

Form 1
Amended and Restated – November 21st, 2018
Start-Up Crowdfunding – Offering Document

Item 1: RISKS OF INVESTING

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

Item 2: THE ISSUER

2.1 Information for the Issuer:

- | | |
|--------------------------|---|
| (a) Full legal name: | Vermillion Growers Ltd. |
| (b) Head office address: | 21-2nd Avenue NW, Dauphin, Manitoba R7N 1H1 |
| (c) Telephone: | (204) 392-4081 |
| (d) Fax: | N/A |
| (e) Website URL: | https://www.vermilliongrowers.com/ |

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

- | | |
|-------------------------|--|
| (a) Full legal name: | Maria Deschauer |
| (b) Position held: | Director & President |
| (c) Business address: | 21-2nd Avenue NW, Dauphin, Manitoba R7N 1H1 |
| (f) Business telephone: | (204) 392-4081 |
| (d) Fax: | N/A |
| (e) Business e-mail: | maria@vermilliongrowers.com |

Item 3: BUSINESS OVERVIEW

- 3.1 Vermillion Growers (the “Issuer”) wants to promote growth, stability and ongoing progression to the greenhouse industry. The Issuer strives to grow produce 12 months of the year. The Issuer’s tomatoes will be grown in a state-of-the-art glass energy-efficient greenhouse facility. Each tomato will be produced with high quality standards, traceability and promote a locally-grown, fresh and flavourful product.

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	Expertise, education, and experience that is relevant to the Issuer's business	Number and type of securities of the Issuer owned	Date securities were acquired and price paid for the securities	Percentage of the Issuer's securities held as of the date of this offering document
Maria Deschauer; Ritchot, Manitoba; Director and President	Property development and management	Property development and management for over 20 years, most recently as the President of Wilisco Properties.	900 Class B Common Shares Wilisco Properties, of which Maria has 33.3% ownership, will hold 10,000 Class C Preferred Shares	Nov 1, 2015 for \$9.00 in aggregate (9 Class B Common Shares exchanged for 900 Class B Common Shares on September 7, 2017) The Class C shares will be acquired upon the transfer of title of the 180 acre property, which is to be developed property for the Issuer, from Vermillion Farm Holdings Ltd. to Vermillion Growers Ltd (the Issuer), which is set to occur before 2019.	9% Common Shares

				The Letter of Intent is available for review on the FrontFundr platform.	
Mark Kohan; Dauphin, Manitoba; Director and CFO	Project management	Mark's education in Business Administration gave him the knowledge to work with groups of investors, in developing subdivisions of land, condos and commercial properties within the community.	900 Class C Common Shares	On November 1, 2015 9 Class C Common Shares were acquired for \$9.00 in the aggregate (9 Class C Common Shares exchanged for 900 Class C Common Shares on September 7, 2017)	9% Common Shares
John Deschauer (through J.P. Deschauer Holdings Ltd.)	Control person	[n/a]	8,200 Class A Common Shares	On November 1, 2015 82 Class A Common Shares were acquired for \$82.00 in the aggregate (82 Class A Common Shares exchanged for 8200 Class A Common Shares on September 7, 2017)	82% of Common Shares

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

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

- (i) a summary conviction or indictable offence under the *Criminal Code* (R.S.C., 1985, c. C-46) of Canada,
- (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
- (iii) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein, or
- (iv) an offence under the criminal legislation of any other foreign jurisdiction,
- (b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance or banking activity,
- (c) is or has been the subject of a bankruptcy or insolvency proceeding,
- (d) is a director or executive officer of an Issuer that is or has been subject to a proceeding described in paragraphs (a), (b) or (c) above.

