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Item 1: RISKS OF INVESTING

1.1 No Review or Approval

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.

see also **Item 9: RISK FACTORS**

1.2 Forward-Looking Statements

The forecasts and predictions of an early-stage business are difficult to objectively analyze or confirm. Forward-looking statements represent the opinion of the issuer only and may not prove to be reasonable.

see also "Additional Note Regarding Forward-Looking Statements in this Offering Document"

Item 2: THE ISSUER

2.1 Information about the Issuer

Legal name	GANDER SOCIAL INC.
Head office	#101 – 403 Bank Street, % Staples Studio, Ottawa, Ontario, K2P 1Y6, Canada
Phone number	(844) 311-0003
Email address	formation@gandersocial.ca
Website URL	https://gandersocial.ca/

2.2 Contact Person of the Issuer

Legal name	Benjamin (Ben) Darwin Waldman
Position	Chief Executive Officer, Director and Founder
Business address	#101 – 403 Bank Street, % Staples Studio, Ottawa, Ontario, K2P 1Y6, Canada
Phone number	(844) 311-0003
Email address	owners@gandersocial.ca

Item 3: ISSUER'S BUSINESS

3.1 Description of the Issuer's Business

GANDER SOCIAL INC. ("Gander", the "Issuer" or in the first person, e.g., 'we', 'us', 'our') is developing a Canadian-owned social network that aims to address the shortcomings of incumbent platforms: foreign ownership, extractive business models, and predatory user data philosophies.

(a) Does or will the Issuer build, design or develop something? Will it sell something produced by others? Will it provide a service?

Gander is building, designing, and developing a new social media platform from the ground up: a network built specifically for Canadians, prioritizing a fun, private, and ethical user experience. Our model is designed to be replicable: a Canadian foundation that can be adapted for other jurisdictions facing the same challenges.

We anticipate generating revenue through multiple streams, designed to be both sustainable in Canada and scalable internationally:

- 1. Subscriptions** – Creator and business tiers (\$20–\$1,000/month) offering premium features such as analytics, boosting, and editing tools. These provide recurring revenue at scale, with low marginal cost.
- 2. Creator Ecosystem** - Revenue sharing for creator subscriptions and digital goods.
- 3. Wingspan Enterprise Nodes** – Custom environments for unions, universities, nonprofits, and businesses. These contracts are high-value, multi-year, and sticky, providing predictable enterprise annual recurring revenue (ARR).
- 4. Ethical Advertising and Sponsored Experiences** – Discovery campaigns in partnership with trusted Canadian organizations. Unlike surveillance advertising, this model respects user choice and builds brand trust.
- 5. Community-Driven Features** – User participation mechanisms (e.g. paid feature voting) that deepen engagement while generating incremental revenue.

Our operations and philosophy are built on the following pillars:

- 1. Canadian focus:** Revenue will be driven primarily by subscriptions and Wingspan clients. These models align with Canadian user and institutional demand and validate product-market fit in a domestic market of over 31.9 million social media users ([Social Media Statistics in Canada](#), Jan 2025).
- 2. International scalability:** The model is intentionally designed for replication in other jurisdictions where governments and citizens are prioritising digital sovereignty (e.g. Europe, where the Digital Services Act and General Data Protection Regulation (GDPR) have created demand for trusted, compliant alternatives; Australia, which has taken a sovereignty-driven approach to digital regulation).
- 3. Community building:** Wingspan nodes, in particular, have global applicability for unions, universities, and large institutions seeking trusted, values-aligned digital spaces.
- 4. Diversification and defensibility:** By combining consumer subscriptions, enterprise contracts, ethical advertising, and engagement-based monetization, Gander creates a diversified revenue base. This reduces reliance on any single stream, enhances resilience, and provides multiple levers for growth.

(b) What are the key details about the Issuer’s industry and operations? What makes the Issuer’s business special and different from other competitors in the industry?

Canadians spend billions of hours annually on foreign-owned platforms that monetize attention and personal data without accountability. At the same time, public confidence in Big Tech is eroding, and governments are actively considering regulatory measures to rein in misinformation

and unethical practices. Beyond Canada, digital sovereignty is a rising global concern. Governments in Europe, Australia, and parts of Asia are exploring stricter regulation of Big Tech, with growing demand for trusted alternatives that align with domestic legal and cultural standards.

What makes Gander special is our foundational commitment to being a truly Canadian social network. Unlike our competitors, we are designed, built, and owned in Canada. All user data is hosted on Canadian servers and is protected by Canadian privacy laws. Our key differentiators are:

Data Privacy-Centric	We will not track our users across the web or sell their personal data. Our business model is not based on surveillance.
Ethical Technology	We provide users with direct control over their feeds and are developing built-in tools to help identify trolls and promote media literacy by showing bias ratings, source credibility, and fact-checking results for news content.
Canadian Focus	We are dedicated to creating a digital space that reflects Canadian values and is governed by our own laws and community standards.

While Gander's launch strategy is focused on Canada, the Issuer views this as the first step toward a broader international opportunity. By establishing credibility in Canada, Gander can leverage its governance frameworks, monetization model, and federated technology base to expand into other markets that are actively seeking digital sovereignty solutions while respecting local values and laws. This creates a pathway for international growth while retaining Canada as the core operating base.

(c) What milestones has the Issuer already reached and what do they hope to achieve in the next 2 years? What is the proposed timeline for achieving each of the milestones? **

Period	Completed milestones and future objectives and targets
✓ Jun 2025	→ Founder Ben Waldman interviewed on CTV News ♦ → Media coverage via The Globe and Mail, BBN Bloomberg and others → Early Access waiting list base jumped from 8,000 to 25,000
✓ Jul 2025	→ Closed pre-seed financing round → Established advisory board and made key hires in development and operations
✓ Aug 2025	→ Began work on Beta release → Conversations with government departments, institutions, national brands
✓ Sep 2025	→ Early Access waitlist grows to over 30K → Media coverage in Toronto Star, CBC Listen and betakit (October)
🕒 2025 Q4	→ Speaking and pitch events at Elevate Toronto and the Attention Forum (McGill) → Launch beta mobile and desktop application to Early Access users → Continue to build traction with early access and referral links → Develop monetization roadmap
🕒 2026 Q1	→ Full public launch of platform → Release monetization features (subscriptions and creator accounts)

** See **Item 1.2** for information on how to interpret these, and other, forward-looking statements in this offering document.

♦ Links are provided for convenience only. See also "**Additional Note Regarding Links in this Offering Document**".

