**Form 45-110F1**

***Offering Document***

## Item 1: Risks of Investing

1.1 **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 **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 Information about the Issuer:

| | | |
|---|---|---|
| (a) | Full legal name: | Bacon Financial Technologies Inc. |
| (b) | Head office address: | 100 Place Charles Lemoyne, Suite 246 Longueuil, QC J4K 2T4 |
| (c) | Telephone: | 514-25-3255 |
| (d) | Email: | julien@hardbacon.com |
| (e) | Website | URL: https://hardbacon.ca/en/ |

2.2 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: | Julien Brault |
| (b) | Position: | Co-founder, CEO |
| (c) | Business address: | 100 Place Charles Lemoyne, Suite 246 Longueuil, QC J4K 2T4 |
| (d) | Business telephone: | 514-25-3255 |
| (e) | Business e-mail: | julien@hardbacon.com |

## Item 3: Issuer's Business

3.1 Bacon Financial Technologies Inc. (the "**Issuer**", "**Company**", **"Hardbacon",** and herein also referred to as "**we**", "**it**", or "**us**")

Hardbacon helps Canadians make financial decisions through an app that helps them plan, budget and invest.

Hardbacon's main product is a mobile application that aggregates and analyses account data as well as financial market information. The Company is also building its brand and audience through its website, Hardbacon.ca, which allows its users to find and compare different financial services and products, such as credit cards, bank accounts, online brokerages, robo-advisors, insurance and mortgages. The website also publishes content that aims to help people make better financial decisions.

Hardbacon's content and tools are bilingual (English and French), and is aimed to reach all Canadians aged 25-45, its target demographic.

***Services***

For the general public and retail users, Hardbacon provides a mobile application that connects to its users' bank and investment accounts to help them plan, budget, and invest. Hardbacon also helps its users compare financial products and services in 7 verticals: credit cards, savings and chequing accounts, online brokers, robo-advisors, life insurance, mortgages and personal loans.

For financial institutions, Hardbacon is a technology and lead generation provider that helps them acquire clients digitally. In the B2C segment, through Hardbacon's "exclusive offers section" and their comparison tool, they are able to display a wide range of banking products. Hardbacon is constantly working on building and signing new partnerships with the financial institutions, to display promotional offers and rates for Hardbacon visitors, and subscribers. This allows them to refer direct customers to financial institutions.

***Monetization & The Business Model***

Hardbacon's revenue streams:

1) Customer referrals (B2B) – Generating leads for financial institutions. A lead is an app user that is referred by Hardbacon to a financial institution. It can be someone that expresses an interest and registers on the partner's website, or someone that opens an account with the institution.
2) Advertising and media (B2B) – Financial institutions pay Hardbacon for creating and showing the right users sponsored posts, sidebar media placement, newsletter push and more.
3) Subscriptions (B2C) - In the Hardbacon application, users can opt into a premium subscription. This premium subscription allows our users to get access to prime and live stock market data, as well as portfolio analysis. This feature suits customers that like to have a better understanding and visibility of their investments.

***Competition***

Given our focus on lead generation for the financial services sector, Hardbacon has direct competitors in Canada. The three biggest players in Canada are Ratehub, Kanetix and Webpals, three companies that mainly rely on informational websites for generating leads to financial institutions and independent brokers. Ratehub (Ratehub.ca) is backed by private equity group Elephant Partners, Kanetix (rates.ca) belongs to the Ontario Teachers' Pension Plan and Webpals (greedyrates.ca) is a subsidiary of the London Stock Exchange listed XLMedia. While those parent companies are highly profitable, we believe they do not invest in technology in the same way market leaders in the United States and United Kindoms like Nerdwallet or MoneySuperMarket do. Indeed, both Nerdwallet and MoneySuperMarket have developed an application that allows users to gather personal finance information from their users (such as credit score, credit cards and bank accounts tracking), and as a result, can convert and retain more efficiently each web visitor coming to their website.

Other competitors better equipped in terms of technology, such as Mint, Borrowell or Credit Karma, are competitors in our credit vertical. Furthermore, their main business model is not lead generation. Outside of Canada, some of our largest competitors are Nerdwallet, which brings in upwards of $379.6 million USD in annual revenue in the United States in 2021, and MoneySuperMarket, a publicly-traded company that generated $316.7 million pounds (395.7M USD) in revenue in 2021 in the United Kingdom.

