

VANCOUVER BC REALTY.COM LTD. (VBCR)
Start-Up Crowdfunding – Offering Document

Item 1: RISKS OF INVESTING

“No securities regulatory authority or regulator has assessed reviewed or approved the merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This is a risky investment.”

Item 2: THE ISSUER

2.1 Provide the following information for the issuer:

(a) Full legal name as it appears in the issuer’s organizing documents,

VANCOUVER BC REALTY.COM LTD. (VBCR)

(b) Head office address,

2700- 700 Georgia St., Vancouver BC V7Y 1B8

(c) Telephone,

604-671-7000

(d) Fax, and

604-643-2666

(e) Website URL.

<https://bccondos.net/>

2.2 Provide the following information for a contact person of the issuer who is able to answer questions from purchasers and security regulatory authority or regulator:

(a) Full legal name (first name, middle name and last name),

Les Twarog

(b) Position held with the issuer,

CEO

(c) Business address,

2700 – 700 Georgia St., Vancouver BC V7Y 1B8

(d) Business telephone,

604-671-7000

(e) Fax, and

604-643-2666

(f) Business e-mail.

les@6717000.com

Item 3: BUSINESS OVERVIEW

3.1 Briefly explain, in a few lines, the issuer's business and why the issuer is raising funds.

Vancouver BC Realty.Com Ltd. (VBCR), dba Realty Mega Data (RMD), is a privately owned Information Technology firm in Vancouver that has developed an innovative lead generation platform to provide viable and timely real estate leads to realtors. The firm specializes in collecting, digitizing, distributing and monetizing vital data for the real estate industry that is readily available from a single online platform—a one-stop shop for up-to-date real estate data.

RMD was born on a 10-year foundation of great success and revenues averaging \$750,000 to \$1,000,000 per year in gross revenues in the last 5 years.

RMD is now expanding and increasing the lead generating services by adding detached houses into the mix. Once fully launched, the new website will be called "bccondosandhomes.com" (expected launch date will be sometime in the first quarter 2020).

RMD aggregates Real Estate Data from over 15 data sources and then formats it for easy access and use by the end user.

RMD has data [PIDs] for over 1.5 million properties in BC. This is broken down to approximately 900,000 houses (parcel data) and 600,000 individual condo strata units.

RMD Lead Generation System [Online Platform] is doing great at the moment by getting 7,000 – 10,000 unique visitors per day and 200-300 internet sign-ups per day with verified names, addresses and phone numbers. The conversion rate averages around 5 to 10%, which is triple compared to other platforms.

RMD plan is to grow the Lead Generation System 10 times larger than it currently is through a strategic development and proprietary marketing plan.

RMD and BC Condos Marketing Inc. sales department is taking advantage of the Surplus Leads that have been generated (10,000+ since the November 2019 launch). RMD will have an on-going hiring campaign to hire realtors to address of these surplus leads as need be.

As RMD grows, the company will constantly continue to develop other Online Platforms and buy out or merge with other like minded companies in order to stay ahead of the competition.

RMD Plans to add five more Revenue Streams in 2020.

RMD intends to grow across Canada in 2021 and 2022 starting with Alberta and then to the Greater Toronto Area [GTA].

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

Item 4: MANAGEMENT

- 4.1 Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
Les Twarog Vancouver, BC CEO	Businessman	12,100,000 Class A Common Shares	12,100,000 @ \$0.25 on January 1st, 2019	40%

Expertise, education, and experience that is relevant to the issuer's business

Les Twarog is a top performing residential realtor with over 32 years of experience in the dynamic Vancouver market. Specializing in luxury West Side and downtown real estate, Les has been consistently ranked among the highest 1-3% of Vancouver's 14,000 realtors and has been in the top 100 realtors of RE/MAX of Western Canada numerous times. When it comes to Vancouver real estate, few people are more experienced or have more intimate knowledge of the marketplace than Les Twarog.

Supported by an unsurpassed team of results-driven professionals, Les has a proven track record in high-end homes and condos, and in particular, elegant Shaughnessy properties—widely considered to be Vancouver's most prestigious neighbourhood. In the last 10 years, Les started www.bccondos.net and has accumulated over 12,500 building web sites. This was the start of his Lead Generation Platform Business.