Period	Completed milestones and future objectives and targets
	→ Pilot first Wingspan node (Owners group) → Building Trust and Safety team and Gender-specific moderation policies/tools
 2026 Q2	→ Add premium features (boosts, paid groups, digital goods, etc.) → Reach 200K monthly active users (MAU) and 5+ Wingspan clients → Develop ethical advertising / branded experience features → Rollout enterprise/institutional Wingspan servers → Building creator tools
 2026 H2	→ Reach 500K MAU and 10+ Wingspan clients → Pilot Wingspan nodes in Australia and Europe → Onboarding brand partnerships → Refine subscription model through market testing and participatory design → Expanded discussions with international interests
 2027 H1	→ Reach 1 million MAU and 15+ Wingspan clients → Grow subscription adoption to 5% of MAU → Launch targeted Enterprise level subscription adoption growth strategy
 2027 H2	→ Reach 2 million MAU and 20+ Wingspan clients → Expand revenue streams via Marketplace and Event (ticketing) features → Expansion / partnerships with international countries → Targeting Meta features and user base to expand user acquisition

Q: 3-months
H: 6-months

(d) What are the major hurdles that the Issuer expects to face in achieving its milestones? **

User Adoption	Reaching critical mass is essential to our long-term prospects. We need to effectively communicate our value proposition to build a vibrant and engaged community from day one and ensure our platform is stable, secure and scalable.
Competition	The market is dominated by global incumbents with unlimited resources. To convert users, we will need persistent effort and innovation and to focus on our strengths and specific opportunity (<i>i.e.</i> , building a social media platform, not an AI company).
Monetization	Developing and implementing effective monetization strategies that align with our ethical and privacy-focused principles while still generating sufficient revenues.

(e) How are the funds raised from this financing expected to help the Issuer advance its business and achieve one or more of the milestones? **

Launch & Iterate	• Successful beta launch to gather user feedback and rapidly improve the platform • Achieve our scheduled closed and public beta launches in 2025; • Scaling our Canadian server infrastructure to ensure a stable and responsive experience for our early adopters and subsequent growth; and • Growing our engineering, community management, and operational teams to support the platform's launch and ongoing development.
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- User Adoption**
- Visibility from Elevate Toronto, the Attention Forum, and the closed beta launch already secured, capital will focus on turning momentum into sustained growth; and
 - Launching targeted marketing campaigns to drive user acquisition and build a strong, foundational community for the platform.

see also **Item 6.2 Use of Funds**

(f) Has the Issuer entered any contracts that are important to its business?

- Data & Cloud**
- We currently use [ThinkOn](#) a Canadian cloud infrastructure provider, for hosting and data storage supporting our platform architecture and user data. ThinkOn maintains Canadian data residency as standard, aligning with our focus on digital sovereignty. Currently, ThinkOn is providing services to Gander Social at no cost as part of a pre-launch collaboration supporting our closed beta. Formal commercial agreements are expected to be executed before public launch, after which standard service terms and fees will apply.
 - Our platform is built on the [AT Protocol](#), an open-source framework for building social apps developed by Bluesky. As the protocol is open-source, we have not and do not need to obtain any licensing or other agreements in order to use and continue to use.

(g) Has the Issuer conducted any operations yet.

Our operations to date have been focused on the design, architecture, and development of the Gander social media platform. We have assembled a core team and are on track for our planned beta launch schedule.

(h) Where does the Issuer see its business in 3, 5 and 10 years? ❄️

- | | |
|-----------------|---|
| 3 years | <ul style="list-style-type: none"> → Captured critical mass of Canadian users (over 1M users); and → Generating sufficient revenue to sustain operations. |
| 5 years | <ul style="list-style-type: none"> → Expanded to at least 1 additional country; → Continuing to generate sufficient revenue to fund international expansion; and → Growth to at least 5 million users. |
| 10 years | <ul style="list-style-type: none"> → Critical international mass to continue expansion; and → Present in 5 or more countries, generating diversified revenue and profitability. |

(i) What are the Issuer's future plans and hopes for its business and how does it plan to get there? ❄️

- | | |
|------------------------------|---|
| Build Community | Foster a safe and engaging environment that attracts a diverse user base and the best Canadian creators. |
| Champion Data-Privacy | Remain steadfast in our commitment to build an ethical social media platform with user privacy as a core, non-negotiable feature. |
| Empower Creators | Roll out robust monetization tools that allow creators to build a sustainable career on Gander. |
| Empower Users | Progressively move towards a model where our user community has a meaningful voice in the governance and direction of the platform. |

(j) What is the Issuer's management experience in running a business or in the same industry?

Ben Waldman
Founder & Chief
Executive Officer
(CEO)

- Founder of [The Art Department](#), a boutique studio that helps NGOs, crown corporations, advocacy and other social impact organizations elevate their campaigns; as Creative Director with 25+ years in creative and digital strategy, Ben leads teams of strategists, designers, and animators.

Jen Mitchell
Founder & Chief
Operating Officer
(COO)

- Jen is a versatile and pragmatic operations executive with 15+ years of experience leading high-growth, multinational, and founder-led companies.

Alison Pearce
Cofounder & Head
of Community

- Alison has been running and managing programs and events for almost a decade, working with brands including Creative Commons, Reddit and Clio, focused on bridging the gap between virtual and in-person communities.

**Stirling Coulter-
Hayward**
Cofounder & Head
of Communications

- Communications strategist with 10+ years leading community campaigns, stakeholder engagement, and digital strategy in the social impact and public interest spaces (MCC Canada, Mint).

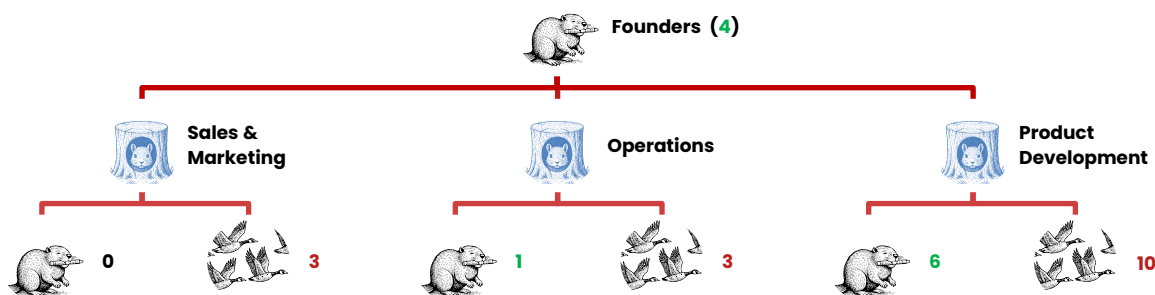
see also **Item 4: MANAGEMENT**

(k) Does the Issuer have business premises from which it can operate its business?

We currently operate as a fully remote company, with co-working spaces available for staff at Staples Studio (403 Bank Street) in Ottawa, Ontario.