***Chart 1: Competitive Landscape***

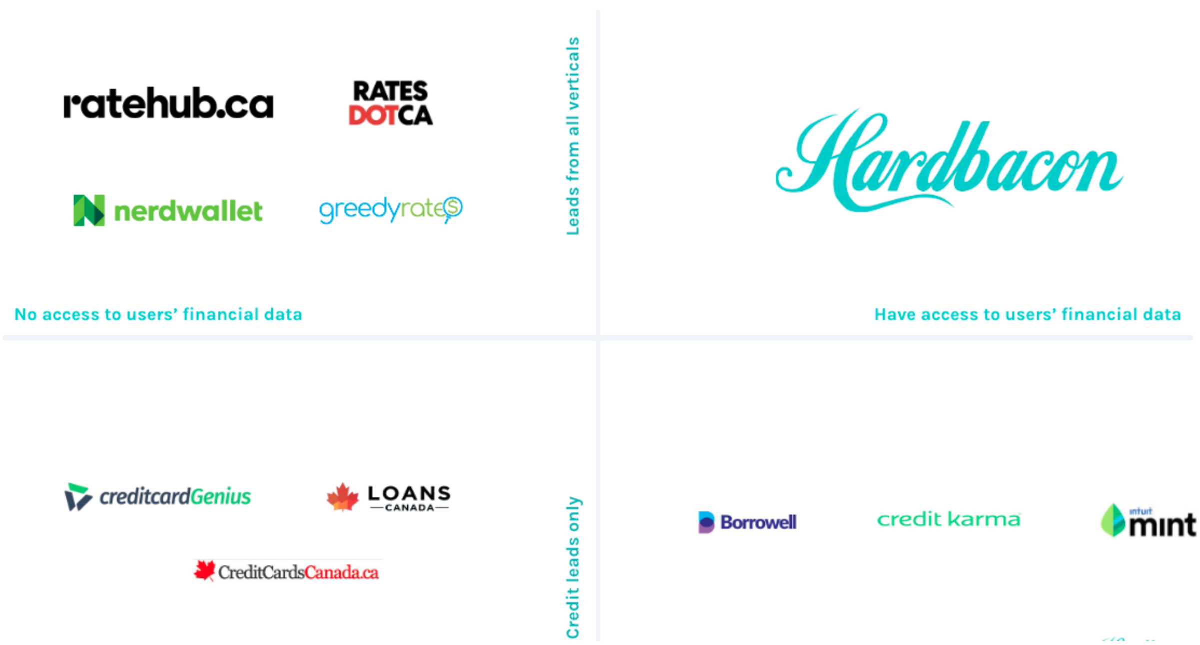


***Chart 2: Competitor Analysis***

| | ratehub.ca | RATESDOTCA | mint | Borrowell | greedyrates | Hardbacon |
|---|---|---|---|---|---|---|
| Lier comptes bancaires et les cartes de crédit | ✘ | ✘ | ✔ | ✔ | ✘ | ✔ |
| Lien les comptes d'investissement | ✘ | ✘ | ✘ | ✘ | ✘ | ✔ |
| Fonction de planification | ✘ | ✘ | ✘ | ✘ | ✘ | ✔ |
| Fonction de budget | ✘ | ✘ | ✔ | ✘ | ✘ | ✔ |
| Fonction de suivi des investissements | ✘ | ✘ | ✘ | ✘ | ✘ | ✔ |
| Recommandations de cartes de crédit | ✔ | ✔ | ✔ | ✔ | ✔ | ✔ |
| Recommandations de compte bancaire | ✔ | ✔ | ✘ | ✘ | ✔ | ✔ |
| Recommandations relatives aux comptes de placement | ✔ | ✔ | ✘ | ✘ | ✔ | ✔ |
| Recommandations d'assurance et d'hypothèques | ✔ | ✔ | ✘ | ✘ | ✔ | ✔ |
| Recommandations basées sur le comportement de dépenses | ✘ | ✘ | ✘ | ✘ | ✘ | ✔ |
| Applicaiton mobile | ✘ | ✘ | ✔ | ✔ | ✘ | ✔ |

***Major Risks***

One of the risks we face is failing to scale efficiently our user base and web traffic. While we are currently working on adding a web app and a SEO (Search Engine Optimization) strategy, our efforts could fail, and compromise the scalability of our current model. While SEO is the cornerstone of our growth strategy, we are diversifying our traffic acquisition strategy by building our own affiliate network, doing partnership with media websites and building a following on social media.

***Recent acquisitions / Milestones***

In the years since its inception, Hardbacon has achieved the following notable milestones:

- November 2017: Hardbacon, was accepted into the Queen City Fintech accelerator program; the team moved to Charlotte, North Carolina, for three months to be mentored by executives from Wells Fargo, Bank of America, Ally Invest and BB&T
- February 2018: The Hardbacon iPhone application is launched in the Apple Store. It is featured by Apple in the New Apps We Love category and received media attention from Journal de l'assurance, Le Devoir, Conseiller, The Financial Post, Nuadox, Finance et investissement, The National Post, Toronto Star, La Presse, advisor.ca, Vancouver Sun, Investment Executive, Strategy Online, MSN, Journal de Montréal, and MTLinTech
- June 2018: The Company launched an equity crowdfunding campaign on GoTroo and successfully raised approximately $250,000 from 361 investors
- September 2018: A strategic partnership with Desjardins Online Brokerage was signed, resulting in Hardbacon being featured on the Disnat.com platform
- December 2018: The Android version of Hardbacon is launched
- February 2019: Hardbacon launches its investment portfolio score. We are the first company in Canada providing a rating of your investment based on different criteria such as risk vs performance, exchange rate, diversification, assets allocations, transfer fees, management fees and others. This enhances the overview and the information available to our customers on their investments

- June 2019: Hardbacon launches its investment portfolio, stocks and ETFs alerts. This feature will send automatic alerts that the user can personalize regarding his objectives
- August 2019: The company closes a successful round of $780,733 on FrontFundr from 918 investors
- September 2019: Hardbacon launches its practice accounts, which allow anyone to learn about the stock market by investing virtual money
- February 2020: Hardbacon launches its integration with bank accounts. This allows Hardbacon to open a brand-new segment for our customers. Helping them budgeting and sorting their everyday banking transactions
- May 2020: Hardbacon launches a new version of the app that is free, and that includes budgeting and planning
- October 2020: Hardbacon launches its comparison tools on Hardbacon.ca to help its users compare financial products and services in seven (7) verticals. Which are:
    - Chequing accounts
    - Saving accounts
    - Credit cards
    - Personals loans
    - Robo-Advisor accounts
    - Online Brokerage accounts
    - Mortgages
- February 2021: Hardbacon closes a successful round of $1,372,600 in convertible notes on FrontFundr from 954 investors
- June 2021: Multiple milestones reached:
    - Hired several marketing, sales and product "rock stars". These included a Director of Monetization, Director of Growth, an SEO specialist, a product designer, and a content manager.
    - Sold the first sponsored content on Hardbacon.ca
    - Signed several customer referral agreements covering a total of 18 new products from financial institutions such as National Bank, HSBC, Equitable Bank and Coast Capital.
    - Increased client referral and sponsored content revenues by over 70% per month.
    - Increased web traffic on Hardbacon.ca, which now generates approximately 150k page views per month.
- August 2021: Multiple milestones reached:
    - Launched a TV and digital advertising campaign.
    - Realigned the content team, with the appointment of a new Content Manager, Stéfani Balinski, and two in-house writers: Louis Angot, based in Montreal, and Heidi Middleton, who is based in Winnipeg.
    - Launched a mortage rate comparison tool
    - Joined the American Express Affiliate Program at the end of June.
    - Signed 12 new clients since the beginning of June.
    - Between April and early August, we sold 8 sponsored content items and several personalized marketing products for clients. Our marketing product offering is now

