

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.**

see also **Item 9: RISK FACTORS**

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

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

Item 2: THE ISSUER

- 2.1 Information about the Issuer

Full legal name	RIDE HOVR CORPORATION
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Head office	21 St Clair Avenue East, Toronto, Ontario M4T 1L9
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Phone number	1 (647) 640-3034
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Email address	harrison.amit@ridehovr.com
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Website URL	www.ridehovr.com
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- 2.2 Contact person for questions from purchasers and securities regulatory authorities

Full legal name	Harrison Rene Amit
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Position/title	Chief Executive Officer, Director and Founder
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Business address	21 St Clair Avenue East, Toronto, Ontario M4T 1L9
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Business phone	1 (647) 640-3034
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Business email	harrison.amit@ridehovr.com
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Item 3: ISSUER'S BUSINESS

- 3.1 RIDE HOVR CORPORATION ("**HOVR**" or the "**Issuer**") is an Ontario-based ridesharing platform, with operations growing across Canada and internationally.

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

HOVR is the developer and operator of a rideshare platform that provides a service by connecting owner-operator drivers to riders. We developed an app that is a platform for drivers and riders to connect easily and efficiently. We utilize a driver subscription business model enabling drivers to collect 100% of the earned fare, allowing riders to save up to 20% compared to other options. Revenue generated from driver subscriptions, in addition to minimal (and clearly identified) rider

fees and advertising will allow us to maintain the platform and offer total service with other fees lowers than any competitor in the industry. Our current fee structure is described below.

Revenue	Amount	Paid by
Driver membership	\$20, monthly	Drivers
Platform fee	\$1, per ride	Riders
Member benefits	\$20-\$100, monthly	Drivers
Advertising	Impression-based	Advertisers

• **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?**

We operate in the Canadian ride-share industry with plans to expand internationally. As of 2023, the global industry was valued at US\$106B and is projected to be US\$123B in 2024 and US\$480B in 2032, with a CAGR of 18.5%.¹ Increasing population density and congestion in cities have increased the demand for convenient and cost-effective modes of transportation, increasing the popularity of ridesharing. As technology continues to improve and the smartphone user base expands, a greater portion of the population has access to rideshare services. Consumers view ridesharing as a convenient alternative mode of transport due to precise drop-off, no parking, and timing. Nonetheless, the market is experiencing several growth inhibitors including the resistance from traditional transport service providers.

HOVR intends to compete by providing the lowest cost to riders and highest revenue share with drivers available in the industry. Additionally, patent-pending innovative features that enhance on-demand transportation and the pursuit of zero-emission vehicle (ZEV) partnerships will allow us to grow in market share.

• **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?**

Milestones and objectives	Status
Completed pre-seed round of funding	☑ 2023 Q4
Completed seed round of funding	☑ 2024 Q2
Launch event in Toronto, driving 8,000 driver signups and national media	☑ 2024 Q2
50K+ app downloads, 30K+ riders and 1,600 approved drivers (47K enrolled)	☑ 2024 Q3
Filed documentation to expand across Ontario, Alberta and Nova Scotia	☑ 2025 Q1
Entered into licensing agreements with partners in UK, Australia and Mexico to support a low-cost rollout of our services in such markets	☑ 2025 Q2
Filed for additional trademarks and patents	☑ 2025 Q2

¹ *Ride sharing market size, share, growth: Industry Report, 2032*. Ride Sharing Market Size, Share, Growth | Industry Report, 2032. (n.d.). <https://www.fortunebusinessinsights.com/ride-sharing-market-103336>

Milestones and objectives	Status
Begin 4-week cross-country ‘roadshow’ in key regions across Canada	<input checked="" type="checkbox"/> 2025 Q3
Release app 2.0 and develop HOVR GPT for certain operations and logistics	<input type="checkbox"/> 2025 Q3
Expand to every major Canadian city and enter US by way of Miami	<input type="checkbox"/> 2025 Q4
Reach 500K+ riders, 20K+ approved drivers and 10+ daily rides	<input type="checkbox"/> 2026 Q1
Expand to 3 other international major markets through licensing agreement and building upon initial licensing success	<input type="checkbox"/> 2026 Q4
Reach 1M+ riders, 60K+ approved drivers and 100K+ daily rides	<input type="checkbox"/> 2026 Q4
Launch additional ‘super’ app features	<input type="checkbox"/> 2027 Q1
Reach 2M+ riders, 120K+ approved drivers and 200K+ daily rides	<input type="checkbox"/> 2027 Q3

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

Expected hurdles include converting users of existing rideshare platforms (e.g., Uber, Lyft) to our services and then retaining them as primary users of our platform. In addition, the perception of rideshare companies and their relationship with local and applicable authorities and community members themselves differ from location to location (and within locations at each level), with some embracing the services and working with the companies to determine fair and ideal policies, and others seeing the dynamic as adversarial. Most jurisdictions require a license to operate, and as licenses tend to be city-specific, can be challenging to acquire. Securing the necessary licenses will require time, effort, and expertise.

see also [Item 9: RISK FACTORS](#)

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

Funds are expected to support our next stage of development and to expand our service outside of our initial markets in Ontario. We will allocate significant funds to driver and rider acquisition and retention strategies, including marketing and promotion campaigns. We will also use funds to enhance our application and platform and introduce new features and services to improve the user experience.