(l) How many employees does the Issuer have? How many does it need? **

Including our founding team of four, we currently have 11 staff members (denoted in **green** in below figure); over the next six months to two years, we plan to make up to 16 additional hires (denoted in **red** in below figure) in key areas as set out below.



3.2 Legal Structure of the Issuer

The Issuer is a British Columbia corporation incorporated on June 24, 2025, pursuant to the *Business Corporations Act* (British Columbia) (the "**Act**").

3.3 Documents of the Issuer Available for Review

The following documents are available for review by prospective purchasers upon request to the contact person (see **Item 2.2**) or funding portal (see **Item 5.1**):

- Articles and Certificate of Incorporation, as may be amended from time to time

- Shareholders' Agreement dated June 24, 2025, as may be amended, supplemented or restated from time to time (the **"Shareholders' Agreement"**)
- Trust Declaration and Voting Trust Agreement with Alison Pearce as **"Voting Trustee"** dated October 16, 2025, as may be amended, supplemented or restated from time to time (the **"Voting Trust Agreement"**)

see also **Item 10.3 Voting Trust Agreements**

3.4 Current Operations

The statement(s) indicated below best describe the Issuer's current state of operations:

- ☐ the Issuer has never conducted operations;
- ☒ the Issuer is in the development stage; and/or
- ☒ the Issuer is currently conducting operations.

3.5 Financial Statements

There are no annual financial statements available in connection with this offering.

3.6 Outstanding Securities of the Issuer

Description of security	Outstanding as of the date of this offering document
Common shares (the "Shares") ^{(1) (2)}	8,205,145 Shares
Options for Common shares (the "Options") ^{(3) (4)}	2,900,000 Options
Warrants for Common shares (the "Warrants") ⁽⁵⁾	55,256 Warrants
Simple agreements for future equity (the "Safes") ⁽⁶⁾	Purchase amount of \$145,000

⁽¹⁾ The Shares are the offered securities in this offering. See **Items 5.4 to 5.7** for additional information.

⁽²⁾ 7,100,000 Shares are subject to vesting agreements between the Issuer and the holders thereof (the **"Vesting Agreements"**), whereby the Issuer may repurchase unvested Shares at a price of \$0.000001 per Share if the holder ceases to be a Service Provider of the Issuer before certain dates. See also **note (1) to Item 4.1**.

⁽³⁾ Options are authorized by the Issuer's stock option plan dated June 24, 2025, as may be amended from time to time (the **"Option Plan"**). As of the date of this offering document, 400,000 Options have been granted.

⁽⁴⁾ Outstanding Options are exercisable at a price of \$0.01 per Share and were issued on August 8, 2025, and unless earlier exercised or cancelled, expire on August 8, 2033. All Options are subject to vesting based on certain performance- and time-based milestones. Notwithstanding, all outstanding Options will have vested no later than May 30, 2027. As of the date of this offering document, approximately 21% of outstanding Options have vested.

⁽⁵⁾ Outstanding Warrants have been issued to FRONTFUND FINANCIAL SERVICES INC. in connection with previous offerings of Shares. 44,439 Warrants and 10,817 Warrants expire on October 28, 2030, and November 27, 2030, respectively, and 24,819 Warrants and 30,437 Warrants are exercisable at \$1.00 and \$1.50, respectively.

⁽⁶⁾ Outstanding Safes shall, in the event of **(a)** an equity financing by the Issuer via the issuance of Preferred Shares, automatically convert into Safe Preferred Shares at a conversion price equal to (x) \$4,000,000 divided by (y) the Company Capitalization as of immediately prior to closing of the equity financing, or **(b)** a Liquidity Event, entitle the holder to the greater of (i) the Purchase Amount or (ii) Common Shares (or proceed payable thereon) at a

conversion price equal to (x) \$4,000,000 divided by (y) the Liquidity Capitalization as of immediately prior to closing of the Liquidity Event.

Item 4: MANAGEMENT

4.1 Founders, Directors, Officers and Control Persons of the Issuer

Full name, municipality and position	Principal occupation for the last 5 years	Relevant expertise, education and experience	Securities owned and acquisition details ⁽¹⁾	Percent of Issuer's securities owned ⁽²⁾
Benjamin (Ben) Darwin Waldman Ottawa, ON <i>CEO, Director and Founder</i>	CEO, <i>Issuer</i> Creative Director, <i>The Art Department</i>	Digital Product leader with 25+ years in creative and digital strategy in both business and advisor side	3,800,000 Shares for \$3.80 on Jun 24, 2025	Basic: 46.3% Diluted: 34.0%
Jennifer (Jen) Elizabeth Mitchell Brighton, ON <i>COO and Cofounder</i>	COO, <i>Issuer</i> Fractional-COO, <i>Wren Insight Group</i>	Operations executive with 15+ years scaling AI-driven teams, building systems, and driving growth at startups and multinationals	1,300,000 Shares for \$1.30 on Jun 24, 2025	Basic: 15.8% Diluted: 11.6%
Stirling Hamilton Coulter-Hayward Ottawa, ON <i>Cofounder</i>	Head of Comms, <i>Issuer</i> Comms Strategist, <i>Self-Employed</i>	Communications (Comms) strategist with 10+ years leading campaigns, stakeholder engagement, and digital strategy	1,000,000 Shares for \$1.00 on Jun 24, 2025	Basic: 12.2% Diluted: 9.0%
Alison Lindsay Pearce Toronto, ON <i>Cofounder</i>	Head of Community, <i>Issuer</i> Marketing and Program Manager, <i>Various</i>	Community builder with 8+ years developing audiences for global tech and startup products	1,000,000 Shares for \$1.00 on Jun 24, 2025	Basic: 12.2% Diluted: 9.0%

(1) All Shares held by the above persons are subject to Vesting Agreements, and provided that such person remains a Service Provider, vest (i.e., cannot be repurchased by the Issuer) according to the schedule described below:

	Shares Released	Ben Waldman	Jen Mitchell	Stirling Coulter-Hayward	Alison Pearce	TOTAL
Vesting Date						
Jun 24, 2025		316,664	108,332	83,332	83,332	591,660
Feb 24, 2026		633,336	216,668	166,668	166,668	1,183,340
Mar 31, 2026 – Feb 29, 2029		79,166 monthly 2,770,810 total	20,083 monthly 702,905 total	20,833 monthly 729,155 total	20,833 monthly 729,155 total	140,915 monthly 4,932,025 total
Mar 31, 2029		79,190	272,095	20,845	20,845	392,975
TOTAL		3,800,000	1,300,000	1,000,000	1,000,000	7,100,000

See also **note (2)** to **Item 3.6** for additional information.