our second largest source of income, after customer referrals.
  - Relaunched Grattecenne.com with a focus on reward points and miles
- December 2021: Multiple milestones reached:
  - Signed a partnership with the Metro Media Group, owner of the Métro newspaper and numerous weeklies across Quebec
  - Launched 24 financial calculators on our website to help people make better financial decisions and increase our search engine traffic
  - Experienced a record month in November in terms of revenue, with sales expected to exceed $35,000
  - Signed over a dozen new deals with many prestigious clients such as Air Miles, BMO, Bitbuy, HSBC, NDAX, CIBC, QTrade, etc.
  - For the first time in its history, Hardbacon has filled its marketing order book. Between September and November, we produced 9 sponsored content pieces, 10 sponsored newsletters and 9 banner ads in our weekly newsletter.
  - Launched home and auto insurance comparison tools in partnership with ClicAssure
  - Hardbacon now has a predominantly English speaking audience with 51% of users being English speakers
- January 2022: completed the acquisition of Indian-based financial calculators website, Findmytotal.com
- March 2022: Multiple milestones reached:
  - Hardbacon.ca now attracts more than 195,000 unique visitors per month
  - Partnership with HelloSafe.ca, a website reaching no less than 152,000 unique visitors per month in Canada.
  - Obtaining a loan of $122,808 from Investissement Québec.
  - Launch of three new comparison tools in the following niches: cryptocurrencies, airline tickets and hotels.
  - New feature in the app to track cryptocurrencies.
  - Launch of registrations for the new edition of our personal finance bootcamp.
  - Launch of our affiliate network
  - Signed with 14 new clients, including Sun Life Financials and TD Bank, since January 2022.
  - We are at 89% of our sales objectives for media placement and lead generation for the first quarter.
  - Launch of the Parlons Bacon brand in partnership with Metro Media, publisher of the Métro newspaper and many neighborhood weeklies in Montreal and Quebec City. Hardbacon completed the acquisition of Simple Rate which allowed us to consolidate our leadership position in terms of credit lead generation for credit card issuers in Canada.
- April 2022: Hardbacon.ca now reaches 230,000 monthly unique visitors.

***Management of Issuer***

Julien Brault: As the CEO of Hardbacon, Julien aims to guide his team with collaborative leadership. He co-founded Hardbacon to help Canadians make better investment decisions and has since raised over two million dollars and landed strategic partnerships with financial institutions all over the country. Before launching Hardbacon, Julien shared his passion for finance and technology as a business reporter for Les Affaires. He also served as Director of Growth for a fintech investment fund.

Nicolas Raynaud: Our Director of Technology, Nicolas, joined the team with over 10 years of experience as an expert developer and software architect, notably in the financial services industry at Crédit Agricole. Prior to joining the team, he was a Software Architect and Senior Developer at OPT New Caledonia, following a similar stint at CAFAT. He is passionate about solving complex software problems as well as the impact of his work on the lives of end users.

Erick Martz: Erick is the Head of Growth at Hardbacon, where he brings more than 20 years of studies and professional experiences in website creation, web marketing and IT project management to the team. He has collaborated with several renowned communication agencies, both in Quebec and international. In 2016, he launched his own branding an online marketing agency dubbed Agence Web where he puts his knowledge to work in order to perfect organic SEO techniques.

Frédéric Roy: A business development and sales specialist, Frédéric joined Hardbacon as Director of Monetization, after spending nine years in the world of specialized media for Canadian financial service professionals. By night, he continues to share his knowledge of finance as a columnist for Planète Business. His background in Political Science, his expertise in communication and his knowledge of the financial world make him the expert to talk to about your projects!

Ivan Lagacé: A Financial Data Specialist, Ivan joined Hardbacon with a wealth of knowledge to share. Before joining the team, he had a 15-year career dedicated to developing and analyzing software for simulating complex systems in the aerospace, automotive and other industries. Next, he embarked on a sales and marketing career for software and hardware technology companies. Ivan considers Hardbacon as his third career. After completing a Master's Degree in Mathematical and Computational Finance, he is dedicated to developing financial software applications.

Stéfani Balinsky: Stefani Balinsky is the Editor-in-Chief at Hardbacon. She has been writing professionally since her days at university and her summer internship at the Just for Laughs Festival. She has multiple degrees from McGill University and her PMP from the Project Management Institute. She loves data and research as much as she loves a good story. She has held marketing positions in publishing, health, and fintech companies. She also has an entrepreneurial mindset that feeds her curiosity.

### *Future Milestones*

Hardbacon's long-term goals include becoming the go-to tool that everyone turns to, whenever they make a financial decision. In the long run, we plan to serve more users by operating also in international markets . We intend to turn Hardbacon into a multinational service trusted by millions of users to make financial decisions.

Our long-term objectives are not limited to geographic expansion. We want to touch every aspect of our user's financial life. Our long-term objective is to build our app to be useful in any financial decision, thus allowing the Company and its B2B clients to profit from any financial service our user would need. Ultimately, the Company's goal is to become Mr. and Mrs. Everybody's "family office", helping its users with all aspects of their financial life. The Company's ambitions include helping people shop for insurance policies and financial advisors, do their taxes, eliminate their debt, get a mortgage, and so much more.

3.2 The Issuer is organized under the laws of the Canada Business Corporations Act ("the **Act**"); its incorporation number is 1041779-3, and it was incorporated on September 22nd, 2017.

3.3 The Issuer's shareholders' agreement and voting trust agreement are available upon request to support@frontfundr.com.

3.4 The Issuer:

☐ has never conducted operations.
☐ is in the development stage.
☒ is currently conducting operations.

