trust by the funding portal until the minimum amount of the offering is reached. The issuer may then complete the offering by issuing the securities.

If the minimum amount is not reached, or the start-up crowdfunding distribution is withdrawn, the funding portal must return the money to the investors.

*How often can an issuer raise money using start-up crowdfunding?*

Deleted: ¶

An issuer group may complete a maximum of two start-up crowdfunding distributions per calendar year. The issuer group cannot have more than one start-up crowdfunding distribution running at the same time or on different funding portals for the same purpose. The issuer group must wait until the first distribution has ended before launching a second one.

The "issuer group" means the issuer, any affiliates of the issuer and any other issuer that is engaged in a common enterprise with the issuer or an affiliate, or whose business is founded or organized by the same person or company who founded or organized the issuer.

*What is the maximum amount an issuer can raise from each investor?*

\$1,500 per start-up crowdfunding distribution. However, this amount can be increased to \$5,000 if:

- the investor resides in British Columbia, Alberta or Saskatchewan;
- the issuer has a head office in British Columbia, Alberta or Saskatchewan;

- the start-up crowdfunding distribution is made through a registered dealer; and
- the dealer has determined that the investment is suitable for the investor.

The issuer may require a minimum amount per investor (e.g. \$500).

### Compliance with the start-up *prospectus* exemption

Each of the participating jurisdictions has their own Start-up Crowdfunding Registration and Prospectus Exemptions order (**blanket order**). Except for in Alberta, each blanket order is substantially harmonized with the other participating jurisdictions.

The issuer must ensure that they are in compliance with the blanket order in each participating jurisdiction where they are raising funds. Please check the applicable blanket order which can be found on the regulator’s website.

For instance, if an issuer wants to solicit investments from Alberta investors, it must also ensure that the offering document meets the additional requirements set out in Alberta Securities Commission Rule 45-517 *Prospectus Exemption of Start-Up Businesses (ASC Rule 45-517)*.

If an issuer does not meet the conditions of the start-up prospectus exemption, then it can no longer rely on that exemption to raise money from investors.

## Launching a Start-up Crowdfunding Distribution

Once an issuer has determined that it will launch a start-up crowdfunding distribution, it will need to prepare an offering document and choose a funding portal to post its offering document. Issuers are required to prepare the offering document using Form 1 - *Start-up Crowdfunding – Offering Document (Form 1)*. For information on how to complete this form, please refer to the section in this guide called “*Preparing an offering document*”.

### *What is a funding portal?*

A funding portal lists start-up crowdfunding distributions on its website and facilitates the payment of the purchase price from the investor to the issuer. Funding portals will generally charge issuers for hosting a start-up crowdfunding distribution.

The funding portal is responsible for:

- providing a risk warning form to potential investors;

Deleted: ¶

Deleted: *prospectus*

Deleted: Each

Deleted: However, the

- holding all investor funds in trust until the issuer raises the minimum funding target;
- returning funds to investors, without deduction, if the issuer does not reach its minimum funding target or if the issuer withdraws its distribution.

### What types of funding portals are available?

Deleted: ¶

There are different types of funding portals that may facilitate start-up crowdfunding:

- funding portals operated by persons or companies relying on the start-up registration exemption that are not registered under Canadian securities legislation and that cannot give advice about the suitability of any security or about the merits of any investment (these types of funding portals cannot operate in Alberta because ASC Rule 45-517 does not have the start-up registration exemption);
- funding portals operated by a registered investment dealer, exempt market dealer or restricted dealer under Canadian securities legislation that are required to provide advice about the suitability of the security;
- funding portals operated by a registered dealer under Canadian securities legislation and subject to the terms and conditions of their registration that cannot give advice about the suitability of any investment. An example of this type of funding portal would be one operated by a restricted dealer subject to the terms and conditions of Multilateral Instrument 45-108 *Crowdfunding (MI 45-108)*. Please note this MI 45-108 restricted dealer is not allowed to operate in BC.

For additional information on MI 45-108 please refer to MI 45-108 and its Companion Policy.

