

Form 1
Start-Up Crowdfunding – 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.

Item 2: THE ISSUER

2.1 Information for the Issuer:

- (a) Full legal name: Amuka Ventures Inc.
- (b) Head office address: 500 – 33 Bloor Street East, Toronto, ON M4W3H1
- (c) Telephone: 647 502 3558
- (d) Fax: N/A
- (e) Website URL: <https://amukaesports.com/>

2.2 Information for a contact person of the Issuer who is able to answer questions from purchasers and security regulatory authority or regulator:

- (a) Full legal name: Aaron Meckler
- (b) Position: Chief Financial Officer
- (c) Business address: 500 – 33 Bloor Street East, Toronto, ON M4W3H1
- (d) Business telephone: 647 502 3558
- (e) Fax: N/A
- (f) Business e-mail: aaron@amukacapital.com

Item 3: BUSINESS OVERVIEW

- 3.1 Amuka Ventures Inc. (doing business as Amuka Esports and Gaming) (“**Amuka**”, “**Amuka Esports**”, the “**Company**”, or the “**Issuer**”) has built a complete esports ecosystem that consists of teams, tournaments, venues, media and data. Our focus is empowering casual gamers to take their love of gaming to the next level. Amuka is raising funds for growth through a strategic acquisition.

A more detailed description of the Issuer’s business is provided below.

Item 4: MANAGEMENT

4.1

Full legal name municipality of residence and position at 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 were acquired and price paid for the securities	Percentage of the Issuer's securities held as of the date of this Offering Document
Aaron Meckler Thornhill, Ontario <i>Chief Financial Officer (CFO), Co-Founder, and Director</i> (1)	CFO at Amuka Ventures Inc. CFO, Chief Compliance Officer, and Ultimate Designated Person at Amuka Capital Corp. CFO at Amuka Developments Inc. CEO, CFO of Brandenburg Energy Corp. (Shell/Reporting Issuer)	Aaron holds the Chartered Investment Manager and Fellow of CSI designations. Experience in real estate, venture capital, and mergers and acquisitions.	5,240,000 Common Shares. ⁽²⁾	5,000,000 Common Shares on Feb 19, 2019, for a price of \$0.0000002 150,000 Stock options were granted August 17, 2020 under an equity compensation Package and exercised Sep. 2020 90,000 shares were granted August 17, 2020 as equity for services for 2 months	Undiluted: 19.6% Fully diluted: 18.5%

Benjamin Feferman Thornhill, Ontario <i>Chief Executive Officer (CEO), Co-Founder, and Director</i> (1)	CEO at Amuka Ventures Inc. Managing Partner and dealing representative at Amuka Capital Inc. CEO at Amuka Developments Inc.	15 years of experience in media, technology, esports, and real estate.	5,240,000 ⁽²⁾ Common Shares.	5,000,000 Common Shares acquired at incorporation, on Feb 19, 2019, for a price of \$0.0000002/ of 150,000 options were exercised management options August 17, 2020 90,000 shares for services were granted August 17, 2020	Undiluted: 19.6% Fully diluted: 18.5%
---	---	--	---	---	--

(1) Employed with the Issuer under an independent contractor agreement.

(2) Meckler's securities are held by 9801871 Canada Inc., a holding company of which he is the sole director and shareholder. 5,150,000 of Feferman's shares are held personally, and 90,000 of shares are held in Amuka Holdings Ltd., a holding company of which he is the sole director and shareholder.

4.2 No person listed in item 4.1 or the Issuer, as the case may be:

- (a) has ever, pled guilty to or been found guilty of:
 - (i) a summary conviction or indictable offence under the *Criminal Code* (R.S.C., 1985, c. C-46) of Canada,
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
 - (iii) a misdemeanour 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 a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance or banking activity,
- (c) is or has been the subject of a bankruptcy or insolvency proceeding,
- (d) is a director or executive officer of an Issuer that is or has been subject to a proceeding described in paragraphs (a), (b) or (c) above.