3.5 Financial statements are available upon request to support@frontfundr.com.

**Information for purchasers: If you receive financial statements from an Issuer conducting a Start-Up 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 independent financial adviser about the information in the financial statements.**

3.6 As of the date of this Offering Document, there are the following securities authorized and outstanding:

| **Issued Securities** | | |
|---|---|---|
| Description of security | Number outstanding | Basic terms |
| Class A Common Shares | 1,204,271 | Voting shares |
| Class D Common Shares | 813,951 | Non-voting shares |
| **Total shares outstanding** | **2,018,222** | |

| Stock Options | | |
|---|---|---|
| Status of Option | Number outstanding | Basic terms |
| Vested | 12,831 | Issued pursuant to the employee stock option plan and exercisable into Class D Common shares. |
| Unvested | 95,553 | |
| **Total options outstanding** | **108,384** | |

Notes:

1. Class A Common Shares (voting rights, dividends at discretion of management, rights to liquidation after certain conditions met, see **item 5.5** for Class D requirements which are the same for Class A)
2. Class D Common Shares (no voting rights, dividends at discretion of management, rights to liquidation after certain conditions met, see **item 5.5** for more information)

| Convertible Securities [1] | | | | | |
|---|---|---|---|---|---|
| Description of Security/Agreement | Purchase Amount | Valuation Cap | Discount or Interest % | Equity Financing Threshold [3] | Fully Diluted Entitlement |
| Convertible Promissory Note [2] | $ 1,372,600 | $10,000,000 | 10% annual interest | $1,000,000 | TBD upon conversion[4] |

Notes:

1. Information about the convertible security agreement described in this table is provided for convenience only and should not be relied on as authoritative. The securities issuable under each agreement are subject to the full terms, conditions, and rights of the holder pursuant to the applicable agreement, and the actual Fully Diluted Entitlement, among other things, may change depending on the terms of the conversion event.
2. Convertible security agreements are available upon request. Capitalized terms used in this table and not otherwise expressly defined have the meaning ascribed to them in their respective agreements. For clarity, there are capitalized terms in this table that are defined elsewhere in this Offering Document; those meanings should not be given to the terms in this table.
3. Subject to the specific definition of "Equity Financing" or similar term within each agreement, Equity Financing Threshold means the aggregate amount of proceeds that must be received in a qualified financing by the Company in order for the securities underlying the agreement to be issued.
4. If this offering raises $1,000,000 or greater the convertible promissory note will convert, further diluting the outstanding shares by approximately 305,578. The conversion share count of 305,578 is an estimate assuming one year of interest.
5. This Convertible Promissory Note was received in and is denominated in Canadian Dollars (CAD).

## Item 4: Management

4.1 Information for each promoter, director, officer, and control person of the Issuer:

| Full legal name, residence, and position at the Issuer | Principal occupation for the last five years | Expertise, education, and experience that is relevant to the Issuer's business | Number and type of securities of the Issuer owned | Date securities acquired and price paid for the securities | Ownership of the Issuer's securities as of the date of this Offering Document[(1), (2)] |
|---|---|---|---|---|---|
| **Julien Brault**<br>City, Province<br><br>*Co-founder, CEO, Director* | CEO of Hardbacon | Julien co-founded Hardbacon after a career in business journalism. During his time as a journalist, where he utilized tools such as Bloomberg to do his job, he realized that not everyone had access to relevant financial information to make informed decisions, which is why he founded Hardbacon. | 680,000 Class A shares | 680,000 were acquired on September 28th, 2017, for $0.0001/share. | Undiluted: 33.69% (56.47% voting)<br><br>Fully diluted: 31.98% |
| **Nicolas Raynaud**<br>City, Province<br><br>*CTO* | CTO of Hardbacon | Nicolas has made a career for himself of over 15 years as a software developer / architect / engineer at various companies. | 3,948 Options | Options were granted December 1, 2019 and are fully vested. They are worth $1.90/share | Undiluted: 0%<br><br>Fully diluted: 0.18% |

[1] All dollar amounts referred to herein are denominated in Canadian currency unless otherwise expressly provided.

| | | | | | |
|---|---|---|---|---|---|
| **Henri Tremblay**<br>City, Province<br><br>*Co-founder* | No longer works at Hardbacon | | 312,500 Class A shares | 50,000 were acquired on September 28th, 2017, for $0.0001/share<br><br>630,000 were acquired on March 2nd, 2018, for $0.0001/share<br><br>367,500 were sold on November 6th, 2019. | Undiluted: 15.48% (25.95% voting)<br><br>Fully diluted: 14.69% |
| **Ivan Lagacé**<br>City, Province<br><br>*Head of Financial Engineering* | Head of financial engineering at Hardbacon | Ivan had spent over 15 years in a sales and marketing capacity before returning to school and completing a degree in mathematical and computational finance, which he now utilizes in his day-to-day with Hardbacon as a finance specialist | 11,111 Class A shares<br><br>9,741 Options of which 7,306 are vested | 11,111 were acquired on October 3rd, 2019 at $0.90/share<br><br>Options were granted September 10, 2018. The fully vested options are worth $0.90/share | Undiluted: 0.55% (0.92% voting)<br><br>Fully diluted: 0.98% |

Notes:

**(1)** Based on an undiluted capitalization of 2,018,222 shares including the balances of outstanding Class A and Class D Common Shares.

**(2)** Based on a fully diluted capitalization of 2,126,606 shares. The fully diluted capitalization share count is calculated by adding the 108,384 employee stock options to the undiluted capitalization share count.

**(3)** If this offering raises $1,000,000 or greater the convertible promissory note will convert, further diluting the outstanding shares by approximately 305,578. The conversion share count of 305,578 is an estimate assuming one year one interest. Assuming exactly $1,000,000 is raised in this offering the total fully diluted post raise share count would be 2,490,680.

**For more information see Item 3.6.**

4.2 No person listed in Item 4.1 or the Issuer, 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.

**Item 5: Crowdfunding Distribution**

5.1 The Company has engaged FrontFundr Financial Services Inc. ("**FrontFundr**"), an exempt market dealer, to conduct this crowdfunding distribution. FrontFundr is a wholly-owned subsidiary of Silver Maple Ventures Inc.