To assist with this capital raise and to drive awareness and growth, our Chief Executive Officer (CEO) and Chief Business Development Officer (CBDO), Harrison Amit and Christian Alicpala, respectively, will be driving across Canada to embark on a highly personalized and local marketing campaign, using HOVR rideshare wherever available. The trip will focus on five specific markets – Alberta, British Columbia, Québec, the Maritimes and the Prairies, with our itinerary and schedule (as subject to change and delay) described below.

‘Coast-to-Coast HOVR Expedition’

Jul 14	Winnipeg	Jul 15	Regina	Jul 16	Calgary
Jul 17	Kelowna	Jul 18	Vancouver	Jul 21	Victoria

'Coast-to-Coast HOVR Expedition'

Jul 22	<u>Edmonton</u>	Jul 23	<u>Saskatoon</u>	Jul 24	<u>Winnipeg</u>
Jul 25	<u>Ottawa</u>	Jul 28	<u>Montréal</u>	Jul 29	<u>Fredericton</u>
Aug 1	<u>St. John's</u>	Aug 5	<u>Halifax</u>	Aug 6	<u>Charlottetown</u>
Aug 7	<u>Québec City</u>	Aug 8	<u>Ottawa</u>	Aug 9	<u>Toronto</u>

see also [Item 6.2 Use of Funds](#)

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

Our users (drivers and riders) must agree to (and enter into) our terms of services and other terms and conditions prior to using or providing any services with respect to our platform. Our platform is hosted via third party services and others which with we have contracts governing and setting out the use and term. We also use other third-party service providers (e.g., identity verification, background searches, payments) under their respective terms of services agreements.

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

3 years: Expansion into key Canadian and US markets as the preferred option for drivers and riders;
5 years: Leading (top 5) rideshare provider in active markets; and
10 years: Leading (top 3) rideshare provider across North America.

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

We aim to be a global rideshare service, capturing a significant portion of the market and being recognized among the market leaders. To grow across North America, we plan to capture ridership through local social influencer partnerships which will garner interest within the local communities. Primary growth will be driven by our expected ability to convert drivers by our 'fair sharing' of fare structure.

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

Our management team is comprised of several experts in their respective fields. Although no one hails from the ride-sharing industry (*i.e.*, no former Lyft or Uber employees), our team has leadership and operational experience from global companies including *IBM*, *The Coca-Cola Company*, the *NBA* and other notable organizations. Almost all have founded or co-founded businesses and advisory firms, providing expertise and services to over hundreds of companies. Our executive team has lead businesses at all stages and to all stages, having been involved in numerous initial public offerings (**IPO**), acquisitions, and other financings across a variety of industries.

see also [Item 4: MANAGEMENT](#)

- **Does the Issuer have business premises from which it can operate its business?**

We have office space at 21 St Clair Ave E in Toronto, Ontario, where some of our employees work, with the others being remote based. Our platform and infrastructure are maintained via third-party cloud services and storage.

- **How many employees does the Issuer have? How many does it need?**

We have approximately 16 employees across finance, marketing and production, with over eight in tech and operations. Over the next 2-3 years, we hope to grow our team with over 24 hirings, with more than half the hirings in tech and operations.

3.2 The Issuer is a federal corporation incorporated pursuant to the *Canada Business Corporations Act* (the “**Act**”) on January 27, 2020.

3.3 The following documents are available for review upon request to the contact person (see **Item 2.2**) or the funding portal (see **Item 5.1**).

- Articles and certificate of incorporation of the Issuer, as amended; and
- Trust declaration and voting trust agreement between the Issuer, Harrison Amit as “**Voting Trustee**”, and certain shareholders (the “**Voting Trust Agreement**”).

see also **Item 10.3 Voting Trust Agreement**

3.4 The indicated statement(s) best describe(s) the Issuer’s current state of operations:

- The Issuer has never conducted operations
- The Issuer is in the development stage
- The Issuer is currently conducting operations

3.5 Financial statements are not available.

3.6 The table below describes the Issuer’s securities as of the date of this offering document

Security description	Details of security	Outstanding
Class A Common shares	<i>Pari-passu</i> with all Common shares; 5 votes/share	144,000,000
Class B Common shares	<i>Pari-passu</i> with all Common shares; 1 vote/share	2,000,000
Class C Common shares	<i>Pari-passu</i> with all Common shares; 1 vote/share <i>the Offered Securities</i> – see Items 5.5 & 5.6	18,457,465
Basic capitalization:		164,457,465
Class B Common options	6,876,175 options allocated	16,000,000
Class C Common options	15,747,330 options allocated	30,000,000
Diluted capitalization:		210,457,465

Item 4: MANAGEMENT

4.1 The table below provides the specified information for each founder, director, officer, and control person of the Issuer as of the date of this offering document.