Item 5: START-UP CROWDFUNDING DISTRIBUTION

- 5.1 The Issuer is using Silver Maple Ventures Inc., doing business as FrontFundr (“**FrontFundr**”, “**funding portal**”, or the “**Agent**”), to conduct this Start-Up Crowdfunding Distribution (the “**Offering**”), facilitated by this offering document, Form 1 (the “**Offering Document**”).
- 5.2 The Issuer intends to raise funds in Alberta, British Columbia, Manitoba, Nova Scotia, New Brunswick, Ontario, Quebec, and Saskatchewan and make this Offering Document available in Alberta, British Columbia, Manitoba, Nova Scotia, New Brunswick, Ontario, and Saskatchewan.
- 5.3 With respect to the Start-Up Crowdfunding Distribution, the date before which the Issuer must have raised the minimum offering amount for the closing of the distribution, is no later than 90 days after the date this Offering Document is signed in Item 14.
- 5.4 The Issuer is offering Common Shares (the “**Securities**” or “**eligible securities**”).
- 5.5 The eligible securities offered provide the following rights:
- ☒ Voting rights: *subject to the restrictions involved with signing a voting trust agreement (the “Voting Trust Agreement”) as described under item 5.6.*
 - ☒ Dividends: *Subject to the Business Corporations Act (Ontario) and the Issuer’s articles, the Corporation may from time to time declare dividends payable to the shareholders according to their respective rights and interest in the Corporation, but no dividends will exceed the amount recommended by the directors.*
 - ☐ Rights on dissolution:
 - ☐ Conversion rights:
 - ☐ Other (describe the rights).
- 5.6 Other material restrictions or conditions that attach to the eligible securities being offered:
- Each subscriber will be required to enter into a Voting Trust Agreement, unless otherwise waived by the Issuer, whereby the purchaser will grant the voting rights attached to the eligible securities issued to a voting trustee, as selected by the Issuer.

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of eligible securities issuable
Minimum offering amount	\$292,000.00	1,950,000
Maximum offering amount	\$750,000.00 ¹	3,750,000
Price per eligible security	\$0.15	

¹The Issuer will continue to raise capital concurrently to this Offering using other available prospectus exemptions. While it is limited to raising \$250,000, twice per calendar year, using this Start-up Crowdfunding Offering, it may raise more in the calendar year via such other available prospectus exemptions.

5.8 The minimum investment amount per purchaser is \$250.00

5.9 Note: The minimum offering amount stated in this Offering Document may be satisfied with funds that are unconditionally available to Amuka Ventures Inc. that are raised by concurrent distributions using other prospectus exemptions without having to amend this Offering Document.

Item 6: ISSUER'S BUSINESS

6.1 Amuka Ventures Inc. creates localized esports hubs with a focus on providing gamers with a unique experience through a physical venue and a portfolio of synergistic assets around it.

Amuka Esports hubs include venues, content teams, tournament teams, a lifestyle brand, merchandise, and an incubator which feeds new businesses into the ecosystem. The Issuer's objective is to build Canada's largest diversified esports company by focusing on verticals such as media, content, tournament organization, game venues, and technology; all of which also cater to the casual gaming market.

The Company's growth to date is primarily driven by the merger and acquisition of companies that the Company believes will support its mission of establishing esports hubs. Historically, the acquisitions have been funded primarily by the issuance of its Common Shares to the acquired company. However, the Company retains the right to fund future acquisitions through cash, debt, equity, or a combination of any of aforementioned sources of capital, as well as pursue growth through other means and methods. The acquired companies typically continue operations under its existing name, with Amuka holding a master business license.

Current portfolio companies:

Waves Gaming: a 14,000 square foot facility in Concord, Ontario. The facility can host large esports events and tournaments.

Organized Gaming: an esports lifestyle and media brand that serves as a dedicated esports digital agency.

Incendium: a tournament organizer in the fighting game community.

Mount Phenom Esports Championship Series: esports series dedicated towards the casual gaming market that takes place in Toronto.

Level Six: an esports incubator in Canada focusing on esports start-ups, currently running its 2nd cohort.

Ezy Mode: an esports venue/pub in Windsor, Ontario.

High Performance Motorsport (HPM): Competitive eNascar team with 2 drivers in the top 100.