5.2 The Issuer intends to raise funds and make this Offering Document available in the following jurisdictions.

| | | |
|---|---|---|
| ☒ British Columbia | ☒ Ontario | ☐ Newfoundland and Labrador |
| ☒ Alberta | ☒ Quebec | ☐ Northwest Territories |
| ☒ Saskatchewan | ☒ New Brunswick | ☐ Nunavut |
| ☒ Manitoba | ☒ Nova Scotia | ☐ Yukon |

5.3 Information regarding the crowdfunding distribution:

(a) The date by which the Issuer must have raised the minimum offering amount, if any, as provided in Item 5.7, and conduct a closing under this crowdfunding distribution, is 90 days from the date of this offering document.

(b) This Offering Document has not been previously amended.

5.4 The eligible securities being offered are:

☒ Class D 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

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

☒ Voting rights (subject to the terms and conditions of the Voting Trust Agreement, as described further in **Item 5.6)**.

☒ Dividends or interests – Subject to the rights, privileges, conditions and restrictions attaching to the other classes of shares, the holders of the Class D Shares shall have the right to receive if, as and when declared by the board of directors of the corporation, any dividend on such dates and for such amounts as the board of directors may from time to time determine. The board of directors is in no way held to declare any dividend on the shares of the other classes of shares by reason that any dividend would have been declared or paid on the Class D Shares.

☒ Rights on dissolution – Subject to the rights, privileges, conditions and restrictions attaching to the other classes of shares, the holders of the Class D Shares shall have the right, upon the liquidation or dissolution of the corporation, after the payment to the holders of the Class E, F, G, H, I and J Shares of any amount payable to such classes of shares in such event and after the payment of the $150 payable to the holders of the Class A Shares, of the $100 payable to the holders of the Class B Shares and of the $50 payable to the holders of the Class C Shares, to receive together with the holders of the Class A, B, and C Shares equally, share for share and without preference or distinction between such classes of shares, the remaining property of the corporation

☐ conversion rights: The Common Shares are not convertible into any other form of share or security.

☒ pre-emptive rights: Shareholders will have the pre-emptive right to invest in subsequent equity financing events subject to Item 6 in the issuer shareholder agreement dated September 28, 2017.

5.6 Other material restrictions or conditions:

- At the discretion of the Company, each Subscriber, either directly or indirectly, will enter into a voting trust agreement, by which the voting rights of the eligible securities will be transferred to a trustee to the Company to assist in the administration of our large shareholder base. Subscribers will maintain all the beneficial and commercial rights afforded to them otherwise (such as any distribution upon sale or payment of dividends). For more information see **Item 10.3**.

5.7 Information about the offering:

| | Total amount ($) | Total number of eligible securities issuable |
|---|---|---|
| Minimum Offering Amount | Nil | Nil |
| Maximum Offering Amount**(1)(2)** | $1,500,000 | 273,225 |
| Price per eligible security | $5.49 | |

**(1)** While the Issuer is limited to raising $1,500,000 within any 12-month period using National Instrument 45-110 *Start-up Crowdfunding Registration and Prospectus Exemptions*, it may raise more in that period via such other available prospectus exemptions.
**(2)** The Issuer may accept more than the maximum offering amount in its sole discretion.

5.8 The minimum investment amount per subscriber will be indicated on the Company's FrontFundr campaign page.

5.9 **Note: This offering does not have a Minimum Offering amount. Hardbacon will be able to collect all funds raised through this offering regardless of the total amounts raised.**

## Item 6: Use of Funds

6.1 Information on the funds previously raised by the issuer:

The funding history of the Issuer:

| Date | Amount | How the funds were raised | Prospectus exemption used | Use of funds |
|---|---|---|---|---|

| | | | | |
|---|---|---|---|---|
| July 26, 2018 | $249,999 | Class D Common Shares | NI 45-535 – Start-up Crowdfunding | Funds were used for product development & financial data, marketing, sales, and general & admin costs |
| August 8th, 2019 | $780,733 | Class D Common Shares | NI 45-106 | Funds were used for product development, sales, marketing, admin costs, and financial data |
| February 26th, 2021 | $1,372,600 | Convertible Promissory Note | NI 45-106 | Funds were used for product development & financial data, marketing, sales, and general & admin costs |
| March 2, 2020 | $250,000 | Business Development Bank of Canada loan<br><br>60 months Amortization First 12 months Interest only | NA | Marketing and content expenses to accelerate growth of Hardbacon |
| **June 20, 2022** | $509,576.31 | Class D Common Shares | NI 45-106<br><br>NI 45-110 | See Item 6.2 |
| **July 5, 2022** | $168,965.73 | Class D Common Shares | NI 45-106<br><br>NI 45-110 | See Item 6.2 |

6.2 Use of proceeds from this offering:

| Description of intended use of funds listed in order or priority | Total amount ($) | |
|---|---|---|
| | Assuming minimum offering amount | Assuming maximum offering amount **(1)** |
| Product | Nil | $216,085.50 |
| Sales | Nil | $53,707.50 |
| Marketing | Nil | $434,403.00 |

| | | |
|---|---|---|
| Admin | Nil | $690,943.50 |
| Offering costs – trade fees **(2)** | Nil | $105,000 |
| Total | Nil | $1,500,000 |

a. The Issuer may accept more than the maximum offering amount in its sole discretion.
b. Specific trade fees presented are for illustrative purposes only. FrontFundr is entitled to a trade fee only on eligible investments. For more information see **Item 8**.