- (2) Ownership of the Issuer's securities, as of the date of this offering document, is presented on (i) a 'basic' basis of 8,205,145 securities, equal to the number of Shares issued and outstanding, and (ii) a 'diluted' basis of 11,160,401 securities, equal to the sum of (a) the number of Shares issued and outstanding, (b) the number of Shares reserved for issuance under the Option Plan, and (c) the number of Warrants issued and outstanding. Neither 'basic' nor 'diluted' ownership includes securities issuable upon conversion of the Issuer's Safes, the dilutive impact of which is contingent on future events. See **Item 3.6** for additional information.

4.2 Penalties, Sanctions, Bankruptcy, Insolvency and Criminal or Quasi-Criminal Matters

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* (Canada),
 - (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 U.S., 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 Funding Portal

Full legal name	FRONTFUNDR FINANCIAL SERVICES INC. (" FrontFundr ")
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Registered?	Exempt market dealer (EMD)
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Head office	555 Burrard Street, 1 st Floor, Vancouver, British Columbia, V7X 1M8
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Contact info	1 (800) 804-1524 or support@frontfundr.com
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Deal page	https://www.frontfundr.com/gandersocial
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5.2 Offered Jurisdictions

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

5.3 Important Dates

Closing date The Issuer may close this offering on or before February 26, 2026, being 90 days after this offering document was certified in **Item 13: DATE AND CERTIFICATE**

Amendment This offering document has not been amended

5.4 Type of Eligible Security Offered

- ☒ Common shares (the “**Offered Securities**”)
- ☐ 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 Rights, Restrictions and Conditions of the Offered Securities

- ☒ voting rights: subject to the Voting Trust Agreement – see **Trustee Voting Rights** below;
- ☒ dividends or interest: dividends at the discretion of the Issuers’ directors – see **Item 9.2**;
- ☒ rights on dissolution;
- ☐ conversion rights;
- ☐ tag-along rights;
- ☒ drag-along rights: see **Drag-Along Rights** below;
- ☐ pre-emptive rights;
- ☒ other: as set out by the Shareholders’ Agreement (see also **Waiver of Jury Trial** below)

5.6 Brief Summary of Other Material Restrictions or Conditions of the Offered Securities

Purchasers should review the Subscription Agreement, Form 45-110F2 *Risk Acknowledgement*, the Shareholders' Agreement, the Voting Trust Agreement and all applicable acknowledgements, certificates, and schedules forming part of the binding purchase documents before making an investment in the Offered Securities.

The below contains brief summaries of material restrictions or conditions that are attached to the Offered Securities and purchasers should refer thereto for a complete and binding description of such summaries and for all applicable terms and conditions. Copies of such documents and agreements are available by request.

TRUSTEE VOTING RIGHTS

The following is based on Section 3.6 of the Voting Trust Agreement, with certain edits made for clarity in the context of this offering document. Purchasers should refer thereto for complete text with all terms and conditions. Certain capitalized terms used below have the meanings given in the Voting Trust Agreement.

Each Shareholder agrees that once the Shareholder has assigned and transferred the Shareholder's legal interest in the Deposited Shares to be held in trust by the Voting Trustee and for so long as a Shareholder is the beneficial owner of any Deposited Shares, any and all right and power to make any and all decisions with respect to any and all matters respecting the Issuer which the Shareholder would otherwise have authority to vote upon, consent to, approve, waive, ratify or otherwise authorize which such Shareholder may have or may in the future have by virtue of such Shareholder's ownership of the Deposited Shares or by virtue of the Issuer's constating documents or by being a party to the Shareholders' Agreement will be exercised exclusively by the Voting Trustee in accordance with the voting, consent, approval and waiver instructions of the Shareholder set out below, including, without limitation: in respect of any matter that, under the Act, requires approval by the holders of Shares of the Issuer voting separately as a class; or in respect of any matter to be approved by shareholders of the Issuer pursuant to the constating documents of the Issuer or under the Act or under the Shareholders' Agreement.

DRAG-ALONG RIGHTS

The following is based on Article 4 of the Shareholders' Agreement, with certain edits made for clarity in the context of this offering document. Purchasers should refer thereto for complete text with all terms and conditions. Certain capitalized terms used below have the meanings given in the Shareholders' Agreement.

If a Sale of the Company has been approved by the Issuer's directors and shareholders of at least two-thirds (2/3) of the votes attached to the outstanding Shares, then all shareholders shall be required to sell all of their Shares to the offeror pursuant to the terms and at the price contained in the offer.

WAIVER OF JURY TRIAL

The following is based on Section 11.16 of the Shareholders' Agreement, with certain edits made for clarity in the context of this offering document. Purchasers should refer thereto for complete text with all terms and conditions.

All shareholders shall waive any rights to a jury trial of any claim or cause of action based upon or arising out of the Shareholders' Agreement, the securities or the subject matter hereof. The scope of the waiver is intended to be all-encompassing of any and all disputes that may be filed in any court and that relate to the subject matter of this transaction, including contract

claims, tort claims (including negligence), breach of duty claims, and all other common law and statutory claims.

5.7 Offering Amount, Securities Issuable and Other Terms of the Offering

	Amount (CAD)	Number of securities issuable
Minimum offering amount: ⁽¹⁾	\$0.00	Nil (0) Common shares (Offered Securities)
Maximum offering amount: ⁽²⁾	\$2,500,000.50	1,666,667 Offered Securities ⁽³⁾
Price per security:	\$1.50	One (1) Offered Security
Minimum investment amount:	\$255.00	170 Offered Securities

(1) The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to GANDER SOCIAL INC. that are raised using other prospectus exemptions.

(2) The Issuer, any affiliate of the Issuer, or any other issuer if either (i) the other issuer is engaged in a common enterprise with the Issuer or with an affiliate of the Issuer or (ii) the other issuer's business is founded or organized by a person or company that founded or organized the Issuer (collectively, the "Issuer Group") is limited to raising \$1,500,000 under National Instrument 45-110 *Start-up Crowdfunding Registration and Prospectus Exemptions* ("NI 45-110") in any 12-month period. Notwithstanding, the Issuer may use other available prospectus exemptions, including those set out under National Instrument 45-106 *Prospectus Exemptions* ("NI 45-106"), to raise funds under the terms of this offering or otherwise, including in excess of the maximum offering amount specified. See **Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS** for funds raised by the Issuer Group under NI 45-110.

(3) The number of securities issuable does not include any Warrants that may be issuable to FrontFundr. See **Item 8: COMPENSATION PAID TO FUNDING PORTAL** for additional information.

Item 6: USE OF FUNDS

6.1 Information about Amounts Previously Raised by the Issuer

Amount raised: Approximately \$1,554,534

Method raised: Issuance of the Safes and certain Shares (see **Item 3.6** and **Item 7**)

Exemption(s): NI 45-106 sections 2.3 (Accredited investor) and 2.4 (Private issuer) and NI 45-110

Use of funds: Proceeds from the Safe were used for start-up costs, operations and other business activities to date, and proceeds from the Shares are intended to be used as set out in **Item 6.2** below.