Full legal name, municipality and position	Principal occupation last 5 years	Relevant expertise, education, and experience for the Issuer's business	Number and type of securities owned	Date acquired and price paid for each security (1)	Control of Issuer securities (2)
Harrison Rene Amit Toronto, ON <i>CEO, Director, Founder and Control Person</i>	CEO & Founder, <i>HOVR</i>	Harrison has worked with and advised companies and founders in a variety of industries. He has a BSc from Mount Saint Vincent University.	139,281,147 Class A shares ⁽³⁾ 1,125,000 Class C Options	Shares: 2023-7-11 @ \$0.000001 Options: 375,000 (2024-5-31) & 750,000 (2024-11-30) @ \$0.10	Basic: 84.7% Diluted: 75.1% Votes: 94.1%
Muna Abdi Toronto, ON <i>Chief Operating Officer and Director</i>	COO, <i>HOVR</i> Co-Founder, <i>Alkaline Spring</i>	Muna Abdi co-founded <i>Alkaline Spring Inc.</i> , a multi-source artesian water company based in Revelstoke, BC, in 2017. She has a BSc from McMaster University.	1,000,000 Class B Shares 1,999,999 Class C Options	Shares: 2021-7-13 @ \$0.00001 Options: 1,000,000 (2024-5-31) @ \$0.02; 333,333 (2024-5-31) & 666,666 (2024-11-30) @ \$0.10	Basic: 0.6% Diluted: 1.6% Votes: 0.1%
Alexander Cleveland Logie Toronto, ON <i>Chief Financial Officer and Director</i>	Founder of <i>Candlebrook Capital Corp</i>	Alex has over 35 years of corporate finance and operating experience, leading multiple exit events both from the company and advisor side. He provides CFO-services to several tech and energy companies and has a BComm from Queen's University.	1,000,000 Class B Shares 1,666,999 Class C Options	Shares: 2021-7-13 @ \$0.00001 Options: 1,222,333 (2024-5-31) & 444,666 (2024-11-30) @ \$0.10	Basic: 0.6% Diluted: 1.4% Votes: 0.1%
Gurjant Singh Mississauga, ON <i>Chief Technology Officer</i>	Founder, <i>Defense Station</i>	Gurjant is an independent security researcher with industry experience at IBM and <i>Wealthsimple</i> , and most recently as CEO of a security-as-a-service company, working with large and small organizations.	3,333,333 Class C Options	2024-5-31 @ \$0.10	Basic: -% Diluted: 1.8% Votes: -%
Nimialan Nararajah Palgrave, ON <i>Chief Information Security Officer</i>	Managing Partner, <i>Critical Matrix</i> ,	Nim has over 25 years of technology experience and leadership across banking, security, and consulting. He also serves on the board of directors of several non-profits and private	250,000 Class B Options 1,666,999 Class C Options	Class B: 2023-8-15 @ \$0.02 Class C: 1,222,333 (2024-5-31) & 444,666 (2024-11-30) @ \$0.10	Basic: -% Diluted: 1.0% Votes: -%

Full legal name, municipality and position	Principal occupation last 5 years	Relevant expertise, education, and experience for the Issuer's business	Number and type of securities owned	Date acquired and price paid for each security ⁽¹⁾	Control of Issuer securities ⁽²⁾
		businesses. Nim has a BSc from York University.			
Douglas Carl Christoph Marietta, Georgia Chief Marketing Officer	Principal, <i>Inter-Continental Beverage Capital</i> (IBC)	Doug has extensive industry experience with 25 years at <i>MillerCoors</i> and <i>The Coca-Cola Company</i> . In 2012, he founded IBC, a global advisory group.	1,833,333 Class C Options	2024-5-31 @ \$0.10	Basic: -% Diluted: 1.0% Votes: -%
Christian Paul T. Alicpala Toronto, ON Chief Business Development Officer	CBDO, <i>HOVR</i>	Christian is a sales and marketing expert, with expertise gained from his time with <i>MLSE</i> , <i>NBA</i> , and <i>Tangerine</i> . He has a Bachelor of Engineering from Seneca Polytechnic.	1,500,001 Class C Options	1,166,667 (2024-5-31) & 333,334 (2024-11-30) @ \$0.10	Basic: -% Diluted: 0.8% Votes: -%
Jordan Blair Mosher Lantz, NS Director & Corporate Secretary	COO, <i>Human Technology Together Efficient</i>	Jordan has a background in sales and business development team leadership, working with insurance products and a background in the fitness industry.	None ⁽⁴⁾	N/A	Basic: -% Diluted: -% Votes: -%

- (1) The price indicated for options represents the exercise price payable. The price paid for each option at grant was nominal. All options above expire on the date that is five (5) years after the date of issuance.
- (2) For the purposes of *diluted* ownership, it is assumed that no additional options are granted to any of the persons listed above. *Votes* is determined on a basic capitalization basis. Refer to [Item 3.6](#) for additional information regarding ownership calculations.
- (3) Harrison Amit holds 35,181,047 Class A Common shares via HUMAN TECHNOLOGY TOGETHER EFFICIENT CORPORATION ("**HTTE**"), a federal corporation of which he owns 96% of the outstanding securities thereof.
- (4) Jordan Mosher does not directly own any securities of the Issuer. Notwithstanding, as a minority shareholder of HTTE, Jordan has an indirect interest in the 35,181,047 Class A Common shares securities held by HTTE.