Item 5: START-UP CROWDFUNDING DISTRIBUTION

- 5.1 The Issuer is using Silver Maple Ventures Inc., doing business as FrontFundr (“FrontFundr”), to conduct this Start-Up Crowdfunding distribution.
- 5.2 The Issuer intends to raise funds in British Columbia, Saskatchewan, Manitoba, Nova Scotia, New Brunswick and any other participating jurisdiction to the Start-Up Crowdfunding Order, and make this offering document available in British Columbia, Saskatchewan, Manitoba, Nova Scotia, New Brunswick and any other participating jurisdiction to the Start-Up Crowdfunding Order.
- 5.3 With respect to the start-up crowdfunding distribution, the date before which the Issuer must have raised the minimum offering amount for the closing of the distribution, is no later than 90 days after the date this offering document is made available on the funding portal.
- 5.4 The eligible securities offered are Class D Preference Shares.
- 5.5 The eligible securities offered provide the following rights (for a comprehensive list of rights and restrictions please see *Articles regarding Class D Preference Shares*, available on the FrontFundr campaign page or by request):
 - Dividend rights:
 - Entitled to receive on an annual basis cumulative dividends at a rate per annum equal to 8% of the aggregate of the Class D Preference Share Redemption Prices (as hereinafter defined) of the then outstanding Class D preference shares, divided rateably amongst the holders thereof. No dividends shall at any time be declared or paid on any other class of shares of the Issuer (other than, for greater certainty, the

semi-annual cumulative dividends payable on the Class C preference shares of the Issuer) unless all dividends up to and including the most recent annual dividend accruing on the Class D preference shares then issued and outstanding has been declared and paid at the date of such declaration or payment. The holders of the Class D preference shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

- Voting rights:
 - The holders of the Class D Preference Shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting, except as specifically provided otherwise in *The Corporations Act* (Manitoba) (the “Act”).
- Rights on dissolution:
 - In the event of the liquidation, dissolution or winding up of the Issuer or other distribution of assets of the Issuer among its shareholders for the purpose of winding up its affairs, and after payment to the holders of any Class A preference shares, Class B preference shares and Class C preference shares of the amounts to which they are entitled as herein provided, the holders of Class D preference shares shall be entitled to receive, from the assets and the property of the Issuer, for each such Class D preference share held by them, an amount equivalent to the Class D Preference Share Redemption Price (as hereinafter defined) together with all dividends accruing on such Class D preference share (whether or not declared), calculated to the date of distribution, before any amount shall be paid or any assets or property of the Issuer shall be distributed to the holders of any Class E preference shares, Class F preference shares or any common shares.
- Redemption rights:
 - Subject to the requirements of the Act, the Issuer shall be required to redeem each Class D preference share on the 10th anniversary of the issuance of such Class D preference share (to the extent such Class D preference shares remain issued and outstanding on that date), and shall pay the holders thereof, for each Class D preference share to be redeemed, an amount per Class D preference share equal to the Class D Preference Share Redemption Price, together with all dividends accruing on such Class D preference share (whether or not declared) calculated to the date of redemption. If any holder has not surrendered the certificate (if any) for a Class D preference share to be redeemed pursuant to this clause (f), the Issuer may pay the Class D Preference Share Redemption Price and all dividends declared and remaining unpaid on such Class D preference share to an account in any chartered bank in Canada (of which notice shall be given to such holder) to be paid without interest to or to the order of the holder of such Class D preference share called for redemption upon presentation and surrender to such bank of the certificate representing the same, and upon such deposit being made or upon the date specified by the Board for redemption, whichever is the later, the Class D

preference shares in respect whereof payment shall have been made shall be redeemed and the rights of the holders thereof shall thereafter be limited to receiving without interest their proportionate part of the amounts so deposited against presentation and surrender of the said certificates held by them respectively.

- Subject to the requirements of the Act, following the third anniversary of the issuance of Class D preference shares to a particular holder, the Issuer shall, at the request of the holder of such Class D preference shares (and upon being given notice as hereinafter contained), redeem at any time the whole or from time to time any part of the Class D preference shares of such holder on payment subject to the provisions of s.34(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to such amended, re-enacted or replaced provisions), for each Class D preference share to be redeemed, of an amount equivalent to the Class D Preference Share Redemption Price together with all dividends accruing on such Class D preference share (whether or not declared) calculated to the date of redemption.

5.6 The eligible securities being offering provide no other material conditions. For a full description of rights, please review *Articles regarding Class D Preference Shares*, available on the FrontFundr campaign page or by request.