Dragonborn Esports: Semi-pro esports team in Sweden. Ranked 54/90 in teams within the Swedish tier 2 league.

On October 14, 2020, the Issuer entered into a non-binding Letter of Intent (“**LOI**”) with YDX Innovation Corp (TSXV:YDX) (“**YDX**”) in which YDX is to acquire all the outstanding shares of the Issuer. At this point in time, no definitive agreement has been entered into and thus there is no assurances that the transaction will be completed. Upon closing of the transaction, Amuka Esports will have the right to nominate one person to YDX's board of directors and the acquisition is not expected to result in a change of control of the YDX.

Further information can be found in item 10.3 (d) – Issuer’s Risk.

- 6.2 The Issuer is incorporated under the laws of the Business Corporations Act (Ontario); its incorporation number is 5011952, and it was incorporated on February 19, 2019.
- 6.3 The Issuer’s articles of incorporation are available to investors upon email request to support@frontfundr.com.
- 6.4 The Issuer’s current status of operations:
- ☐ Has never conducted operations,
 - ☐ Is in the development stage,
 - ☒ Is currently conducting operations,
 - ☐ Has shown profit in the last financial year.

6.5 Financial statements are available upon request.

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 ask the Issuer which accounting standards were used to prepare the financial statements and whether the financial statements have been audited. You should also consider seeking advice of an accountant or an independent financial adviser about the information in the financial statements.

6.6 As of the date of the Offering Document, there are the following shares outstanding:

- 26,725,536 Common Shares
- 1,166,666 Escrowed Common Shares (Milestone Equity)
- 120,512 Common Share Purchase Warrants
- 1,540,000 Common Share Purchase Options

Item 7: USE OF FUNDS

7.1 The Issuer previously raised \$587,810 through the issuance of Common Shares and special warrants, in Q2-Q3 of 2019. The funds were primarily used for working capital and other operational expenditures.

The Issuer has raised \$242,500 through the issuance of Common Shares in Q1 of 2020. The issued shares are under the same terms, and as such the gross proceeds are to be used towards satisfaction of the minimum offering amount. The use of these funds is detailed below, in Item 7.2.

The Issuer has raised \$182,780 through the issuance of Common Shares in Q2-Q3 of 2020, largely through a crowdfunding campaign facilitated by FrontFundr. Use of proceeds were largely geared towards the recent acquisition of the assets in Waves eGaming (Now, Waves Gaming), general working capital, marketing and offering related costs. The issued shares in the current financing are under the same terms as the previous financing on Frontfundr. The use of these funds is detailed below, in Item 7.2 Note: Use of funds are only estimates and the actual results may vary due to the current economic environment as a result of covid-19. The business has made some strategic pivots with its online strategy over the last 6 months which has resulted in a variance of its use of proceeds from the previous financing.

The Issuer now intends to increase its maximum raise from \$550,000 to 750,000 under the same terms with an updated use of proceeds due to its revamped covid-19 strategy. Use of proceeds will be more directed towards marketing & sales efforts, as well as towards general working capital.

7.2 Breakdown of Use of Funds raised under the previously announced offering (Q2 2020) and this offering:

Description of intended use of funds listed in order or priority	Total amount (\$)	
	Assuming minimum offering amount	Assuming maximum offering amount
Acquisition of Waves Assets/Receivership/Acquisitions General	\$165,000	\$187,000
Legal and Offering Costs	\$29,250	\$75,000
Working Capital	\$448,525	\$262,500
Marketing	\$20,475	\$112,500
Capital Expenditures, Leasehold Improvements, Funds for Future Acquisitions	\$29,250	\$112,500
Total	\$292,500	\$750,000