**Item 7: Previous Start-Up Crowdfunding Distributions**

7.1 The Issuer has previously used the Start-Up Crowdfunding Distribution. The offering took place between June 21, 2018 and July 26, 2018. Details of the offering:

(a) Full legal name of issuer: Bacon Financial Technologies Inc.
(b) Name of funding portal: GoTroo
(c) Result of distribution: Successful Crowdfunding Campaign
(d) Number of subscribers: 408
(e) Proceeds raised under CF: $249,999
(f) Eligible securities issued: Class D Common Shares

The Issuer completed a second Start-Up Crowdfunding Distribution on June 10, 2022. Details of the offering:

(a) Full legal name of issuer: Bacon Financial Technologies Inc.
(b) Name of funding portal: FrontFundr
(c) Result of distribution: Successful Crowdfunding Campaign
(d) Proceeds raised under the Crowdfunding exemption: $297,958.77
(e) Eligible securities issued: Class D Common Shares

The Issuer completed a third Start-Up Crowdfunding Distribution on July 5, 2022. Details of the offering:

(a) Full legal name of issuer: Bacon Financial Technologies Inc.
(b) Name of funding portal: FrontFundr
(c) Result of distribution: Successful Crowdfunding Campaign
(d) Proceeds raised under the Crowdfunding exemption: $117,958.14
(e) Eligible securities issued: Class D Common Shares

**Item 8: Compensation Paid to the Funding Portal**

8.1 Pursuant to an agency agreement dated February 17th, 2022, (the "**Agency Agreement**") the Company has engaged FrontFundr to act as its exclusive sales, marketing and administrative agent in connection with the offering and to provide certain related services to the Company. In this role, among other things, FrontFundr will use its best efforts to identify investors to purchase the eligible securities as part of this offering.

Under the Agency Agreement, the following compensation is due to FrontFundr:

- Onboarding fee of $2,500.
- Service fee of $2,500 for drafting of offering materials.
- A trade fee for each subscriber who:
    - invests $25,000 or less, the greater of, (ii) 7.00% of the gross proceeds raised from any subscriber under this offering or (ii) $35 per subscriber,
    - invests $25,001 to $100,000 a Trade Fee equal to 2.5% of the gross proceeds raised from any subscriber,
    - invests $100,001 or greater a Trade Fee equal to 2.0% of the gross proceeds raised from any subscriber.
- Trade fees are subject to a presidents list of up to 5 prospective investors, the list which must be submitted prior to the launch of this offering, who are subject to a trade fee of 1%.
- A trade fee equal to 2.5% of the gross proceeds raised from any subscriber listed in schedule S, who is a previous shareholder and invests through the Agent's online platform, and which FrontFundr provides any services to, shall also apply.
- Warrants entitling FrontFundr to purchase that number of eligible securities as is equal to 1.5% of the number of eligible securities sold under FrontFundr's Offering for up to 3 years after issuance.
- At the option and discretion of the Company, fees for closing services, up to $2,250.

## Item 9: Risk Factors

### 9.1 General Risks

There are certain risks inherent in an investment in the Securities and in the activities of the Issuer, which investors should carefully consider before investing in the Securities. The following is a summary only of some of the risk factors. Prospective purchasers should review the risks relating to an investment in the Securities with their legal and financial advisors.

The Issuer advises that prospective purchasers should consult with their own independent professional legal, tax, investment and financial advisors before purchasing the Securities in order to determine the appropriateness of this investment in relation to their financial and investment objectives and in relation to the tax consequences of any such investment.

In addition to the factors set forth elsewhere in this Offering Document, prospective purchasers should consider the following risks before purchasing the Securities. Any or all of these risks, or other as yet unidentified risks, may have a material adverse effect on the Issuer's business, and/or the return to the purchasers.

**The risk factors outlined below are not a definitive list of all risk factors associated with an investment in the eligible securities offered hereunder and Investors are cautioned that they may lose their entire investment.**

**Investment Risks**

*a)* ***Securities are Speculative*** - The securities offered hereunder must be considered highly speculative and an investment in such securities involves a high degree of risk. A potential Subscriber should carefully consider the following risk factors in addition to the other information contained in this memorandum before purchasing securities. Due to the nature of the business and the present stage of development of its business, the Issuer may be subject to significant risks. The Issuer's actual operating results may be very different from those expected as at the date of this memorandum, in which the event the trading price of the securities could decline, and a Subscriber may lose all or part of his or her investment. The risk factors outlined below are not a definitive list of all risk factors associated with an investment in the securities offered hereunder and investors are cautioned that they may lose their entire investment.

*b)* ***Restrictions on Transfers; No Public Market*** - There is presently no public market for the securities, and none is expected to develop in the foreseeable future. The securities are subject to substantial restrictions on transfer under securities laws and the Articles of the Issuer. Accordingly, the securities may not be resold or otherwise transferred, except in accordance with the Articles of the Issuer or in accordance with such applicable Canadian securities laws. (See **Item 12 – Resale Restrictions**.)

*c)* ***Value of Securities of the Issuer*** - The price for securities of the Issuer is determined by management and may not bear any relationship to earnings, book value or other valuation criteria.

*d)* ***Tax Matters*** - The return on a shareholder's investment in his/her or its securities is subject to changes in Canadian Federal and Provincial tax laws, as well as any other tax laws applicable to the shareholders. There can be no assurance that the tax laws will not be changed in a manner which will fundamentally alter the tax consequences to investors of holding or disposing of the securities.

*e)* ***Dilution*** - After completion of the offering, existing shareholders may have their interests diluted. The exercising of outstanding stock options or warrants shall also have a dilutive effect on the interests of the new purchasers of the securities. Moreover, in the event the Issuer requires additional equity financing pursuant to the Securities offered under the offering, purchasers of the additional securities may experience further dilution to the extent that such securities may be issued for a value less than the price paid for conversion of shares acquired hereunder.

**Issuer Risks**

*a)* ***No assurance*** - There is no guarantee that the Issuer will achieve its investment objective or earn a positive return.

*b)* ***Management and Personnel Risks*** - The Issuer's business will be significantly dependent on the Issuer's management team including outside management advisors and consultants. The loss of the Issuer's directors, officers, other employees, advisors or consultants could have a material adverse effect on the Issuer. The Issuer's success depends, in part, on its ability to attract and retain key, technical, management and operating personnel, including consultants and members of the Issuer's board of Directors (the "**Board**"). The Issuer needs to develop sufficient expertise and add skilled employees or retain consultants in areas such as research and development, sales, and marketing in order to successfully execute its business plan. The Issuer may be unable to attract and retain qualified personnel or develop the expertise needed in these areas. If the Issuer fails to attract and retain key personnel, it may be unable to execute its business plan and its business could be adversely affected.