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of eligible securities issuable
Minimum offering amount	\$0.00	0
Maximum offering amount	\$500,000.00 ¹	10,000
Price per eligible security	\$50.00	

¹ The issuer will continue to raise capital concurrently to this Offering using other available prospectus exemptions. While it is limited to raising \$250,000, twice per calendar year, using this Start-up Crowdfunding Offering, it may raise more than \$500,000 in the calendar year via such other available prospectus exemptions.

5.8 The minimum investment size per investor is \$250.

5.9 NOTE: The Minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to Vermillion Growers that are raised by concurrent distributions using other prospectus exemptions without having to amend this offering document.

Item 6: ISSUER'S BUSINESS

- 6.1 Vermillion Growers wants to promote growth, stability and ongoing progression to the greenhouse industry. The Issuer will strive to grow produce 12 months of the year. Tomatoes will be grown in a state-of-the-art glass energy-efficient greenhouse facility. Each tomato will be produced with high quality standards, traceability and promote a locally-grown, fresh and flavourful product.

Vermillion Growers broke ground on its facility on June 19th, 2018, and commencement for the building for Phase 1 began at that time. The Issuer anticipates Phase 1, which is 5 acres, to be fully functional by late 2019. Future plans include an expansion to 15 acres at the end of year 3 with a final expansion to 30 acres by year 5.

Phase 1 involves the construction and operation of a 5-acre glass greenhouse, which Vermillion expects to be in operation and growing a crop of tomatoes-on-vine by late 2019. The facility will be designed to support optimal production of traceable, sustainable and quality produce for the North American market. The monitoring system implemented will allow Vermillion to control many more variables than would be possible in a standard greenhouse facility. Advanced technology will allow the crops to be monitored from around the world, allowing real time input from its experts in the Netherlands, Ontario and Alberta.

- 6.2 The Issuer is incorporated under *The Corporations Act* (Manitoba), or the Act, on December 17, 2014; its incorporation number is MB7045204.
- 6.3 The Issuer's articles of incorporation are available to prospective investors upon request.
- 6.4 The Issuer:
- Has never conducted operations.
 - Is in the development stage.
- 6.5 Financial Statements are available upon request.

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

- 6.6 In addition to the Class D preference shares, the Corporation's authorized and outstanding share capital includes to issue Class A Common Shares, Class B Common Shares, Class C Common Shares and Class C Preference Shares. For a full description of rights of each of the authorized and outstanding classes of shares, please review [*Articles regarding Vermillion*

Growers Authorized and Outstanding Shares], available on the FrontFundr campaign page or by request.

Outstanding shares of the Issuer as of the date of the offering document are: 8200 Class A common shares; 900 Class B common shares; 900 Class C common shares; 77 Class C preference shares.

Item 7: USE OF FUNDS

7.1 The Issuer has raised \$770,000 from Accredited Investors and Friends, Family and Business Associates under Manitoba The Small Business Venture Capital Tax Credit program. The use of funds was engineering drawings, permit acquisition, and site preparation.

7.2 Use of Funds for this offering:

Description of intended use of funds listed in order or priority	Total amount (\$)	
	Assuming minimum offering amount \$100,000	Assuming maximum offering amount \$500,000
Warehouse base materials	\$100,000	\$100,000
Warehouse structure	Nil	\$400,000
Total – Available Funds	\$100,000	\$500,000

Item 8: PREVIOUS START-UP CROWDFUNDING DISTRIBUTIONS

8.1 No person listed in Section 4.1 has participated in any previous Start-up Crowdfunding distributions in the past five years.

Item 9: COMPENSATION PAID TO FUNDING PORTAL

9.1 FrontFundr may retain 8% of the total raise or \$40 per individual (or \$100 per company) that invests based on which of the amounts are greater, as commission.

Item 10: RISK FACTORS

10.1 General Risks

There are certain risks inherent in an investment in the Preference Share and in the activities of the Issuer, which investors should carefully consider before investing in the Preference Share. The

following is a summary only of some of the risk factors. Prospective purchasers should review the risks relating to an investment in the Preference Share with their legal and financial advisors.