Please refer to the *Start-up Crowdfunding Guide for Funding Portals* for more information on funding portal requirements for the different types of funding portals.

### Does the issuer have a choice of which type of funding portal?

The issuer has the choice of which type of funding portal to use for its start-up crowdfunding distribution. The issuer may want to evaluate the funding portal such as finding out about the individuals operating the funding portal, how it handles the funds collected from investors, what participating jurisdiction the funding portal is operating in, and what fees it will charge the issuer for posting its start-up crowdfunding offering document.

The issuer may also check with a regulator in a participating jurisdiction to determine whether the funding portal is operating in the participating jurisdictions that the issuer proposes to conduct start-up crowdfunding. The contact information for the participating jurisdictions can be found at the end of this guide.

[A funding portal operated by an investment dealer or exempt market dealer must confirm in writing to the issuer that it can provide certain services necessary for start-up crowdfunding, including that it will make the offering document and risk warnings available to the purchaser through its website.](#)

#### *What information needs to be in the offering document?*

The offering document must include basic information about the business and the offering, how it will use the money and any risk to the project. The offering document must also include the minimum amount needed to be raised to accomplish the issuer's business goals.

The information contained in the offering document must be kept up to date throughout the duration of the start-up crowdfunding distribution. If information contained in the offering document is no longer true, the issuer must amend the offering document as soon as practicable and send the new version to the funding portal. The funding portal will post the new version of the offering document on its website and will notify investors about the amendment.

The offering document does not need to be updated after the start-up crowdfunding distribution is over.

If the issuer raises funds in Québec, the offering document and the risk acknowledgement form must be made available to investors in Québec in French or in French and English.

For additional details on the offering document, including instructions on how to prepare this document, please see the section "*Preparing an offering document*" below.

#### *What if an investor changes their mind?*

Investors have the right to withdraw their investment within 48 hours following the investor's subscription. Investors also have the right to withdraw their investment within 48 hours of the funding portal notifying the investor of an amendment to an offering document.

To exercise this right of withdrawal, investors must notify the funding portal. The funding portal must give investors the opportunity to exercise this right. The funding portal must return the funds to an investor who exercises this right, without any deduction, within 5 business days after the notice.

### Completing a Start-up Crowdfunding Distribution

Deleted: ¶  
¶

Once the minimum amount has been raised, the issuer has the discretion to close the start-up crowdfunding distribution by issuing the securities to investors. However, the issuer must wait until each investor's 48-hour withdrawal period has expired.

If the issuer has disclosed in the offering document what it will do with any extra funds raised above the minimum amount, then the issuer can continue raising funds provided the issuer closes the distribution within the 90-day maximum offering period and up to the maximum amount indicated in the offering document. This maximum amount cannot be more than \$250,000.

At the closing of the distribution the funding portal releases the funds raised to the issuer.

#### *Can an issuer use another prospectus exemption to meet the minimum amount?*

Although an issuer cannot have two start-up crowdfunding distributions running at the same time or on more than one funding portal, the issuer can raise funds using other prospectus exemptions during a start-up crowdfunding distribution. For example, the issuer may issue securities to an accredited investor. Other prospectus exemptions, such as the accredited investor exemption, are found in the instruments and rules of the local regulator, including National Instrument 45-106 *Prospectus Exemptions* ([NI 45-106](#)). The funds raised under other prospectus exemptions can be used to reach the minimum amount stated in the offering document if they are unconditionally available to the issuer. This would not trigger the requirement to amend the offering document by the issuer.

Valérie's objective is to raise a minimum of \$75,000. Through the funding portal, she raised \$45,000 from investors under the start-up crowdfunding exemption.

At the same time, Paul, who is considered to be an "accredited investor" because of his income and assets, unconditionally undertakes to invest \$30,000 in Valérie's enterprise.

Deleted: |

The minimum amount has been reached because Valérie can include Paul's \$30,000 investment as part of the start-up crowdfunding offering minimum

Deleted: |



amount. By including this amount, Valérie would not have to amend her start-up offering document.