*c)* ***No History of Dividends or Plan to Pay Dividends*** - The Issuer has never paid a dividend nor made a distribution on any of their securities. Further, the Issuer may never achieve a level of profitability that would permit payment of dividends or other forms of distribution to its shareholders. Given the stage of the Issuer's business, it will likely be a long period before the Issuer could be in a position to declare dividends or make distributions to its investors. The payment of any future dividends by the Issuer will be at the sole discretion of the Issuer's Board. Holders of eligible shares will be entitled to receive dividends only when, as, and if, declared by the Issuer's Board.

*d)* ***History of Losses*** **–** The Issuer has incurred net losses from the inception of its business until the date of this Offering Document. The Issuer cannot assure that it can become profitable or avoid net losses in the future or that there will not be any earnings or revenue declines for any future quarterly or other periods. The Issuer expects that its operating expenses will increase as it grows its business, including expending substantial resources for research and development, marketing, and other growth-related expenses. As a result, any decrease or delay in generating revenues could result in material operating losses.

*e)* ***Inability to Manage the Potential Growth of the Business*** - The Issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Issuer to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train, and manage its employee base. The inability of the Issuer to deal with potential growth could have a material adverse impact on its business, operating results, financial condition or profitability. Any expansion of operations the Issuer may undertake will entail risks; such actions may involve specific operational activities, which may negatively impact the profitability of the Issuer. Consequently, shareholders must assume the risk that (*i*) such expansion may ultimately involve expenditures of funds beyond the resources available to the Issuer at that time, and (*ii*) management of such expanded operations may divert management's attention and resources away from any other operations, all of which factors may have a material adverse effect on the Issuer's present and prospective business activities.

***f)*** ***Further Need for Debt or Equity Financing*** - The Issuer may have to sell additional securities including, but not limited to, shares or some form of convertible security, the effect of which will result in a dilution of the equity interests of any existing shareholders. The Issuer may also need to raise capital by incurring long term or short-term indebtedness in order to fund its business objectives. This could result in increased interest expense or decreased net income. Security holders are cautioned that there can be no assurance as to the terms of such financing and whether such financing will be available. Moreover, the Issuer's articles do not limit the amount of indebtedness that the Issuer may incur. The level of the Issuer's indebtedness could impair its ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

***g)*** ***Development Stage of Business Risks*** - The Issuer has only a limited history upon which an evaluation of its prospects and future performance can be made. The Issuer's proposed operations are subject to all business risks associated with new enterprises. The likelihood of the Issuer's success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the expansion of a business, operation in a competitive industry and the development of a customer base. There is a possibility that the Issuer could sustain losses into the future. If the Issuer is unable to generate revenues or profits, investors might not be able to realize returns on their investment or prevent the loss of their investment.

***h)*** ***Forward-Looking Statements and Information May Prove Inaccurate*** - Investors are cautioned not to place undue reliance on forward-looking statements and information. By its nature, forward-looking statements and information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements and information or contribute to the possibility that predictions, forecasts, or projections will prove to be materially inaccurate.

***i)*** ***Competition Risks*** - If the Issuer fails to compete effectively against larger, more established companies with greater resources, then its business may suffer. There can be no assurance that the Issuer's current or future products or services and the results of the Issuer's ongoing research and development efforts will result in products or services that will be viable for any commercial applications and, if viable, that potential customers will utilize the Issuer's products and services for the purposes intended. Increased competition may result in price reductions, reduced gross margins and loss of market share, any of which could materially and adversely affect the Issuer's business. The Issuer may not be able to compete successfully against current and future competitors and the failure to do so would harm the Issuer's business.

*j)* ***Cyber Security Risk*** - Cyber security risk is the risk of loss and liability to an organization resulting from a failure or breach of the information technology systems used by or on behalf of the organization and its service providers, including incidents resulting in unauthorized access, use or disclosure of sensitive, regulated or protected data. The use of the internet and information technology systems by the Issuer and their service providers may expose the Issuer to potential loss or liability arising from cyber security incidents.

*k)* ***Data Security Risk*** - If any of the systems of any third parties upon which we rely, our customers' cloud or on-premises environments, or our internal systems, are breached or if unauthorized access to customer or third-party data is otherwise obtained, public perception of our platforms and services may be harmed, and we may lose business and incur losses or liabilities.

***Litigation Risk*** - The Issuer may be subject to litigation arising out of its operations. Damages claimed under such litigation may be material, and the outcome of such litigation may materially impact the Issuer's respective operations, and the value of the shares. While the Issuer will assess the merits of any lawsuits and defend such lawsuits accordingly, the Issuer may be required to incur significant expense or devote significant financial resources to such defenses. In addition, the adverse publicity surrounding such claims may have a material adverse effect on the Issuer's operations.

*l)* ***Intellectual Property Rights*** - The future success of the Issuer's business is dependent upon the intellectual property rights surrounding the technology, including trade secrets, know-how and continuing technological innovation. Although the Issuer will seek to protect its proprietary rights through trademark registrations and patent applications, its actions may be inadequate to protect any proprietary rights or to prevent others from claiming violations of their proprietary rights.

There can be no assurance that other companies are not investigating or developing other technologies that are similar to the technology. In addition, effective intellectual property protection may be unenforceable or limited in certain countries, and the global nature of the Internet makes it impossible to control the ultimate designation of the Issuer's technology. Any of these claims, with or without merit, could subject the Issuer to costly litigation. If the protection of proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of the Issuer's brand and other intangible assets may be diminished. Any of these events could have an adverse effect on the Issuer's business and financial results.

***m)*** ***Inability to License Other Intellectual Property Rights*** - The technology of the Issuer may require the use of other existing technologies and processes, which are currently, or in the future, will be, subject to patents, copyrights, trademarks, trade secrets or other intellectual property rights held by other parties, in which case the Issuer will need to obtain one or more licenses to use those other technologies. If the Issuer is unable to obtain licenses, on reasonable commercial terms, from the holders of such other intellectual property rights, it could be required to halt development and manufacturing or redesign its technology, failing which it could bear a substantial risk of litigation for misuse of the other technologies. In any such event, the business and operations of the Issuer could be materially adversely affected.