6.2 Use of Funds from this Offering

Intended use of funds from this offering, listed in order of priority ⁽¹⁾	Assuming Min. offering	Assuming Max offering
Amount to be raised in the offering	\$0	\$2,500,000
LESS: Trade fees and closing costs ⁽²⁾	\$0	(\$185,000)
TOTAL PROCEEDS AVAILABLE TO THE ISSUER FROM THIS OFFERING	\$0	\$2,315,000

Intended use of funds from this offering, listed in order of priority ⁽¹⁾	Assuming Min. offering	Assuming Max offering
Product Development (37.0% of all funds; 40% after trade fees) • Transition from closed beta to public launch, expanding capacity and stability; • Enhance moderation, verification, and trust and safety systems; • Roll out monetization features: subscriptions, boosts, tips, digital goods, and creator tools; and • Deploy and scale Wingspan enterprise nodes for early clients.	\$0	\$926,000
Go-to-Market and Growth (23.1% gross; 25% net) • Broaden awareness beyond launch events (Elevate, Attention Forum) into sustained campaigns; • National rollout strategy to activate 100k+ Canadian users; • Targeted creator onboarding and white-glove Wingspan client support; and • Strengthen partnerships with Canadian media, institutions, and advertisers.	\$0	\$578,750
Team Expansion (23.1% gross; 25% net) • Engineering hires to scale product and feature development; • Moderation and Trust & Safety staff to ensure a safe, values-aligned platform; and • Growth and partnerships roles to accelerate adoption and revenue.	\$0	\$578,750
Compliance and Operations (9.3% gross; 10% net) • Support governance and regulatory readiness, including Canadian privacy and digital sovereignty standards; and • Build internal systems to support rapid scaling (HR, finance, admin).	\$0	\$231,500

(1) See also **Item 3.1(e)** for additional information about how the Issuer intends to use the available funds.

(2) Estimating closing costs are based on fees incurred from third parties for services not yet provided and may vary from the amounts provided in the above table. For the purposes of this table, In the max offering, we have assumed (i) \$175,000 in trade fees (using the max rate of 7% as described in **Item 8**) and (ii) closing costs of \$10,000, including legal, corporate and regulatory fees.

Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS

Crowdfunding distributions in the last five (5) years involving the Issuer Group or any founder, director, officer or control person of any issuer in the Issuer Group are described below.

Issuer	Funding portal	Date	Result
GANDER SOCIAL INC.	FRONTFUND FINANCIAL SERVICES INC.	Nov 27, 2025	\$174,862.50 for 116,575 Shares under NI 45-110 (\$149,423.00 for 99,782 Shares under NI 45-106)
GANDER SOCIAL INC.	FRONTFUND FINANCIAL SERVICES INC.	Oct 28, 2025	\$641,506.50 for 522,413 Shares under NI 45-110 (\$443,734.50 for 366,375 Shares under NI 45-106)

Item 8: COMPENSATION PAID TO FUNDING PORTAL

- | | |
|----------------------|---|
| Cash fees | <ul style="list-style-type: none">• At closing, we shall pay FrontFundr a trade fee equal to the greater of (a) 7% of the investment amount, (b) 2% of the investment amount if the subscriber is listed on the approved presidents' list, (c) \$100 if the subscriber is a non-individual, or (d) \$25 if the subscriber is an individual.• At closing, we may also engage FrontFundr for (a) preparing and filing Form 45-106F1 <i>Report of Exemption Distribution</i> for \$2,000 plus SEDAR fees, (b) drafting of a directors' resolution for \$500, and/or (c) drafting of share certificates for \$500. |
| Non-cash fees | <ul style="list-style-type: none">• At closing, we shall issue that number of warrants as is equal to 5% of the Offered Securities distributed. Each warrant shall be exercisable into one (1) Share at the offered price any time before the date that is five (5) years after the closing. |

Item 9: RISK FACTORS

9.1 Certain Risk Factors

This crowdfunding distribution is being made by the Issuer pursuant to an exemption from the requirement under securities law for the Issuer to deliver an "offering memorandum" or "prospectus" (as such terms are defined under applicable securities legislation) **and should be considered inherently risky for purchasers.**

The Issuer advises that you carefully read and review, with a financial or legal advisor, all parts of this offering document in addition to the Subscription Agreement, Form 45-110F2 *Risk Acknowledgement*, the Shareholders' Agreement and the Voting Trust Agreement, including any other agreements, acknowledgments, certificates, instruments or similar that comprise the binding purchase documents that all purchasers hereunder must and shall complete in order to subscribe for the Offered Securities.

The Issuer has disclosed certain risk factors below; prospective purchasers should be aware and take consideration of the following when reviewing such risk factors:

- The Issuer has attempted to provide all risk factors, in order of importance, that a reasonable investor would consider important in deciding whether to purchase the Offered Securities, notwithstanding that any of the risk factors listed below, regardless of order, or risk factors not identified below or elsewhere in this offering document, **may result in a total loss of investment or material adverse effect on the Issuer or its business.**
- The headings "Investment Risk", "Issuer Risk", "Management and Personnel risk" and "Industry Risk" below, in addition to each subheading (e.g., "*You may lose your entire investment*"), are provided for convenience of reference only and do not mean that a given risk is only applicable under such heading (i.e., an "issuer risk" is not exclusively an "issuer" risk) or that the subheading is a full description of the applicable risk disclosure.

see also **Item 1: RISKS OF INVESTING**

INVESTMENT RISK

You may lose your entire investment.

No assurance can be given that purchasers will realize a profit on their investment. Moreover, investors may lose some or all of their investment. Any return, whether of the original amount, less or more, is not guaranteed and is based upon many performance assumptions, including business expenses and market conditions. Due to the nature of our business and the present stage of development of our business, we are subject to significant risks. Our actual operating results may be very different from those expected and described in this offering document. Only potential purchasers who are experienced in investments that involve significant risk and who may afford to lose their entire investment should consider an investment in the Offered Securities.

You may never be able to sell or otherwise transfer the Offered Securities.

There is presently no public market for the Offered Securities, and none is expected to develop in the foreseeable future. The securities are subject to substantial restrictions on transfer under applicable securities laws, the Act, the Shareholders' Agreement and the Voting Trust Agreement. Accordingly, the Offered Securities may not be resold or otherwise transferred, except in accordance with such laws, instruments and agreements.

see also **Item II: RESALE RESTRICTIONS**

We have arbitrarily set the price of the Offered Securities.