Valérie can now close her start-up crowdfunding distribution and ask the funding portal to release the \$45,000 raised on its crowdfunding website as soon as the 48-hour withdrawal period has expired for all investors.

Deleted:

If an issuer raises funds under other prospectus exemptions, it must comply with the start-up crowdfunding exemptions and the legal requirements of the other exemptions. An issuer should seek professional advice if it has any questions regarding compliance.

## After the closing

### Filing of the offering document and report of exempt distribution

The offering document and a report of exempt distribution must be filed with the regulator of each participating jurisdiction where investors are located no later than 30 days after the closing of the distribution. For example, if the issuer has raised money in Québec and Alberta, the offering document and report of exempt distribution must be filed with the Autorité des marchés financiers and the Alberta Securities Commission.

Deleted: Nova Scotia

Deleted: Nova Scotia

When filing the offering document, the issuer must include all copies of the offering document including any amended versions.

In addition, the offering document and report of exempt distribution must be filed with the regulator of the participating jurisdiction where the issuer's head office is located, even if no investors were located in this jurisdiction.

The issuer must follow the filing requirements of the applicable participating jurisdiction(s) as indicated in the table below:

Participating Jurisdiction	Filing requirements
Manitoba New Brunswick Nova Scotia Québec Saskatchewan	<p><b>What to file:</b></p> <ul style="list-style-type: none"> <li>Form 1 <i>Start-up Crowdfunding - Offering Document</i>; <u>and</u></li> <li>Form 5 <i>Start-up Crowdfunding - Report of Exempt Distribution (Form 5)</i>, <u>and</u> <ul style="list-style-type: none"> <li><u>Schedule 1 to Form 5 <i>Start-up Crowdfunding - Purchaser Information</i></u></li> </ul> </li> </ul> <p><u><b>NOTE: In Saskatchewan, where the issuer raises funds in Saskatchewan and British Columbia and /or Alberta, the issuer is permitted to file in Form 45-106F1 <i>Report of Exempt Distribution (45-106F1)</i>, and</b></u></p>

Formatted: Font: Not Italic

Deleted: (Form 1)

Formatted: Space After: 6 pt

Formatted: Font: Palatino Linotype, English (Canada)

Formatted: Indent: Left: 0.25", No bullets or numbering

Formatted: Font: Palatino Linotype, Bold, Underline, English (Canada)

Formatted: Font: Palatino Linotype, English (Canada)

Formatted: Font: Palatino Linotype, English (Canada)

Formatted: Font: Palatino Linotype, English (Canada)

Formatted: Font: Bold

	<ul style="list-style-type: none"> <li>o <u>Schedule 1 to 45-106F1 Confidential Purchaser Information;</u></li> <li>o <u>Schedule 2 to 45-106F1 Confidential Director, Executive Officer, Promoter and Control Person Information.</u></li> </ul> <p><b>How to file:</b></p> <ul style="list-style-type: none"> <li>• Electronically through <b>SEDAR</b>, in accordance with National Instrument 13-101 <i>System for Electronic Document Analysis and Retrieval (SEDAR)</i> (described below)</li> </ul>
British Columbia (BC)	<p><b>What to file:</b></p> <ul style="list-style-type: none"> <li>• Form 1 <i>Start-up Crowdfunding - Offering Document</i></li> <li>• Form 45-106F1 <i>Report of Exempt Distribution</i> <b>(Form 45-106F1)</b></li> </ul> <p><b>How to file:</b></p> <ul style="list-style-type: none"> <li>• Electronically via BC's eServices website (<a href="https://eservices.bsc.bc.ca/">https://eservices.bsc.bc.ca/</a>)</li> </ul>
<u>Alberta</u>	<p><b>What to file:</b></p> <ul style="list-style-type: none"> <li>• <u>Form 1 <i>Start-up Crowdfunding - Offering Document</i></u></li> <li>• <u>Form 45-106F1 <i>Report of Exempt Distribution</i></u></li> </ul> <p><b>How to file:</b></p> <ul style="list-style-type: none"> <li>• <u>Electronically through <b>SEDAR</b>, in accordance with National Instrument 13-101 <i>System for Electronic Document Analysis and Retrieval (SEDAR)</i> (described below)</u></li> </ul>