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* (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 US, or any state or territory therein, or (iv) an offence under the criminal legislation of any other foreign jurisdiction;
- (b) is or has been in the last 10 years 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 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 in the last 10 years 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 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 Information about the funding portal

Full legal name	FRONTFUNDR FINANCIAL SERVICES INC.
Type of portal	Exempt market dealer
Head office	555 Burrard Street, 1 st Floor, Vancouver, British Columbia, V7X 1M8
Phone number	1 (800) 804-1524
Email address	support@frontfundr.com
Website URL	https://www.frontfundr.com
Deal page	https://frontfundr.com/hovrcan

5.2 This crowdfunding distribution is available to residents in:

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Alberta | <input type="checkbox"/> Northwest Territories | <input type="checkbox"/> Prince Edward Island |
| <input checked="" type="checkbox"/> British Columbia | <input checked="" type="checkbox"/> Nova Scotia | <input checked="" type="checkbox"/> Québec |
| <input checked="" type="checkbox"/> Manitoba | <input type="checkbox"/> Nunavut | <input checked="" type="checkbox"/> Saskatchewan |
| <input checked="" type="checkbox"/> New Brunswick | <input checked="" type="checkbox"/> Ontario | <input checked="" type="checkbox"/> Yukon |
| <input type="checkbox"/> Newfoundland and Labrador | | |

5.3 Information about this crowdfunding distribution

Closing date Anytime on or before October 12, 2025, being 90 days after the date this offering document was certified in **Item 13** and made available on the deal page

Amendment This offering document has not been amended

5.4 Type of eligible security offered:

- Common shares: Class C 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 The Offered Securities have the following rights, restrictions and conditions:

- voting rights (exercised by the Voting Trustee subject to the Voting Trust Agreement);
- dividends or interest: dividends at the sole discretion of the Issuer’s directors;
- rights on dissolution;
- conversion rights;
- tag-along rights;
- drag-along rights;
- pre-emptive rights;
- other

5.6 Purchasers should review the subscription agreement, Form 45-110F2 *Risk Acknowledgement*, 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 pursuant to the foregoing and purchasers should refer thereto for a complete and binding description of such summaries and for all applicable terms and conditions.

Certain capitalized words used below have the meaning given in the Voting Trust Agreement.

Voting Trust Agreement

Drag-Along Rights

If a majority of shareholders and directors approve a Sale of the Corporation, all shareholders shall be required to sell their shares under the terms and conditions thereof.

Trustee Voting Rights

The Voting Trustee shall have any and all rights and power to make any and all decisions with respect to any and all matters respecting the Issuer which the purchaser would otherwise have authority to vote upon, consent to, approve, waive, ratify or otherwise authorize which such purchaser may have or may in the future have by virtue of such purchaser's ownership of the Offered Securities by virtue of the Issuer's constating documents.

Generally, and without limitation, the Voting Trustee shall exercise all Trustee Voting Rights in favour of the following matters:

- (a) the annual waiver of the requirement for the Issuer to appoint an auditor in accordance with the Act;
- (b) the annual waiver of the requirement for the board of directors (the "**Board**") to produce and publish financial statements in accordance with the Act, or the annual approval of such financial statements, as applicable;
- (c) any debt or equity financing of the Issuer (including any IPO) which has been determined by the Board to be in the best interests of the Issuer to proceed with, including, without limitation, any changes to the rights, privileges, restrictions and conditions attaching to any Shares or to the Issuer's constating documents that may, in the opinion of the Board, be necessary or desirable to facilitate any such debt or equity financing of the Issuer (including any IPO);
- (d) if a Sale of the Corporation is to occur for which Drag-Along Approval has been obtained, and such Sale of the Corporation requires shareholder approval, the Voting Trustee shall vote all Shares in favour of, and adopt, such Sale of the Corporation (together with any related amendment to the Issuer's articles required to implement such Sale of the Corporation) and shall vote in opposition to any and all other proposals that could delay or impair the ability of the Issuer to consummate such Sale of the Corporation;
- (e) if a Sale of the Corporation is to occur for which Drag-Along Approval has been obtained, and if the Selling Investors, in connection with such Sale of the Corporation, appoint a shareholder representative (the "**Shareholder Representative**") with respect to matters affecting the Shareholders under the applicable definitive transaction agreements following consummation of such Sale of the Corporation, the Voting Trustee shall vote in favour of and consent to:
 - (i) the appointment of such Shareholder Representative; (ii) the establishment of any applicable escrow, expense or similar fund in connection with any indemnification or similar obligations; and (iii) the payment of such Shareholder's proportionate portion (from the applicable escrow or expense fund or otherwise) of any and all reasonable fees and expenses to such Shareholder Representative in connection with such Shareholder Representative's services and duties in connection with such Sale of the Corporation and its related service as the representative of the Shareholders; and

- (f) any other matter for which shareholders are being asked to vote upon, consent to, approve, waive, ratify or otherwise authorize, only to the extent that the Board has notified the Voting Trustee that such matter has been approved by holders of at least 50.1% of the Shares of the Issuer (either present and voting or represented by proxy at a meeting of shareholders or by way of resolutions in writing or consents, approvals and waivers in writing executed by such shareholders),

provided, however, that if with respect to the matter to be approved pursuant to paragraph (f) above, the Board has notified the Voting Trustee that such matter has not received the approval by holders of at least 50.1% of the Common shares of the Issuer (either present and voting or represented by proxy at a meeting of shareholders or by way of resolutions in writing or consents, approvals and waivers in writing executed by such shareholders), the Voting Trustee is irrevocably instructed and authorized by each Shareholder to exercise all Trustee Voting Rights against such matter.