Item 8: PREVIOUS START-UP CROWDFUNDING DISTRIBUTIONS

8.1 The Issuer has not raised under a previous Start-Up Crowdfunding Distribution.

Item 9: COMPENSATION PAID TO FUNDING PORTAL

9.1 FrontFundr, acting as the funding portal and Agent has/will charge the following fees to the Issuer:

- Set up fees and other costs: **From Q2 2020**
 - \$2,500 for onboarding and due diligence review;
 - \$2,000 for drafting of the voting trust agreement; and
 - \$2,500 for drafting of the start-up crowdfunding Offering Document;
- Trade fees (contingent on the Issuer raising the minimum amount and completing a close):
 - Cash compensation:
 - A FrontFundr may retain 7% of the gross proceeds or \$40 per individual (or \$100 per non-individual) that invests based on which of the amounts are greater, as commission.
 - Non-cash compensation in the form of warrants, the terms of which are described below:
 - A On proceeds of completed subscriptions entered into with investor clients processed by the Agent, the Agent will receive warrants to purchase 7.00% of gross proceeds converted to Securities of the Issuer at an exercise price equal to \$0.20 per Common Share and with an exercise term of two (2) years from the date of closing.
- Closing fees:
 - \$750 closing fee, comprised of \$250 for each of the following services, should the Issuer

- require said services: Preparing the Schedule 1 of the Report of Exempt Distribution, Preparing Directors Resolution, and Preparing Share Certificates; and
- \$1,500 filing fee for each closing that takes place and for which the Agent conducts a regulatory filing with the applicable security commissions.

Item 10: RISK FACTORS

10.1 General Risks

There are certain risks inherent in an investment in the Common Share (herein also referred to as “Security” or “Securities”) and in the activities of the Issuer, which investors should carefully consider before investing in the Common Share. The following is a summary only of some of the risk factors. Prospective purchasers should review the risks relating to an investment in the Common Share 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 Common Share 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 Common Share. 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.

10.2 Investment Risk

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 Offering Document before purchasing the Common Share. 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 does 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 entity 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 Securities.
- e) Dilution* - After completion of the Offering, then 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.

10.3 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 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. 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

management. Holders of shares will be entitled to receive dividends only when, as, and if, declared by the Issuer's Board.

d) *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.

e) *Letter of Intent is Non-Binding and Subject to Due Diligence and TSXV Approval* – The Issuer signed a Letter of Intent ("LOI") on October 14, 2020 whereby the Letter of Intent states the principal terms on which the parties have agreed to complete the Acquisition. The parties have agreed to negotiate in good faith and execute a definitive agreement (the "Definitive Agreement"), that will include the terms summarized in the LOI and such other representations, warranties, conditions, covenants, indemnities and terms that are customary for similar transactions. Both parties have agreed to a mutual exclusivity and due diligence period expiring 90 days from the date of the LOI.

As stated in the LOI, YDX Innovation will acquire 100% of the issued and outstanding shares in the capital of Amuka Esports ("Amuka Shares"), free and clear of all encumbrances, by issuing 27,352,941 common shares in the capital of the Company ("YDX Shares") and exchanging such YDX Shares, on a pro rata basis, for all of the Amuka Shares held by shareholders of Amuka Esports.

The obligations of the Parties to close the Transaction will be subject to customary conditions and any other conditions agreed to by the Parties in the Definitive Agreement, including: the Company's satisfactory completion of due diligence; the board of directors of the Company and Amuka Esports approving the Transaction; the Parties' execution of the Definitive Agreement; the receipt of any applicable regulatory approvals and third-party consents; and there being no material adverse change in the business, results of operations, prospects, condition (financial or otherwise) or assets of Amuka Esports. Financials will be included when the definitive agreement is signed.

Closing of the Reviewable Transaction is subject to approval from the TSX Venture Exchange

(the “TSXV”).

As such there is no assurance that the Issuer will execute a Definitive Agreement or receive approval from the TSXV.

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) *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) *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.
- m) *General Economic Conditions*** - The financial success of the Issuer may be sensitive to adverse changes in general economic conditions in Canada, 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.
- n) *Management Discretion as to Application of Proceeds*** - The net proceeds from this Offering will be used for the purposes described under "Item 7: 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 to the Issuer's management, upon whose judgment and discretion, the investors must depend.