Deleted: ¶

Formatted: Font: Not Italic

Formatted: Font: Palatino Linotype

Deleted:

Deleted: ¶  
¶  
¶

**Participating jurisdictions with SEDAR filing requirements:**

Issuers with exempt market filings are now required to electronically file through SEDAR in all participating jurisdictions (except British Columbia).

Therefore, if issuers relied on the start-up prospectus exemption to raise funds from investors in Manitoba, New Brunswick, Nova Scotia, Québec or Saskatchewan, or if the issuer's head office is located in one of those participating jurisdictions, then that issuer will be required to file their Form 1, Form 5 and Schedule 1 to Form 5 electronically through SEDAR. (In Alberta the issuer must file their Form 1, and Form 45-106F1.)

Deleted: .

Formatted: Space After: 12 pt

Form 1 is the start-up crowdfunding offering document that was provided to investors prior to purchase and any amended versions, if applicable.

Form 5 provides details to the regulator on the start-up crowdfunding distribution such as the amount of funds raised by the issuer.

Deleted: ¶

Formatted: Space After: 30 pt

Schedule 1 to Form 5 provides purchaser information for those who invested in their start-up offering.

Form 1 and Form 5 will be publicly available once filed on SEDAR. Schedule 1 to Form 5 will not be publicly available.

Deleted: ¶

Formatted: Space After: 12 pt

Deleted: ¶

Deleted:

The Canadian Securities Administrators (CSA) has information regarding the SEDAR filing requirements. Please see:

- [CSA Staff Notice 13-323 – Frequently Asked Questions About Making Exempt Market Offering and Disclosure Filings on SEDAR;](#)
- [CSA website on Reports of Exempt Distribution contains links to the reports for start-up crowdfunding prospectus exemption for SEDAR filing;](#)
  - On this webpage of the CSA website you will find:
    - a link to an optional fillable PDF for the Form 5 and
    - a link to the mandatory excel spreadsheet for Schedule 1 to Form 5 that must be used when filing on SEDAR (use of this excel spreadsheet is mandatory to ensure consistency in the filing of information on SEDAR).

Field Code Changed

Field Code Changed

Issuers may wish to ask their funding portal to use the same mandatory Schedule 1 to Form 5 when the funding portal is providing purchaser information to the issuer. This may make it easier for the issuer when the SEDAR filing is made.

Item 8 of Form 5 asks the issuer to provide the aggregate funds raised through the start-up distribution. When completing Item 11 of Form 5, issuers should ensure that the aggregate funds reported here is the same amount as reported in Item 8, but broken down by participating jurisdiction(s).

Schedule 1 to Form 5 asks the issuer to report the total purchase price paid by each purchaser. The issuer should ensure that the total of the "Total Purchase Price" column is the same as the aggregate funds amount reported in Items 8 and 11 on Form 5.

Item 8.1 of Form 5 asks whether there were any funds (if any) raised through concurrent distributions using other prospectus exemptions that are unconditionally available to the issuer to satisfy the minimum amount and if so, what amount.

Valérie met her objective to raise a minimum of \$75,000. She did this by raising \$45,000 from investors under the start-up crowdfunding exemption and \$30,000 from Paul under the accredited investor exemption. Therefore when Valérie

completes her Form 5, she will report \$45,000 in Item 8 and \$30,000 in Item 8.1. When Valérie completes her Schedule 1 to Form 5, she will only list purchaser information for those investors using the start-up crowdfunding exemption. That amount must add up to \$45,000.

Formatted: Space Before: 18 pt

### Different filing requirements

An issuer may be subject to different filing requirements if they are required to file documents in British Columbia and in any of the other participating jurisdiction(s).