5.7 Information about this crowdfunding offering

Minimum offering amount **There is no minimum. You may be the only purchaser.**

Maximum offering amount \$2,000,000.00 (8,000,000 Offered Securities)

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 crowdfunding distributions in any 12-month period. Notwithstanding, the Issuer may use other available prospectus exemptions to raise funds under the terms of this offering or otherwise, including in excess of the maximum offering amount specified. See **Item 7** for additional information.

Price per security \$0.25 per one (1) Class C Common share

5.8 **Minimum investment amount** \$250.00 (1,000 Offered Securities)

5.9 **Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to RIDE HOVR CORPORATION that are raised using other prospectus exemptions.**

Item 6: USE OF FUNDS

6.1 Information about funds *previously* raised by the Issuer

- (a) We have raised approximately \$2,037,405 since incorporation;
- (b) We raised the funds by issuing securities to investors;
- (c) We used section 2.3 (accredited investor) and 2.4 (private issuer) of National Instrument 45-106 *Prospectus Exemptions*, and part 5(1) of National Instrument 45-110 *Start-up Crowdfunding Registration and Prospectus Exemptions* to issue the securities; and

- (d) Funds have been used for operational expenses, including software development, research and development, and wages; business development, including sales and marketing; and for other general and administrative purposes.

6.2 The table below describes the Issuer's intended use of funds raised under *this* offering **Maximum offering amount of \$2,000,000 presented only; there is no minimum offering amount.**

Intended use of funds, listed in order of priority ⁽¹⁾	Max offer	
Rollout of services in British Columbia (\$250K total)	• Passenger Transportation Board application and 1 st year license	\$25,000
	• ICBC Transportation Network Services blanket insurance	\$80,000
	• Launch and marketing	\$98,000
	• Regulatory, audit, compliance and legal	\$25,000
	• Contingency and general and administrative (G&A)	\$22,000
Rollout of services in Alberta (\$250K total)	• TNC licenses for Calgary and Edmonton	\$17,500
	• Private fleet insurance deposit	\$60,000
	• Launch and marketing	\$116,000
	• Regulatory, audit, compliance and legal	\$28,000
	• Contingency and G&A	\$28,500
Rollout of services in Québec (\$250K total)	• MTQ provincial permit and city stamps for Montréal and Québec City	\$22,000
	• Private insurance underwriter deposit	\$70,000
	• Launch and marketing	\$85,000
	• Regulatory, audit, compliance and legal	\$28,000
	• French-language translation and localization	\$15,000
	• Contingency and G&A	\$30,000
Rollout of services in the Prairies (\$250K total)	• Winnipeg, Saskatoon and Regina licenses and applications	\$18,000
	• SGI and MPI commercial auto pool deposits for ~400 pilot vehicles	\$65,000
	• Launch and marketing	\$110,000
	• Regulatory, audit, compliance and legal	\$32,000
	• Contingency and G&A	\$25,000
Rollout of services in the Maritimes (\$250K total)	• Halifax Vehicle-for-Hire license and St. John's TNC permit	\$20,000
	• Launch and marketing	\$80,000
	• Regulatory, audit, compliance and legal	\$110,000
	• Contingency and G&A	\$10,000
	• Launch and marketing	\$30,000

Intended use of funds, listed in order of priority ⁽¹⁾	Max offer
Working capital, general operational expenses, and for G&A purposes	\$610,000
Trade fees (assuming the maximum rate of 7.0%, see Item 8)	\$140,000

- (1) As described in **Item 3: ISSUER'S BUSINESS**, the Issuer intends to drive across Canada promoting its services in each region described above. As part of that campaign, the Issuer will build support—investor, user and driver—to facilitate the successful rollout of its services in the particular region by reaching thresholds of \$250,000 raised, 1,000 driver downloads and 100,000 rider downloads, at which point it will use such funds in the manner described above for such region. Notwithstanding, the Issuer may use any funds raised for any of the uses described above, or for any other purpose as it deems in the best interest of the Issuer and its shareholders.

Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS

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

Legal name of issuer	Legal name of funding portal	Result of distribution ⁽¹⁾
RIDE HOVR CORPORATION	FRONTFUNDR FINANCIAL SERVICES INC.	Successfully closed \$89,368 on 2025-02-22
RIDE HOVR CORPORATION	FRONTFUNDR FINANCIAL SERVICES INC.	Successfully closed \$138,923 on 2024-12-18

- (1) Amount closed refers to amounts closed under crowdfunding distributions only and does not include any amounts closed under other available prospectus exemptions at or around the date of closing.