The offered price per the Offered Securities was not established in a competitive market and was determined by management of the Issuer in its sole discretion. Such terms should not be considered an indication of the actual value of the securities of the Issuer and is not based on our asset value, net worth, revenues or other established criteria of value. We cannot guarantee that the Offered Securities can be resold at the offered price or at any other price.

Your ownership may be diluted if we issue securities in the future.

Purchasers may experience dilution or reduction of their ownership interest. The issuance, conversion or exercise of outstanding convertible securities, stock options, or warrants may have a dilutive effect on the interests of the new purchasers of the securities. In the event we require additional equity financing after the completion of this offering, purchasers may experience further dilution with each additional issuance of equity shares. There is no assurance that any such future issuance will be made at a price equal to or greater than the price paid by purchasers under the Offering. The Issuer may issue additional securities at prices that are lower than the offering price, which could result in a greater dilution of the purchasers' ownership interest.

ISSUER RISK

We have not earned revenue or any profit and have a history of net losses.

As we have not enabled monetization features to date, we have not earned any revenue, and furthermore, we have incurred significant net losses and negative operating cash flow since founding and cannot assure that we will become profitable or avoid net losses into the future or that there will not be any earnings or revenue declines for any future quarterly or other periods. Notwithstanding, if (or when) we enable monetization, there are no assurances that

we will be able to generate expected revenue. Additionally, we expect that our operating expenses will increase in the future, including allocating substantial resources for sales, marketing, and other growth-related expenses, including significant capital expenditures. As a result, any decrease or delay in generating revenues could result in material operating losses that may not be sustainable.

We have a limited operating history upon which to evaluate our future prospects and performance.

Our operations are subject to all business risks associated with new enterprises and require qualified teams and management in order to execute those plans. The likelihood of our 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 we could sustain losses in the future and not be able to continue operations.

Our business is dependent on growing our user base and extracting more value per user.

The size of our active user base and our users' level of engagement across our products are critical to our success. Our financial performance has been and will continue to be significantly determined by our success in adding, retaining, and engaging active users of our services. We have experienced, and expect to continue to experience, fluctuations and declines in the size of our active user base in one or more markets from time to time. User growth and engagement are also impacted by a number of other factors, including competitive products and services, such as Facebook, Instagram and TikTok, that may reduce some users' engagement with our products and services, as well as global and regional business, macroeconomic, and geopolitical conditions.

Our connection with users has to be lasting and worthy of their time.

If people do not perceive our products to be useful, reliable, and trustworthy, we may not be able to attract or retain users or otherwise maintain or increase the frequency and duration of their engagement. A number of other social networking companies that achieved early popularity have since seen their active user bases or levels of engagement decline, in some cases precipitously. There is no guarantee that we will not experience a similar erosion of our active user base or engagement levels.

We may need to raise additional capital in the future and may face difficulties in obtaining capital.

In order to achieve our short and long-term goals, we may need to procure funds in addition to the amount raised in the offering. There is no guarantee we will be able to raise such funds on acceptable terms or at all. The Issuer may have to sell additional equity or convertible securities, which will result in a dilution of the equity interests of any existing shareholders. We may also need to raise capital by incurring long-term or short-term indebtedness to fund our business objectives. Security holders are cautioned that there can be no assurance as to the terms of such financing and whether such financing will be available. If we were to obtain debt financing, any level of indebtedness could impair our ability to obtain additional financing in the future on a timely basis in order to take advantage of business opportunities that may arise, and the associated interest payments could limit the free cash flow available for investment and allocation towards growth initiatives and regular business operations. If adequate funds are unavailable, we may be required to delay, reduce the scope of or eliminate one or more of

our growth or commercialization programs or marketing efforts, any of which may materially harm our business, financial condition and results of operations. If we are not able to raise sufficient capital in the future, we may not be able to execute our business plan, and our continued operations may be in jeopardy.

We face significant competition from small and large local and multinational businesses.

We face competition with respect to any products that we may seek to develop or commercialize in the future. Our competitors include major companies worldwide. Many of our competitors have significantly greater financial, technical and human resources than we have and superior expertise in research and development and marketing proven services and thus may be better equipped than us to develop and commercialize products and services. These competitors also compete with us in recruiting and retaining qualified personnel and acquiring technologies. Accordingly, our competitors may commercialize services more rapidly or effectively than we are able to, which would adversely affect our competitive position, the likelihood that our services will achieve initial market acceptance, and our ability to generate meaningful additional revenues from our services.

Damage to brand perception and company reputation could negatively impact our operating results.

Our reputation and the quality of our brand are critical to our business and success. Maintaining, promoting, and positioning our brand will depend on, among other factors, the users' experience with our platform, the reliability and trustworthiness of our services, continuous product development, a positive brand image, and our ability to provide a consistent, high-quality consumer experience. Brand value is based on perceptions of subjective qualities, and any incident that erodes the loyalty of users or advertisers, regardless of its accuracy or validity, could significantly reduce the value of our brand and adversely affect our business, results of operations, and financial condition. Furthermore, there has been a marked increase in the use of social media platforms and similar devices, including blogs, social media websites and other forms of internet-based communications that provide individuals with access to a broad audience of consumers and other interested persons, with the availability and spread of information virtually immediate, as is its impact, providing little or no time to redress or correct. Such information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business.

If certain trends in favour of our services decline, our performance may also decline.

As a Canadian company founded in partial response to U.S. political actions, our brand and platform are built around themes emphasizing pro-Canadian sovereignty and, by extension, may be considered anti-American sentiment. While this positioning may resonate with certain Canadian audiences and align with our brand identity, it may also restrict our market reach, deter potential investors or partners, and create reputational or regulatory challenges. Shifts in public opinion, political dynamics, or cross-border relations could amplify these risks, any of which could materially and adversely affect our business, results of operations, and financial condition.

We may implement new lines of business or products within or offer new products and services within existing lines of business that may not be successful.

Our ability to retain, increase, and engage our user base and to increase our revenue depends heavily on our ability to continue to evolve our existing products and services and to create successful new products, services and features, both independently and in conjunction with developers or other third parties. We may introduce significant changes to our existing offerings or acquire or introduce new and unproven services, including using technologies with which we have little or no prior development or operating experience. We continue to incur substantial costs with these the research and development of these products, services and features, and we may not be successful in generating profits in connection with these efforts. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients or be subject to cost increases, which may adversely affect our business, financial condition or results of operations.

We rely on various IP rights in our business and may not be able to adequately protect such rights.