Valérie's brilliant idea raised \$45,000 through start-up crowdfunding. She raised the following funds from investors: \$10,000 in Québec, \$12,000 in New Brunswick, and \$23,000 in British Columbia.

Deleted: An issuer may be subject to two different filing requirements if they are required to file in BC and in any of the other participating jurisdiction(s).

To meet her filing requirements, Valérie will need to file her Form 1, Form 5 and Schedule 1 to Form 5 electronically through SEDAR. She indicates on SEDAR that she is filing for both Québec and New Brunswick.

Deleted: Her head office is in Québec and she

She will also need to file the Form 1 and Form 45-106F1 electronically via BC's eServices website (<https://eservices.bccsc.bc.ca/>).

Field Code Changed

### Confirmation notice to investors

Within 30 days after the closing of the distribution, the issuer must send a confirmation notice to each investor who purchases securities with the following information:

- the date of subscription and the closing date of the distribution;
- the quantity and description of securities purchased;
- the price paid per security;
- the total commission, fee and any other amounts paid by the issuer to the funding portal in respect of the start-up crowdfunding distribution.

### Preparing an offering document

Issuers are responsible for preparing an offering document that investors will read to determine if they want to invest in that issuer. The offering document must be prepared using Form 1 - *Start-up Crowdfunding – Offering Document*. The issuer must provide information for each of the items in the form.

Issuers using start-up crowdfunding to solicit investors in Alberta should also consider the section entitled "Multi-jurisdictional distributions" in ASC Rule 45-517.

The following will help issuers complete certain items of the offering document and should be read together with the form.

#### *Item 2: The issuer*

- 2.1 (a) The organizing documents are the issuer's articles of incorporation, limited partnership agreement or other similar documents.
- (b) The head office is generally where the people managing the issuer, including the CEO, maintain their offices. This may be the same address, or different from the registered office address, depending on the legal structure of the corporation. The address of the head office should be a physical address and not be a P.O. Box.

#### *Item 4: Management*

4.1 The people named here are important for investors to assess if they want to invest in the issuer. These people should preferably have experience in managing a business, or in the same industry as the issuer.

**Director:** An individual occupying the position of director with the issuer. If the issuer is a limited partnership, information should also be provided for the directors of the general partner.

**Officer:** Includes the CEO, president, a vice-president, corporate secretary, general manager or any other individual who performs functions of officer for the issuer. If the issuer is a limited partnership, information should also be provided for the officers of the general partner.

**Promoter:** A person who takes the initiative in founding or organizing the issuer is generally considered a promoter of the issuer.

**Control person:** A person that holds more than 20% of the voting rights, alone or with other persons acting in concert, is generally considered a control person of the issuer.

- 4.2 If any of the persons listed in item 4.1 is or has been subject to any of the proceedings described in item 4.2, state this fact. Provide the name of the person involved and enough details on the time, nature and the outcome of the proceedings.

A quasi-criminal offence may include offences under the *Income Tax Act* (R.S.C. 1985, c. 1 (5th Suppl.)), the *Immigration and Refugee Protection Act* (R.S.C., 2001, c. 27) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any province or territory of Canada or foreign jurisdiction.

#### ***Item 5: Start-up crowdfunding distribution***

- 5.1 The issuer must provide the offering document to a funding portal. The funding portal must make the offering document available on its website before the issuer can begin to raise money. If the issuer is using a funding portal that is operated by a registered dealer, it must provide the name of the registered dealer in addition to the name of the funding portal. The offering document can only be posted on one funding portal.
- 5.3 (a) A start-up crowdfunding distribution is not allowed to close if the minimum offering amount has not been reached within 90 days. The offering document will be posted on the funding portal's website on the date agreed to by the issuer and the funding portal.
- (b) During the offering period, the issuer must immediately amend the offering document if the information that it contains is no longer true. Provide the date the amended offering document is posted on the funding portal's website and a description of the information that was amended. If the offering document is amended, the issuer must not modify the date in (a). Investors will have the right to withdraw their subscription within 48 hours of the funding portal notifying the investor that the offering document has been amended.