- 4.2 State whether each person listed in item 4.1 or the issuer, as the case may be:

(a) has ever, pled guilty to or been found guilty of:

- (i) a summary conviction or indictable offence under the *Criminal Code* (R.S.C., 1985, c. C-46) of Canada **NO**
- (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction **NO**
- (iii) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein **NO**
- (iv) an offence under the criminal legislation of any other foreign jurisdiction **NO**
- (b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance or banking activity **NO**
- (c) is or has been the subject of a bankruptcy or insolvency proceeding **NO**
- (d) is a director or executive officer of an issuer that is or has been subject to a proceeding described in paragraphs (a), (b) or (c) above. **NO**

Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
Sonja Pedersen Vancouver, BC Director	Businesswoman	12,100,000 Class A Common Shares	12,100,000 @ \$0.25 on January 1st, 2019	40%

Expertise, education, and experience that is relevant to the issuer's business

Sonja Pedersen – Les's Business partner is an accomplished Vancouver realtor with a stellar reputation for delivering on client needs. She specializes in the West Side and the Shaughnessy area-with its higher-than-average proportion of heritage homes and tranquil setting. Born and raised in the West Side, Sonja brings a wealth of real estate knowledge to bear in helping buyers and sellers find their ideal home.

Sonja began her successful real estate career in 1995 with one of her first projects being "The 501", an upscale residential tower near False Creek. In 1998 she met Les Twarog, her husband-to-be, and they formed a strong partnership that has led to remarkable success in the Vancouver real estate market. In 1999, they created the Les Twarog and Sonja Pedersen website (www.sonjapedersen.com) and were the first realtors to pioneer an online portal featuring downtown Vancouver condominiums. This was the Pre-Google Map era. By 2005 they had seven online maps and are currently the dominant players in the downtown Vancouver condo market, even today after Google maps.

4.2 State whether each person listed in item 4.1 or the issuer, as the case may be:

- (e) has ever, pled guilty to or been found guilty of:
- (v) a summary conviction or indictable offence under the *Criminal Code* (R.S.C., 1985, c. C-46) of Canada **NO**
 - (vi) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction **NO**
 - (vii) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein **NO**
 - (viii) an offence under the criminal legislation of any other foreign jurisdiction **NO**
- (f) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance or banking activity **NO**
- (g) is or has been the subject of a bankruptcy or insolvency proceeding **NO**
- (h) is a director or executive officer of an issuer that is or has been subject to a proceeding described in paragraphs (a), (b) or (c) above. **NO**

Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
James Dean Waryk Vancouver, BC Consultant	Businessman	1,000,000 Class A Common Shares	1,000,000 @ \$0.25 on January 1st, 2019	3%

Expertise, education, and experience that is relevant to the issuer's business

James Dean Waryk has operated his own companies for the past 40 years. James has been a Senior Business Consultant to over 30 Clients in the last 10 years and has helped his Clients raise millions of dollars over this period. James has extensive experience in Administration, Sales and Training.

4.2 State whether each person listed in item 4.1 or the issuer, as the case may be:

- (i) has ever, pled guilty to or been found guilty of:

- (ix) a summary conviction or indictable offence under the *Criminal Code* (R.S.C., 1985, c. C-46) of Canada **NO**
- (x) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction **NO**
- (xi) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein **NO**
- (xii) an offence under the criminal legislation of any other foreign jurisdiction **NO**
- (j) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance or banking activity **NO**
- (k) is or has been the subject of a bankruptcy or insolvency proceeding **NO**
- (l) is a director or executive officer of an issuer that is or has been subject to a proceeding described in paragraphs (a), (b) or (c) above. **NO**

Item 5: START-UP CROWDFUNDING DISTRIBUTION

- 5.1 Provide the name of the funding portal the issuer is using to conduct its start-up crowdfunding distribution.

Vested Technology Corp. (Vested.ca) ("Vested")

- 5.2 List the name of all the participating jurisdictions (Canadian province or territory) where the issuer intends to raise funds and make this offering document available.

BC, AB, SK, MB, QC, NS, NB

- 5.3 Provide the following information with respect to the start-up crowdfunding distribution:

- (a) the date before which the issuer must have raised the minimum offering amount for the closing of the distribution (no later than 90 days after the date this offering document is made available on the funding portal), and

90 days after the date of this offering document

- (b) the date(s) and description of any amendment(s) made to this offering document, if any.

N/A

- 5.4 Indicate the type of eligible securities offered.

Special Warrants (the “Special Warrants”)
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5.5 The eligible securities offered provide the following rights (choose all that apply):

☒ Voting rights.

The Special Warrants do not carry the right to vote. However, each common share issuable upon conversion of the Special Warrants entitles the holder to notice of, and to attend and vote at, each meeting of shareholders on the basis of one vote for each common share held.

☒ Dividends.

Holders of Special Warrants are not entitled to receive dividends. Dividends may be paid on common shares from available net income if and when declared by the directors of the Issuer.
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☒ Rights on dissolution.

Holders of Special Warrants are not entitled to participate in the allocation and distribution of assets upon the dissolution or liquidation of the Issuer. All common shares entitle the holders to participate rateably in the allocation and distribution of assets upon the dissolution or liquidation of the Issuer.