***n)*** ***General Economic Conditions*** - The financial success of the Issuer may be sensitive to adverse changes in general economic conditions in Canada and internationally, such as war, terrorist attacks, recession, inflation, labour disputes, demographic changes, weather or climate changes, unemployment and interest rates. There is no assurance that the Issuer will be successful in marketing any of its products, or that the revenues from the sale of such products will be significant. Consequently, the Issuer's revenues may vary by quarter, and the Issuer's operating results may experience fluctuations.

***o)*** ***Management Discretion as to Application of Proceeds*** - The net proceeds from this offering will be used for the purposes described under **Item 6: Use of Funds**. The Issuer reserves the right to use the funds obtained from this offering for any general business purposes and such other purposes not presently contemplated which it deems to be in the best interests of the Issuer and its shareholders. As a result of the foregoing, the success of the Issuer may be substantially dependent upon the discretion and judgment of the Issuer's management with respect to application and allocation of the net proceeds of the offering. Investors will be entrusting their investment to the Issuer's management, upon whose judgment and discretion, the investors must depend.

***p)*** ***Anti-Spam Legislation Risk*** - The Issuer may employ a direct marketing strategy using email communication. It may acquire email addresses through consumer sign ups, the purchase of email distribution lists, organic growth, events, or other means. Emails sent by the Issuer are subject to the regulation and law of Canada's anti-spam legislation (CASL) as well as similar legislation in other jurisdictions that it may be operating in. Violation of CASL or other similar legislation may result in legal, regulatory and/or financial action taken against the Issuer that could have an adverse effect in its operations, financial results, or reputation.

***q)*** ***Interest Rate Risk*** – The Issuer holds or will hold both cash and loans payable with variable interest rates as well as loans receivable, loans payable, or other form of debt securities. These interest-bearing financial instruments pose risks with any changes in market interest rates over the period in which they are held.

***r)*** ***Ability to Find Clients*** **-** The Issuer's investment returns are sensitive to the Issuer's ability to find clients that require its services. Although the Issuer believes that there is a large demand and opportunity for its services in Canada, it is possible that the Issuer may have difficulty finding a low-risk client base that is large enough to require substantially all of the capital that is raised in the Issuer.

***s)*** ***Government Regulation*** - The activities of the Issuer may be subject to regulation by governmental authorities wherever its business is conducted. Achievement of the Issuer's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals. The Issuer cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals could have a material adverse effect on the business, results of operations and financial condition of the Issuer.

**Other Risks**

**COVID-19**

The global COVID-19 pandemic and containment measures taken in response to it have adversely impacted our business, results of operations and financial condition, and may continue to do so depending on future developments, which are uncertain.

Global health concerns relating to the COVID-19 outbreak have impacted the macroeconomic environment, and the outbreak has significantly increased economic uncertainty. The outbreak resulted in governments in countries across the globe implementing measures to try to contain the virus, such as travel restrictions, social distancing, and restrictions on business operations which have impacted consumers and businesses. These measures have adversely impacted and may further impact our workforce and operations and the operations of our customers, suppliers and business partners. While some of these measures have eased in certain jurisdictions, others have remained in place. The extent to which current measures are removed or new measures are put in place will depend how the pandemic evolves, as well as the progress of the global roll-out and acceptance of vaccines.

The spread of COVID-19 has caused us to modify our business practices (including employee travel, employee work locations, and working in a remote environment), and we may take further actions as required by government authorities or that are in the best interests of our employees, customers and business partners. There is no certainty that such measures will be sufficient to mitigate the risks posed by the virus or otherwise be satisfactory to government authorities. The COVID-19 pandemic has adversely impacted our business, results of operations and financial condition. There are no comparable recent events which may provide guidance as to the effect of the spread of COVID-19 and a global pandemic, and, as a result, the ultimate impact of COVID-19 or a similar health epidemic is highly uncertain and subject to change. The extent to which COVID-19 further impacts our business, results of operations and financial condition will depend on future developments, which are uncertain, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. Even after the COVID-19 pandemic has subsided, we may continue to experience materially adverse impacts to our business and our result of operations as a result of its global economic impact, including any recession that has occurred or may occur in the future.

## Item 10: Reporting Obligations

10.1 The Company will be required to file a copy of this Offering Document and Form 45-106F1 Report of Exempt Distribution upon any closing under this offering.

Upon the earlier of the Company surpassing 50 security holders, excluding employees and former employees, or a closing under this offering, the Company will no longer qualify as a "private issuer" as such term is defined in National Instrument 45-106 *Prospectus Exemptions* ("**NI 45-106**"). At that time, the Company will be obligated to file a Form 45-106F1 Report of Exempt Distribution any time that it distributes securities pursuant to a prospectus exemption in the future.

Any filings as discussed above would be made to SEDAR.com (System for Electronic Document Analysis and Retrieval), the electronic filing system for the disclosure documents of issuers across Canada, or directly to the British Columbia Securities Commission or Ontario Securities Commission, dependent on the jurisdiction of the Company and the subscriber discussed therein.

10.2 The Issuer is not a “reporting issuer” in any jurisdiction in Canada. As a corporation formed under the Act, the Issuer is required to provide shareholders with financial statements and any further information respecting to the financial position of the corporation and the results of its operations as may be required by the Act.

10.3 Information regarding the Company’s Voting Trust Agreement:

(a) Percentage of voting shares subject to the agreement: 39.9%
(b) Name of Trustee: Julien Brault

**Item 11: Resale Restrictions**

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

**If there is a misrepresentation in this Offering Document, you have a right**

i. **to cancel your agreement with the Issuer to buy these securities, or**
ii. **to damages against the Issuer 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 **This Offering Document does not contain a misrepresentation.**

13.2 Authorized Signatory:

| | | | |
|---|---|---|---|
| Signature: | | Date: | 08 / 10 / 2022 |

Julien Brault
CEO

13.3 **I acknowledge that I am signing this Offering Document electronically and agree that this is the legal equivalent of my handwritten signature.**

HELLOSIGN

# Audit Trail

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| **TITLE** | Hardbacon CF Offering Document (English) July 6, 2022 |
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## Document History

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