If the offering document has not been amended, (b) is not applicable.

- 5.5 The issuer must tell investors what rights are attached to the securities described in item 5.4, if any. This information is usually found in the organizing documents referred to in item 6.3.
- 5.6 The restrictions and conditions to be described here are generally found in shareholder's agreements or limited partnership agreements.

A tag-along right is a contractual obligation used to protect minority shareholders. The right assures that if the majority shareholder sells his stake, minority shareholders have the right to join and sell their securities on the same terms and conditions as would apply to the majority shareholder.

A drag-along right is designed to protect a majority shareholder. A drag-along right enables a majority shareholder to force minority shareholders to join in the sale of a company, by giving the minority shareholders the same price, terms, and conditions as any other seller.

A pre-emptive right is the right of existing shareholders to acquire new shares issued by the issuer. It can allow existing shareholders to maintain their proportional ownership of the issuer, preventing stock dilution.

- 5.7 The issuer must set a minimum amount to be raised before it can close a start-up crowdfunding distribution. The maximum amount cannot exceed \$250,000.

The amount raised needs to be equal to the total number of securities the issuer wishes to issue multiplied by the price per security.

- 5.8 The issuer has the option to set a minimum investment amount per investor. This amount cannot be over \$1,500. If the issuer does not wish to set a minimum investment amount, item 5.8 should be left blank. The minimum investment amount per investor cannot be below the price per security.

#### *Item 6: Issuer's business*

- 6.1 The description of the issuer's business is a very important part of the offering document. Enough details should be provided for an investor to clearly understand what the issuer does, or intends to do. Consideration should be given to the following:

- What makes the issuer's business special and different from other competitors in the industry?
- What milestones has the issuer already reached?
- Where does the issuer see its business in three, five and ten years?
- What are the issuer's future plans and hopes for its business and how does it plan to get there?
- What is the issuer's management experience in running a business or in the same industry?

- 6.2 Indicate whether the issuer is a corporation, a limited partnership, a general partnership or other. Also, indicate the province, territory or state where the issuer is incorporated or organized.

- 6.3 Specify where investors can review the issuer's organizing documents. Online access to these documents is convenient for investors.
- 6.5 The issuer is not required to provide financial statements to investors in connection with a start-up crowdfunding distribution. However, many investors use financial statements to assess and compare investment opportunities and may be reluctant to invest in a business that does not provide this type of information.

The issuer can choose to make financial statements available to investors. If so, it must include the statement provided in item 6.5 in the offering document. The issuer may want to post the financial statements on the issuer's website for the convenience of its investors.

The issuer should not, however, include the financial statements with or provide a link to the financial statements in the offering document. If the issuer chooses to include the financial statements or a link in the offering document, there may be an obligation under securities laws to prepare the financial statements using Canadian GAAP for publicly accountable enterprises and to audit the financial statements using Canadian GAAS.

#### *Item 7: Use of funds*

- 7.1 If the issuer has previously raised funds, specify for which purpose they were used. Include enough details so an investor can clearly understand:
- How much money the issuer has already raised?
  - How the issuer raised it?
  - What prospectus exemption was used?
  - How has that money been used?

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

- 7.2 The issuer must tell investors what it will do with the money raised from this start-up crowdfunding distribution by providing enough details to allow investors to make a reasoned investment decision. Incomplete or unrealistic information will not help the issuer raise more money. Therefore, the issuer should make sure its plans are realistic and achievable.



### *Item 8: Previous start-up crowdfunding distributions*

- 8.1 Provide the information listed under item 8.1 if any of the persons listed in item 4.1 have been involved in a start-up crowdfunding distribution in any of the participating jurisdictions in the past five years, whether with the issuer, or with another issuer.

### *Item 9: Compensation paid to funding portal*

- 9.1 Describe the fees (e.g., commission, arranging fee or other fee) that the funding portal is charging for its services. Describe each type of fee and the estimated amount to be paid for each type. 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).