Our intellectual property (“IP”) and other intangible assets are paramount to the success of our business and ability to operate. Our IP rights may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our IP may not prevent it from being challenged, invalidated, circumvented or designed around, particularly in countries where IP rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because an infringer has a dominant IP position or for other business reasons, or countries may require compulsory licensing of our IP. We might be required or may opt to seek a license for rights to intellectual property held by others, which may not always be available on commercially reasonable terms, or at all. Even if a license is available, we could be required to pay significant royalties, which would increase our operating expenses and ultimately harm the Issuer’s results of operations. We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights. As we expand our business, protecting our IP will become increasingly important. Although we will seek to protect our proprietary rights through available means, those actions may be inadequate to protect any proprietary rights or to prevent others from claiming violations of their proprietary rights.

MANAGEMENT AND PERSONNEL RISK

We are heavily reliant on current key personnel and their experiences and skills.

Our business is significantly dependent on our founders, advisors, officers, directors and other key persons in order to conduct operations, execute our business plan, and secure meaningful long-term growth. The loss of any of these persons or their associated contacts and

organizations could have a material adverse effect on our ability to successfully grow our business and maintain operations.

Founders, management and other key personnel may have conflicts of interest.

We cannot ensure that our founders, officers, directors, and other key persons will not have conflicts of interest from time to time. Any of those persons may now or in the future serve in similar roles or capacities of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which we may participate, that person may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation.

We may not be able to effectively manage the potential growth of the business.

The growth of our operations may place a strain on managerial, financial and human resources and our ability to continue our rate of growth will depend on a number of factors, including the availability of working capital, existing and emerging competition, our ability to monetize successful while controlling costs, being able to recruit and train additional qualified personnel, and our ability to expand our product offering. Our ability to manage growth effectively will require us to continue to implement and improve effective oversight, operations, and financial systems and to expand, train, and manage our employee and stakeholder base. Any expansion of operations we undertake will entail direct risks including failure and indirect risks including opportunity cost; such actions may involve specific operational activities, which may negatively impact our profitability. Consequently, prospective purchasers must assume the risk that such expansion may ultimately involve expenditures of funds beyond our available resources, and management of such expanded operations may divert our attention and resources away from any other operations, all of which may have a material adverse effect on our present and prospective business activities.

We must attract and retain specialized personnel in order to grow our business.

Recruiting and retaining highly qualified personnel is critical to our success. These demands may require us to hire additional personnel and will require our existing management and other personnel to develop additional expertise. We face intense competition for personnel, making recruitment time-consuming and expensive. The failure to attract and retain personnel or to develop such expertise could delay or halt the development and commercialization of our products and services. If we experience difficulties in hiring and retaining personnel in key positions, we could suffer from delays in product and service development, loss of users and advertisers, and diversion of management resources, which could adversely affect operating results.

We have sole discretion over the use of proceeds from this offering.

The proceeds from this offering are intended as described in this offering document, however, we reserve the right to use the proceeds for any general business purposes and such other purposes not presently contemplated which we deem to be in the best interests of the Issuer and its shareholders. As a result of the foregoing, our success may be substantially dependent upon the discretion and judgment of our management with respect to the application and allocation of the net proceeds of the offering. Purchasers will be entrusting their investment to our management, upon whose judgment and discretion, such purchasers must depend.

We could face liability for information or content on or accessible through our platform.

Regulators in the U.S., Europe and other regions may introduce new regulatory regimes that increase potential liability for information or content available on our platform. For example, in the U.S., laws such as the U.S. *Communications Decency Act of 1996*, as amended (the “CDA”), which have previously been interpreted to provide substantial protection to interactive computer service providers, may change and become less predictable or unfavorable by legislative action or juridical interpretation. There have been various federal legislative efforts to restrict the scope of the protections available to online platforms under the CDA, in particular with regards to Section 230 of the CDA, and current protections from liability for third-party content in the U.S. could decrease or change. The European Union (E.U.) is also reviewing the regulation of digital services, and it has been reported that the E.U. plans to introduce the Digital Services Act, a package of legislation intended to update the liability and safety rules for digital platforms, products, and services, which could negatively impact the scope of the limited immunity provided by the union’s ECommerce Directive. As a result of the foregoing and continuing developments, we could face claims relating to information or content that is published or made available on our platform. Although content on our platform is typically generated by third parties, and not by us, claims of defamation, disparagement, negligence, warranty, personal harm, IP infringement, or other alleged damages could be asserted against us, in addition to our users.

Our operations are subject to government regulation and changes thereto could have adverse effects.

We are subject to a wide range of local, provincial/state, federal and international laws and regulations, including specifically with regard to data privacy, platform moderation, and other facets of our operations. The violation of these or future requirements or laws and regulations could result in administrative, civil, or criminal sanctions against us, which may include fines, a cease-and-desist order against the subject operations or even revocation or suspension of our license to operate the subject business. As a result, we may incur capital and operating expenditures and other costs to comply with these requirements and laws and regulation.

These U.S. federal and state, E.U., and other international laws and regulations, which in some cases can be enforced by private parties in addition to government entities, are constantly evolving and can be subject to significant change. As a result, the application, interpretation, and enforcement of these laws and regulations are often uncertain, particularly in the new and rapidly evolving industry in which we operate and may be interpreted and applied inconsistently from jurisdiction to jurisdiction and inconsistently with our current policies and practices. For example, regulatory or legislative actions or litigation concerning the manner in which we display content to our users, moderate content, provide our services to younger users, or are able to use data in various ways, including for advertising, or otherwise relating to content that is made available on our products, have in the past and could in the future adversely affect user growth and engagement, affect the manner in which we provide our services, or adversely affect our financial results, including by imposing significant fines that increasingly may be calculated based on global revenue. In the U.S., in 2023, the U.S. Supreme Court heard oral argument in a matter in which the scope of the protections available to online platforms under Section 230 of the CDA, was at issue, but it ultimately declined to address

Section 230 of the CDA in its decision. In addition, there have been, and continue to be, various other litigation concerning, and state and federal legislative and executive efforts to remove or restrict, the scope of the protections available to online platforms under Section 230 of the CDA, and any such changes may increase our costs or require significant changes to our products, business practices, or operations, which could adversely affect our business and financial results.

Industry consolidation may result in increased competition, which could result in a loss of customers or a reduction in revenue.

Some of our competitors have made or may make acquisitions or may enter into partnerships or other strategic relationships to offer more comprehensive services than they individually had offered or achieve greater economies of scale. In addition, new entrants not currently considered to be competitors may enter our market through acquisitions, partnerships or strategic relationships. We expect these trends to continue as companies attempt to strengthen or maintain their market positions. The potential entrants may have competitive advantages over us, such as greater name recognition, longer operating histories, more varied services and larger marketing budgets, as well as greater financial, technical and other resources. The companies resulting from combinations or that expand or vertically integrate their business to include the market that we address may create more compelling service offerings and may offer greater pricing flexibility than we can or may engage in business practices that make it more difficult for us to compete effectively, including on the basis of price, sales and marketing programs, technology or service functionality. These pressures could result in a substantial loss of our customers or a reduction in our revenue.