☒ Conversion rights (describe what each security is convertible into)

The Special Warrants automatically convert into common shares of the Issuer on a one to one basis (i) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the common shares upon conversion of the special warrants or (ii) on that date that is 18 months from the date of issuance of the Special Warrants.
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☐ Other.

N/A

5.6 Provide a brief summary of any other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

N/A

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of eligible securities issuable

Minimum offering amount	\$5,000	20,000
Maximum offering amount	\$250,000	1,000,000
Price per eligible security	\$0.25	

5.8 Indicate the minimum investment amount per purchaser, if any.

\$1000

5.9

“The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to VANCOUVER BC REALTY.COM LTD. (VBCR) that are raised by concurrent distributions using other prospectus exemptions without having to amend this offering document.”

Item 6: ISSUER’S BUSINESS

6.1 Describe the issuer’s business. Provide details about the issuer’s industry and operations.

Data products, services, and solutions that are positioned to make a significant impact across the national real estate markets. RMD (Realty Mega Data) offers the opportunity to participate in the data revolution in the real estate industry.

There are over 250 third-party resellers in BC of MLS Data that have a “RETS” feed. We are one of them. All the other third-party resellers are just regurgitating the same MLS Data. We are not like the others. Our data is unique and not available anywhere else.

RMD Uniqueness – Most Building Pages (on BC Condos) either show up as a number one or a number two result on any Google Search for an address or building name. As an example, Try Googling “938 Nelson” you will land at <https://bccondos.net/938-nelson-st> . Check out some samples of our unique proprietary data; building floor plans, building floor plates, strata plans, strata minutes, property and strata managers contact info (including Emails & Concierge info), building age and the number of levels, number of suites, surrounding building listings with building names, building rentals, area rentals from Craigslist and PadMapper, building type MLS searches options like lofts, leasehold, live work buildings, Airbnb friendly buildings, etc. These is just a small sample of what is available for each building.

In this regard, the main goals of the Issuer are:

- Upgrade our current six websites to bring them up to 2020 standards (mobile friendly) through responsive design, AI and automation, including front-end and back-ends. Data will be secured by blockchain technology that will be hosted on the Amazon Web Services [AWS].
- Optimizing Data download speeds using elastic search technology.
- Utilize and upload our 1.5 million real estate records to Google so they show up organically at the top of the first page of a Google Search result.

- As a third-party reseller of MLS Data in BC, we will take the 33,000 current MLS listings and create/convert to 33,000 – 30 second videos and upload them to YouTube. (YouTube is the world's second largest search engine next to Google).
- Create 350 Community Pages in BC displaying MLS boundaries, school catchments, restaurants, gas stations, cafes, etc. On each Community Page we will have MLS listings, MLS sales, Virtual Office Website Sales data [VOW] using our propriety Fisherly sold data platform – www.fisherly.com/bccondos as well as posting rentals via our web site www.rentcan.ca
- We have 12,500 buildings online. There are 20,000 in BC. We will acquire the remaining 7,500 buildings in the next 12 months and upload them to Google.
- We currently have 850 buildings on line www.vancouverfloorplans.com that have floor plans for every unit in those buildings. We have an additional 2,500 buildings that need to be digitized. This process will take 2 years.

6.2 Describe the legal structure of the issuer and indicate the jurisdiction where the issuer is incorporated or organized.

The Issuer is a company incorporated pursuant to the *Business Corporations Act* (British Columbia).

6.3 Indicate where the issuer's articles of incorporation, limited partnership agreement, shareholder agreement or similar document are available to purchasers.

The Issuer's certificate of incorporation, notice of articles and articles can be viewed at the Head Office of the Issuer.

6.4 Indicate which statement(s) best describe the issuer's operations (select all that apply):

Has never conducted operations,

☐ Is in the development stage,

X Is currently conducting operations,

☐ Has shown profit in the last financial year.

6.5 Indicate whether the issuer has financial statements available.

No

Information for purchasers: If you receive financial statements from an issuer conducting a start-up crowdfunding distribution, you should know that those financial statements have not been provided to or reviewed by a securities regulatory authority or regulator. They are not part of this offering document. You should ask the issuer which accounting standards were used to prepare the financial statements and whether the financial statements have been audited. You should also consider seeking

advice of an accountant or an independent financial adviser about the information in the financial statements.

- 6.6 Describe the number and type of securities of the issuer outstanding as at the date of the offering document. If there are securities outstanding other than the eligible securities being offered, please describe those securities.

Total securities outstanding as at the date of the offering is 30,000,000 common shares.

Item 7: USE OF FUNDS

- 7.1 Provide information on all funds previously raised and how they were used by the issuer.