### *Item 10: Risk factors*

- 10.1 Explain the risks of investing in the issuer for the investor in a meaningful way, avoiding overly general or “boilerplate” disclosure. Disclose both the risk and the factual basis for it. Risks can relate to the issuer’s business, its industry, its clients, etc.

Issuers should be truthful, reasonable and clear. Investors deserve to be able to make a reasoned decision based on all the information, even the downside. Issuers may indicate how they plan to mitigate these risks, but should not de-emphasize the risks by including excessive caveats or conditions.

### *Item 11: Reporting obligations*

- 11.1 Tell investors how the issuer will keep them informed about the business and their investment.

The regulator does not require that the issuer report to investors, but investors will want to be kept informed. If the issuer fails to do this, it may create disgruntled investors that can make it difficult for the issuer to raise money in the future.

Setting out a reasonable reporting plan is important. Issuers should make sure the plan is realistic. Reporting doesn’t have to be complex or costly. Reporting can be through newsletters, social media sites, email, financial statements or similar documents. Issuers should go over the milestones that have been met, confirm how investors’ money was used, and discuss future plans.

Deleted: ¶

Moved down [1]: Published May 14, 2015.  
Revised February 24, 2016 and June 30, 2016.

## Questions:

Refer any questions to the following participating jurisdictions:

British Columbia	British Columbia Securities Commission Telephone: 604-899-6854 Toll free in Canada: 1-800-373-6393 E-mail: <a href="mailto:portal@bcsc.bc.ca">portal@bcsc.bc.ca</a> <a href="http://www.bcsc.bc.ca">www.bcsc.bc.ca</a>
<u>Alberta</u>	<u><a href="#">Alberta Securities Commission</a></u> <u>Telephone: 403-355-4151</u> <u>E-mail: <a href="mailto:inquiries@asc.ca">inquiries@asc.ca</a></u> <u><a href="http://www.albertasecurities.com">www.albertasecurities.com</a></u>
Saskatchewan	Financial and Consumer Affairs Authority of Saskatchewan Securities Division Telephone: 306-787-5645 E-mail: <a href="mailto:exemptions@gov.sk.ca">exemptions@gov.sk.ca</a> <a href="http://www.fcaa.gov.sk.ca">www.fcaa.gov.sk.ca</a>
Manitoba	The Manitoba Securities Commission Telephone: 204-945-2548 Toll free in Manitoba: 1-800-655-2548 E-mail: <a href="mailto:exemptions.msc@gov.mb.ca">exemptions.msc@gov.mb.ca</a> <a href="http://www.mbsecurities.ca">www.mbsecurities.ca</a>
Québec	Autorité des marchés financiers Direction du financement des sociétés Telephone: 514-395-0337 Toll free in Québec: 1-877-525-0337 E-mail: <a href="mailto:financement-participatif@lautorite.qc.ca">financement-participatif@lautorite.qc.ca</a> <a href="http://www.lautorite.qc.ca">www.lautorite.qc.ca</a>
New Brunswick	Financial and Consumer Services Commission Toll free: 1-866-933-2222 E-mail: <a href="mailto:emf-md@fcnb.ca">emf-md@fcnb.ca</a> <a href="http://www.fcnb.ca">www.fcnb.ca</a>

Nova Scotia

Nova Scotia Securities Commission  
Telephone: 902-424-7768  
Toll free in Nova Scotia: 1-855-424-2499  
E-mail: [nssc.crowdfunding@novascotia.ca](mailto:nssc.crowdfunding@novascotia.ca)  
[nssc.novascotia.ca](http://nssc.novascotia.ca)

*The information in this Guide is for educational purposes only and does not constitute legal advice.*

*If any information in this Guide is inconsistent with Saskatchewan General Order 45-929 Start-up Crowdfunding Registration and Prospectus Exemptions, please follow the instrument and the related forms.*

Published May 14, 2015. Revised February 24, 2016, June 30, 2016, and December 1, 2017.

Moved (insertion) [1]

Deleted: and