Item 8: COMPENSATION PAID TO FUNDING PORTAL

Compensation paid or payable to the funding portal

Upfront fees	\$8,310 for onboarding and drafting of certain offering materials
Trade fees	Upon closing, the greater of 7.0% of the purchase amount, \$25 if an individual subscriber or \$100 if a non-individual subscriber, subject to pre-approved “presidents list” purchasers eligible for a rate of 2.0%
Warrant fee	Upon closing, we shall grant the funding portal that number of warrants to purchase Class C Common shares as is equal to 5.0% of the total Offered Securities issued at closing, with each warrant exercisable at a price of \$0.25 any time before the date that is five (5) years after the date of closing
Closing fees	Up to \$3,000 for drafting and filing of certain closing materials (optional)

Item 9: RISK FACTORS

- 9.1 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 Form 45-110F2 *Risk Acknowledgement*, the Voting Trust Agreement and subscription 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, 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, 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.

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 or greater, 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.

We have arbitrarily set the price of the Offered Securities.

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

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

There is presently no public market for our 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 Voting Trust Agreement and our articles. Accordingly, the Offered Securities may not be resold or otherwise transferred, except in accordance with such laws.

see also [Item 11: RESALE RESTRICTIONS](#)

ISSUER RISK

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

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. Additionally, we expect that our operating expenses will increase in the future, including allocating substantial resources for sales, marketing, product development, 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 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 debt finance, the level of indebtedness could impair our ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise, as well, 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 research, development or commercialization programs, product launches 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, our continued operations will be in jeopardy and we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause a purchaser to lose all or a portion of their investment

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 our ability to cost-effectively attract and retain drivers.

Our growth depends in part on our ability to cost-effectively attract and retain qualified drivers who satisfy our screening criteria and procedures and to increase their utilization of our platform. Drivers are generally able to switch between our platform and competing platforms. If we do not continue to provide drivers with flexibility on our platform, compelling opportunities to increase earnings and other incentive programs, such as demand-based bonuses, that are comparable or superior to those of our competitors and other companies in the app-based work industry or other industries, or if drivers become dissatisfied with our programs and benefits or our requirements for drivers, including requirements regarding the vehicles they drive, we may fail to attract new drivers, retain current drivers or increase their utilization of our platform, or we may experience complaints, negative publicity, strikes or other work stoppages that could adversely affect our users and our business.

Our business is dependent on our ability to cost-effectively attract and retain riders.

Our success depends in part on our ability to cost-effectively attract new riders, retain existing riders and increase utilization of our platform by current riders. Riders have a wide variety of options for transportation, including personal vehicles, rental cars, taxis, public transit and other ridesharing and bike and scooter sharing offerings. Rider preferences may also change from time to time. To expand our rider base, we must appeal to new riders who have historically used other forms of transportation or other ridesharing platforms. We believe that our paid marketing initiatives will continue to be critical in promoting awareness of our offerings, which in turn drives new rider growth and rider utilization. However, our reputation, brand and ability to build trust with existing and new riders may be adversely affected by complaints and negative publicity about us, our offerings, our policies, including our pricing algorithms and pricing policies, the quality of our service, including timely pick-ups, drivers on our platform, or our competitors, even if factually incorrect or based on isolated incidents. Further, if existing and new riders do not perceive the transportation services provided by drivers on our platform to be reliable, safe and affordable, or if we fail to offer new and relevant offerings and features on our platform, we may not be able to attract or retain riders or to increase their utilization of our platform. As we continue to expand into new geographic areas, we will be relying in part on referrals from our existing riders to attract new riders, and therefore we must ensure that our existing riders remain satisfied with our offerings. In addition, we may experience seasonality in ridesharing during the winter months, which may harm our ability to attract and retain riders during such periods. If we fail to continue to grow our rider base, retain existing riders or increase the overall utilization of our platform by existing riders, we may not be able to provide drivers with an adequate level of ride requests, and our business, financial condition and results of operations could be adversely affected.

Our users may engage in illegal, improper or otherwise inappropriate while using our services.

Illegal, improper or otherwise inappropriate activities by users, including the activities of individuals who may have previously engaged with, but are not then receiving or providing services offered through, our platform or individuals who are intentionally impersonating users of our platform could adversely affect our brand, business, financial condition and results of operations. These activities may include criminal activity such as assault, theft, unauthorized use of credit and debit cards or bank accounts, as well as other misconduct such as sharing of rider or driver accounts. While we have implemented various measures intended to reduce the risk of these types of activities, these

measures may not adequately address, and are unlikely to prevent, all illegal, improper or otherwise inappropriate activity by these parties from occurring in connection with our offerings. Such conduct could continue to expose us to liability or adversely affect our brand or reputation. At the same time, if the measures we have taken to guard against these illegal, improper or otherwise inappropriate activities are too restrictive and inadvertently prevent qualified drivers and riders otherwise in good standing from using our offerings, or if we are unable to implement and communicate these measures fairly and transparently or are perceived to have failed to do so, the growth and retention of the number of qualified drivers and riders on our platform and their utilization of our platform could be negatively impacted. Further, any negative publicity related to the foregoing, whether such incident occurred on our platform or on any ridesharing platform, could adversely affect our reputation and brand or public perception of the ridesharing industry as a whole, which could negatively affect demand for platforms like ours, and potentially lead to increased regulatory or litigation exposure. Any of the foregoing risks could harm our business, financial condition and results of operations.

We are reliant on third-party background check providers to screen potential and existing drivers.