Security breaches of confidential customer information may adversely affect our business.

The use of individually identifiable data by our business, our business associates and third parties is regulated at the state, federal and international levels. The regulation of individual data is changing rapidly, and in unpredictable ways. A change in regulation could adversely affect our business, including causing our business model to no longer be viable. Costs associated with information security – such as investment in technology, the costs of compliance with consumer protection laws and costs resulting from consumer fraud – could cause our business and results of operations to suffer materially. Additionally, the success of our online operations depends upon the secure transmission of confidential information over public networks. The intentional or negligent actions of employees, business associates or third parties may undermine our security measures. As a result, unauthorized parties may obtain access to our data systems and misappropriate confidential data. There can be no assurance that advances in computer capabilities, new discoveries in the field of cryptography or other developments will prevent the compromise of our customer transaction processing capabilities and personal data. If any such compromise of our security or the security of information residing with our business associates or third parties were to occur, it could have a material adverse effect on our reputation, operating results and financial condition. Any compromise of our data security may materially increase the costs we incur to protect against such breaches and could subject us to additional legal actions and expenses that could have an adverse effect in our operations, financial results, or reputation.

Our operations could be subject to risk from anti-spam legislation.

We may employ a direct marketing strategy using email communication. 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.

Future effective tax rates could be subject to volatility or adversely affected by a number of factors.

Our future effective tax rates could be subject to volatility or adversely affected by a number of factors, including (i) changes in the valuation of our deferred tax assets and liabilities; (ii) expected timing and amount of the release of any tax valuation allowances; (iii) tax effects of stock-based compensation; (iv) costs related to intercompany restructurings; (v) changes in tax laws, regulations or interpretations thereof; or (iv) future earnings being lower than anticipated in countries where we have lower statutory tax rates and higher than anticipated earnings in jurisdictions where we have higher statutory tax rates.

We could be adversely affected by rising interest rates.

Our financial performance may be adversely affected by rising interest rates. Increases in interest rates can lead to higher interest expenses, which could strain our cash flow and limit our ability to service debt obligations, if any. Any potential escalation in financing costs may also diminish the attractiveness of certain growth and development opportunities. If our operating expenses rise due to increased borrowing costs, our overall revenue and profitability could be negatively impacted. In the case of a substantial downturn in our results from operations or inability to secure additional financing, we may be unable to service our debt obligations. Furthermore, potential future sustained high-interest rates may hinder our ability to raise capital for expansion or innovation initiatives, restricting our capacity to respond to market demands effectively. If these financial pressures occur and persist, they could ultimately result in operational losses and threaten the sustainability of our business.

Additional Note Regarding Forward-Looking Statements in this Offering Document

This offering document contains "forward-looking information" within the meaning of applicable securities laws in Canada. Forward-looking information may relate to anticipated events or results and may include information regarding the Issuer's financial position, business strategy, growth plans, budgets, operations, financial results, taxes, dividend policy, plans, and objectives. Particularly, information regarding the Issuer's expectations of future results, performance, achievements, prospects, or opportunities or the markets in which the Issuer operates is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved" or similar expressions, but in any case, specifically in this offering document includes information provided in **Item 3, Item 6, Item 10** and elsewhere as the case may be.

Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates, and projections regarding future events or circumstances. By its nature, forward-looking statements and information involve 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. Although the Issuer believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Issuer.

No forward-looking statement can be guaranteed. Forward-looking statements speak only as of the date on which they are made and, except as required by applicable securities laws, the Issuer undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Additional Note Regarding Links in this Offering Document

This offering document contains bookmarks, hyperlinks, machine-readable text, and other digital features enabled through word-processing programs or tools (collectively, "**Links**"). Links are electronic navigational elements that act as clickable shortcuts, redirecting users to an external website or a designated section within the offering document. Links are typically identifiable, but not always, by specified anchor text, coloured or underlined text, or other applicable typeface in this offering document. Links may lead to websites, documents, or resources that are not under our direct control or to a page, item, or section of this offering document other than as was intended or may simply not function as desired. Notwithstanding, Links may be automatically removed from this offering document by anti-virus software used to open the file, or if this offering document is being viewed as a part of a subscription agreement (by the digital signature tool, Dropbox Sign). We provide Links for your convenience only and as a means to offer supplemental information. Links and any such external content therefrom do not form part of this offering document. We do not endorse, guarantee, or assume responsibility for the accuracy, relevance, or completeness of the information contained in these third-party websites nor the functioning of any Link herein.

9.2 Dividend Risk

We do not currently have the financial resources to pay dividends to investors. There is no assurance that we will ever have the financial resources to do so.

Item 10: REPORTING OBLIGATIONS

10.1 Ongoing Information

We are not a "reporting issuer" (or equivalent thereof) under the securities laws of any jurisdiction nor will we be a "reporting issuer" as a result of this offering and therefore will not be subject to the continuous disclosure requirements of such securities legislation, including the

requirements relating to the filing of audited financial statements and other financial information or other reporting.

Within 10 days of a distribution of securities pursuant to certain prospectus exemptions, such as a closing under this crowdfunding offering, we shall be obligated to file Form 45-106F1 Report of Exempt Distribution, accessible under the Issuer's System for Electronic Document Analysis and Retrieval profile at www.sedarplus.com.

10.2 Annual Information

We are required under the Act to produce annual financial statements before each annual general shareholder meeting, together with an independent auditor's report on those financial statements, unless such requirements are waived by our shareholders in accordance with the Act.

10.3 Voting Trust Agreements

The Issuer is not aware, after making reasonable inquiries, of any existing voting trust agreement among certain shareholders of the Issuer other than the Voting Trust Agreement.

Information about the Voting Trust Agreement as of the date of this offering document:

No. of shareholders:	1,777
% of voting shares:	13.5%
Voting Trustee:	Alison Pearce
Trustee powers:	No additional powers, other than as contemplated in the agreement
Agreement term:	Until the earlier of (i) 21 years from its effective date, unless extended by law; (ii) dissolution, liquidation or winding-up of the Issuer; (iii) a public listing event; or (iv) the written consent of the Voting Trustee and the Issuer

Item 11: RESALE RESTRICTIONS

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 in Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- (a) to cancel your agreement with the Issuer to buy these securities, or**
- (b) 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 paragraphs (a) or (b) above, you must do so within strict time limitations.

12.2 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.

See also Item 5.1 *Funding Portal*

Item 13: DATE AND CERTIFICATE

This offering document does not contain a misrepresentation.

Dated this 28th day of November 2025.

Ben Waldman

Benjamin Waldman
Chief Executive Officer and Director

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