10.4 Other Risks

In addition to the risk factors described throughout Item 10, in January 2020, the World Health

Organization (“WHO”) declared a Public Health Emergency of International Concern due to the novel coronavirus (“COVID-19”) and in March 2020, declared it a pandemic. The global spread of COVID-19 has created significant worldwide operational and economic volatility, uncertainty, and disruption. The extent to which COVID-19 will impact the Company’s ability to raise the required capital to implement its proposed plans, depends on certain developments, including but not limited to the duration and spread of the outbreak, impact on the Company’s customers and its sales cycles, and its ability to attract capital, all of which is highly uncertain, rapidly changing, and cannot be accurately predicted. Management is uncertain of the effects of these changes on its risks and there is uncertainty about the duration and potential impact of COVID-19 on the Company’s operations.

Item 11: REPORTING OBLIGATIONS

- 11.1 The Issuer is not a “reporting Issuer” in any jurisdiction in Canada. As a corporation formed under the Business Corporations Act (Ontario), 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 Business Corporations Act (Ontario).

Item 12: RESALE RESTRICTIONS

- 12.1 **The securities you are purchasing are subject to a resale restriction. You may never be able to resell the securities.**

Item 13: PURCHASERS’ RIGHTS

- 13.1 **If you purchase these securities, your rights may be limited and you will not have the same rights that are attached to a prospectus under applicable securities legislation. For information about your rights you should consult a lawyer.**

You can cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal within 48 hours of your subscription. 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 within 48 hours of receiving notice of the amendment.

The offering of securities described in this Offering Document is made pursuant to a start-up crowdfunding registration and prospectus exemptions order issued by the securities regulatory authority or regulator in each participating jurisdiction exempting the Issuer from the prospectus requirement.

Item 14: DATE AND CERTIFICATE

14.1 On behalf of the Issuer, I certify that the statements made in this Offering Document are true.

14.2 Authorized Signatory:

Signature: _____  _____ Date: 10 / 20 / 2020

Aaron Meckler
Chief Financial Officer
Amuka Ventures Inc.

14.3 I acknowledge that I am signing this Offering Document electronically and agree that this is the legal equivalent of my handwritten signature. I will not at any time in the future claim that my electronic signature is not legally binding.

Questions:

Refer any questions to the following participating jurisdictions:

Alberta	Alberta Securities Commission Suite 600, 250–5th St. SW Calgary, Alberta, T2P 0R4 Telephone: 403-297-6454 Toll-Free: 1-877-355-0585 Fax: 403-297-6156 Email: inquiries@asc.ca https://www.albertasecurities.com/
British Columbia	British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Telephone: (604) 899-6854 Toll free in Canada: 1-800-373-6393 Facsimile: (604) 899-6581 E-mail: inquiries@bcsc.bc.ca www.bcsc.bc.ca
Manitoba	The Manitoba Securities Commission 500 - 400 St Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2548 Toll free in Manitoba: 1-800-655-2548 Fax: 204-945-0330 E-mail: exemptions.msc@gov.mb.ca www.mbsecurities.ca
New Brunswick	Financial and Consumer Services Commission 85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Toll free: 1-866-933-2222 Fax: 506-658-3059 E-mail: emf-md@fcnb.ca www.fcnb.ca

Nova Scotia

Nova Scotia Securities Commission
Suite 400, 5251 Duke Street
Halifax, Nova Scotia B3J 1P3
Telephone: 902-424-7768
Toll free in Nova Scotia: 1-855-424-2499
Fax: 902-424-4625
E-mail: nssc.crowdfunding@novascotia.ca
nssc.novascotia.ca

Ontario

Ontario Securities Commission
20th Floor, 20 Queen Street West
Toronto, Ontario M5H 3S8
Telephone: 416-593-8314
Toll Free: 1-877-785-1555
Fax: 416-593-8122
Email: inquiries@osc.gov.on.ca
<https://www.osc.gov.on.ca/>

Québec

Autorité des marchés financiers
Direction du financement des sociétés
800, rue du Square-Victoria, 22nd floor
P.O. Box 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: 514-395-0337
Toll free in Québec: 1-877-525-0337
Fax: 514-873-3090
E-mail: financement-participatif@lautorite.qc.ca
www.lautorite.qc.ca

Saskatchewan

Financial and Consumer Affairs Authority of Saskatchewan
Securities Division
Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: 306-787-5645
Fax: 306-787-5842
E-mail: exemptions@gov.sk.ca
www.fcaa.gov.sk.ca