We rely on third-party background check providers to screen the records of potential and existing drivers to help identify those that are not qualified to utilize our platform pursuant to applicable laws and our internal standards. Our business has been and may continue to be adversely affected to the extent we cannot attract or retain qualified drivers as a result of such providers being unable to complete certain background checks, or being significantly delayed in completing certain background checks, because of data access restrictions, or to the extent that they do not meet their contractual obligations, our expectations or the requirements of applicable laws or regulations. If the background checks conducted by our third-party background check providers do not meet our expectations or the requirements under applicable laws and regulations, unqualified drivers may be permitted to provide rides on our platform, and as a result, our reputation and brand could be adversely affected and we could be subject to increased regulatory or litigation exposure. We are also subject to a number of laws and regulations applicable to background checks for potential and existing drivers on our platform. If we or drivers on our platform fail to comply with applicable laws, rules and legislation, our reputation, business, financial condition and results of operations could be adversely affected.

We rely on a limited number of third-party insurance service providers for our auto-related claims.

We rely on a limited number of third-party insurance service providers to service our auto-related claims. If any of our third-party insurance service providers fails to service claims to our expectations, discontinues or increases the cost of coverage or changes the terms of such coverage in a manner not favorable to drivers or to us, we cannot guarantee that we would be able to secure replacement coverage or services on reasonable terms in an acceptable time frame or at all. If we cannot find alternate third-party insurance service providers on terms acceptable to us, we may incur additional expenses related to servicing such auto-related claims using internal resources.

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 in existing markets and will be critical to our success as we enter new markets. Maintaining, promoting, and positioning our brand will depend on, among other factors, the reliability and usability of our product,

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 buyers, including adverse publicity or a governmental investigation or litigation, 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. Also, 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. The availability of information on social media platforms is virtually immediate as is its impact. Information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business. The harm may be immediate and may disseminate rapidly and broadly, without affording us an opportunity for redress or correction. Without a favorable perception of the brand and products, our sales and profits could be impacted.

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

The rideshare and transportation market is intensely competitive and characterized by rapid changes in technology, shifting levels of supply and demand and frequent introductions of new services and offerings. Our main ridesharing competitor in the United States and Canada is Uber and Lyft, though we also compete with other transportation network companies and taxicab and livery companies. There are also a number of companies developing autonomous vehicle technology and offerings that may compete with us in the future. Most of our competitors and potential competitors have greater financial, technical, marketing, research and development, manufacturing and other resources, greater name recognition, longer operating histories or a larger user base than we do. They may be able to devote greater resources to the development, promotion and sale of offerings and offer lower prices than we do, which could adversely affect our results of operations. Further, they may have greater resources to deploy towards the research, development and commercialization of new technologies or they may have other financial, technical or resource advantages. These factors may allow our competitors or potential competitors to derive greater gross bookings, revenue and profits from their existing user bases, attract and retain qualified drivers and riders at lower costs, offer more attractive pricing on their platforms or respond more quickly to new and emerging technologies, revenue opportunities and trends. If we are unable to anticipate or successfully react to competitive challenges in a timely manner, our competitive position could weaken, or fail to improve, and we could experience fluctuations or a decline in market share, a decline in gross bookings, revenue or growth stagnation that could adversely affect our business, financial condition and results of operations.

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.

To succeed in our industry, we must continually improve, refresh and expand our product and service offerings to include newer features, functionality or solutions, and keep pace with changes in the industry. Shortened product life cycles due to changing customer demands and competitive pressures may impact the pace at which we must introduce new products or implement new functions or solutions. In addition, bringing new products or solutions to the market entails a costly and lengthy process, and requires us to accurately anticipate changing customer needs and trends.

We must continue to respond to changing market demands and trends or our business operations may be adversely affected. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services, we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved, and price and profitability targets may not prove feasible. 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 can not 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. In the event that such a conflict of interest arises at a meeting of our directors, a director who has such a conflict will abstain from voting for or against any resolution involving any such conflict. In accordance with the Act, specified persons are required to act honestly, in good faith, and in the best interests of the Issuer. In determining whether or not we will participate in an undertaking at any given time, the directors will primarily consider the upside potential for the undertaking to be accretive to our shareholders, the degree of risk to which the business may be exposed, and our financial position at that time.

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, the ability to maintain sufficient profit margins and to recruit and train additional qualified personnel, both with respect to sales and product development, the ability to expand our product offering and the ability to identify and successfully integrate acquisitions of other companies or products. 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 vehicle development, loss of customers and sales and diversion of management resources, which could adversely affect operating results. Any consultants and advisors may be employed by third parties and may have commitments under consulting or advisory contracts with third parties that may limit their availability to us, which could further delay or disrupt our product development and growth plans.

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 company and our 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, the purchaser must depend.

INDUSTRY RISK

Challenges to contractor classification of drivers that use our platform may have adverse business, financial, tax, legal and other consequences to our business.

We may be subject to claims, lawsuits, and other actions or legal and regulatory proceedings at the federal, provincial/state and municipal levels challenging the classification of drivers on our platform as independent contractors. We continue to maintain that drivers on our platform are independent contractors and intend to continue to defend ourselves vigorously in such matters, as applicable. The tests governing whether a driver is an employee or an independent contractor vary by governing law and are typically highly fact sensitive. Laws and regulations that govern the status and misclassification of independent contractors are subject to changes and divergent interpretations by various authorities which can create uncertainty and unpredictability for us.