The Issuer has invested \$6,200,000 of working capital in the last 10 years.

- 7.2 Using the following table, provide a detailed breakdown of how the issuer will use the funds from this start-up crowdfunding distribution. If any of the funds will be paid directly or indirectly to a promoter, director, officer or control person of the issuer, disclose in a note to the table the name of the person, the relationship to the issuer and the amount. If more than 10% of the available funds will be used by the issuer to pay debt and the issuer incurred the debt within the two preceding financial years, describe why the debt was incurred.

Description of intended use of funds listed in order or priority	Total amount (\$)	
	Assuming minimum offering amount	Assuming maximum offering amount
General Working Capital	\$4,600	\$230,250
Fees (see section 9.1)	\$400	\$19,750
TOTAL	\$5,000	\$250,000

Item 8: PREVIOUS START-UP CROWDFUNDING DISTRIBUTIONS

- 8.1 For each start-up crowdfunding distribution in which the issuer and each promoter, director, officer and control person of the issuer have been involved in any of the participating jurisdictions in the past five years, provide the information below:

- (a) the full legal name of the issuer that made the distribution,

N/A

- (b) the name of the funding portal, and

N/A

- (c) whether the distribution successfully closed, was withdrawn by the issuer or did not close because the minimum offering amount was not reached and the date on which any of these occurred.

N/A

Item 9: COMPENSATION PAID TO FUNDING PORTAL

- 9.1 Describe the commission, fee and any other amounts expected to be paid by the issuer to the funding portal for this start-up crowdfunding distribution.

1. **Compensation:**

1.1 The Issuer has agreed to pay to Vested the following fees:

- (a) **Portal Fee:** A portal fee (the “**Portal Fee**”) in an amount equal to 5% of the aggregate amount of actual gross proceeds raised in the crowdfunding distribution described in this offering document (the “**Offering Proceeds**”); payable upon each date funds are released to Issuer;
- (b) **Payment Processing Fees:** Payment processing fees (the “**Processing Fees**”) in an amount equal to the aggregate of 2.9% of Offering Proceeds and a further \$0.30 per investor subscription plus \$200 for filing the 45-106F1 report with the applicable securities regulatory authorities; and
- (c) **Compensation Special Warrants:** 200,000 compensation special warrants, (collectively, the “**Fees**”).

Item 10: RISK FACTORS

- 10.1 Describe in order of importance, starting with the most important, the main risks of investing in the issuer’s business for the purchasers.

Investment in the Special Warrants is highly speculative given the proposed nature of the Issuer’s business and its present stage of development. The risk factors associated with the Issuer and the offering hereunder include but are not limited to the following:

- (a) The Issuer was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and will not generate earnings or pay dividends in the near future.
- (b) Investment in the Special Warrants is highly speculative given the proposed nature of the Issuer’s business and its present stage of development.

(c) The directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer and may be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

(d) There can be no assurance that the Issuer will be successful in filing a prospectus, in which case the Special Warrants will have no or minimal economic value. The Special Warrants are subject to an indefinite hold period and the investor may have no ability to sell its Special Warrants.

(e) If the Special Warrants are converted to common shares, there can be no assurance that an active and liquid market for the Issuer's common shares will develop and an investor may find it difficult to resell its common shares.

(f) The Issuer has only limited funds with which to identify and evaluate potential acquisitions and there can be no assurance that the Issuer will be able to identify a suitable acquisition.

(g) Even if a proposed transaction is identified, there can be no assurance that the Issuer will be able to successfully complete the transaction.

(h) Any transaction may be financed in all or part by the issuance of additional securities by the Issuer and this may result in dilution to the investor, which dilution may be significant and which may also result in a change of control of the Issuer.

As a result of these factors, an investment in the Special Warrants is only suitable for those investors who are willing to rely solely on management of the Issuer and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Special Warrants.

Item 11: REPORTING OBLIGATIONS

- 11.1 Describe the nature and frequency of any disclosure of information the issuer intends to provide to purchasers after the closing of the distribution and explain how purchasers can access this information.

The Issuer does not anticipate providing purchasers with any additional disclosure, except as may be required under applicable laws.

Item 12: RESALE RESTRICTIONS

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

Item 13: PURCHASERS' RIGHTS

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

You can cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal within 48 hours of your subscription. If there is an amendment to this offering document, you can cancel your agreement to purchase these securities by sending a notice to the funding portal within 48 hours of receiving notice of the amendment.


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

Item 14: DATE AND CERTIFICATE

- 14.2 Provide the signature, date of the signature, name and position of the authorized individual certifying this offering document.

On behalf of the issuer, I certify that the statements made in this offering document are true.

Dated: January 26, 2020

DocuSigned by:

5A9811FE6EAA471...
Les Twarog, CEO

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