If there is a determination in, resolution of, or settlement of, any legal proceeding (whether we are party or not) related to driver classification matters in opposition to our viewpoint (an “**Event**”), it may require us to significantly alter our existing business model and/or operations (including suspending or ceasing operations in impacted jurisdictions), increase our costs and impact our ability to add qualified drivers to our platform and grow our business, which could have an adverse effect on our business, financial condition and results of operations and our ability to achieve or maintain profitability in the future, including immediately as a result of the Event, such as monetary exposure arising from or relating to alleged failure to withhold and remit taxes, unpaid wages and wage and hour laws and requirements and claims for employee benefits, social security, workers’ compensation and unemployment.

Changes in federal, provincial/state or local laws and regulation could adversely impact our business.

The Issuer is subject to legislation and regulation at the federal, provincial/state and local levels. 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. New laws and regulations may impose new and significant disclosure obligations and other operational, marketing and compliance-related obligations and requirements, which may lead to additional costs, risks of noncompliance, and diversion of our management's time and attention from strategic initiatives. Additionally, legislators or regulators may change current laws or regulations which could adversely impact our business.

The ridesharing market is still in relatively early stages of growth and development.

Prior to COVID-19, the ridesharing market grew rapidly, but it is still relatively new, and it is uncertain to what extent market acceptance will continue to grow, if at all. Our success will depend to a substantial extent on the willingness of people to widely adopt ridesharing and our other offerings across a variety of use cases. We cannot be certain whether the behavioral and social impacts of the COVID-19 pandemic will continue to negatively impact the willingness of drivers or riders to participate in ridesharing or otherwise limit market growth. If the public does not perceive ridesharing as beneficial or chooses not to adopt them as a result of concerns regarding public health or safety, affordability or for other reasons, whether as a result of incidents on our platform or on our competitors' platforms, health concerns, or otherwise, then the market for our offerings may not further develop, may develop more slowly than we expect or may not achieve the growth potential we expect. Any of the foregoing risks and challenges could adversely affect our business, financial condition and results of operations.

Our business could be negatively impacted by cyber security threats, attacks and other disruptions.

We are reliant on platform and application and our ability to operate and maintain our systems without outages or service disruptions. We may face advanced and persistent attacks on our information infrastructure where we manage and store various proprietary information and sensitive/confidential data relating to our operations. These attacks may include sophisticated malware (viruses, worms, and other malicious software programs), phishing emails that attack our products or otherwise exploit any security vulnerabilities, or other deliberate penetration methods. A disruption, infiltration or failure of our information infrastructure systems or any of our data centers as a result of software or hardware malfunctions, computer viruses, cyber-attacks, employee theft or misuse, power disruptions, natural disasters or accidents could cause breaches of data security, loss of critical data and performance delays, which in turn could adversely affect our business, reputation, and financial condition.

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.

Global crises and geopolitical events can have a significant effect on our business operations and revenue projections.

A significant outbreak of contagious diseases, such as COVID-19, in the human population could result in a widespread health crisis. Additionally, geopolitical events, such as wars or conflicts, could result in global disruptions to supplies, political uncertainty and displacement, such as the ongoing conflicts between various countries and region. Each of these crises could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could

reduce the demand for our products and services and impair our business prospects, including as a result of being unable to raise additional capital on acceptable terms, if at all.

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 1, Item 3, Item 4, Item 5, Item 6, Item 8, Item 9, Item 10, Item 11, Item 12** 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.

9.2 **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 Upon a distribution of securities pursuant to certain prospectus exemptions, such as a closing under this crowdfunding offering, within 10 days thereof we shall be obligated to file Form 45-106F1 *Report of Exempt Distribution*, accessible at www.sedarplus.com.

- 10.2 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 production and filing of audited financial statements and other financial 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 unanimously waived by our shareholders in accordance with the Act.
- 10.3 Information about the Voting Trust Agreement as of the date of this offering document:
- (a) There are 303 shareholders party to the Voting Trust Agreement;
 - (b) The above shareholders hold 2.1% of the voting securities of the Issuer;
 - (c) The Voting Trustee is Harrison Amit;
 - (d) The Voting Trustee has not been granted any additional powers; and
 - (e) The Voting Trust Agreement shall automatically terminate upon the earlier of (i) 21 years from the declaration date, unless extended by law; (ii) upon the dissolution, liquidation or winding-up of the Issuer; (iii) an IPO or similar by the Issuer; or (iv) with 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

Rights of Action in the Event of a Misrepresentation

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

- (a) to cancel your agreement with 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.

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 (2nd) business day after you enter into the agreement. If there is an amendment to this offering document, you can cancel your investment to purchase these securities and receive a full refund by sending a

notice to the funding portal no later than midnight on the second business day after the funding portal provides you with notice of the amendment.

Item 13: DATE AND CERTIFICATE

This offering document does not contain a misrepresentation.

Dated this 14th day of July 2025.



Harrison Rene Amit

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.