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

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

10.2 Investment Risk

- a) ***Securities are Speculative*** - The securities offered hereunder must be considered highly speculative and an investment in such securities involves a high degree of risk. A potential subscriber should carefully consider the following risk factors in addition to the other information contained in this memorandum before purchasing Preference Share. Due to the nature of the business and the present stage of development of its business, the Issuer may be subject to significant risks. The Issuer's actual operating results may be very different from those expected as at the date of this memorandum and a subscriber may lose all or part of his or her investment. The risk factors outlined below are not a definitive list of all risk factors associated with an investment in the Preference Shares offered hereunder and investors are cautioned that they may lose their entire investment.
2. ***Restrictions on Transfers; No Public Market*** - There is presently no public market for the Preference Shares and none is expected to develop in the foreseeable future. The Preference Shares are subject to substantial restrictions on transfer under securities laws and the Articles of the Issuer. Accordingly, the Preference Shares may not be resold or otherwise transferred, except in accordance with the Articles of the Issuer or in accordance with such applicable Canadian securities laws. (See Item 12 – Resale Restrictions.)
3. ***Value of Securities of the Issuer*** - The price for Preference Shares of the Issuer is determined by management and may not bear any relationship to earnings, book value or other valuation criteria.
4. ***Tax Matters*** - The return on a shareholder's investment in his/her or its Preference Shares is subject to changes in Canadian Federal and Provincial tax laws, as well as any other tax laws

applicable to the shareholders. There can be no assurance that the tax laws will not be changed in a manner which will fundamentally alter the tax consequences to investors of holding or disposing of Preference Shares.

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

10.3 Issuer Risks

- a) ***No assurance*** - There is no guarantee that the Issuer will achieve its investment objective or earn a positive return.
- b) ***Start-up Company Investment*** – Investments in a start-up company such as the Issuer is inherently subject to many risks, and investors should be prepared to withstand a complete loss of their investments. The Issuer has no operating history upon which investors may base an evaluation of its performance; therefore, it is still subject to the entire risks incident to the creation and development of a new business.
- c) ***Use of Funds*** – Use of Funds for this capital raise are mainly capital expenditures, and have risks associated with that such as, but not limited to, construction delay, weather delay, and counterparty risk.
- d) ***Management and Personnel Risks*** - The Issuer's business will be significantly dependent on the Issuer's management team including outside management advisors and consultants. The loss of the Issuer's officers, other employees, advisors or consultants could have a material adverse effect on the Issuer. The Issuer's success depends, in part, on its ability to attract and retain key, technical, management and operating personnel, including consultants and members of the Issuer's Board. The Issuer needs to develop sufficient expertise and add skilled employees or retain consultants in areas such as research and development, sales, and marketing in order to successfully execute its business plan. The Issuer may be unable to attract and retain qualified personnel or develop the expertise needed in these areas. If the Issuer fails to attract and retain key personnel it may be unable to execute its business plan and its business could be adversely affected. As of the date of this offering, The Issuer does not maintain key man insurance on any member of its management.

- e) ***No History of Dividends or Plan to Pay Dividends*** – **The Issuer has never paid a dividend nor made a distribution on any of their Preference Shares.** Further, the Issuer may never achieve a level of profitability that would permit payment of dividends or other forms of distribution to its shareholders. Given the stage of the Issuer’s business, it will likely be a long period before the Issuer could be in a position to declare dividends or make distributions to its investors. The payment of any future dividends by the Issuer will be at the sole discretion of the Issuer’s management. Holders of Preference Shares will be entitled to receive dividends only when, as, and if, declared by the Issuer’s Board.
- f) ***Inability to Manage the Potential Growth of the Business*** - The Issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Issuer to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train, and manage its employee base. The inability of the Issuer to deal with potential growth could have a material adverse impact on its business, operating results, financial condition or profitability. Any expansion of operations the Issuer may undertake will entail risks; such actions may involve specific operational activities, which may negatively impact the profitability of the Issuer. Consequently, shareholders must assume the risk that (i) such expansion may ultimately involve expenditures of funds beyond the resources available to the Issuer at that time, and (ii) management of such expanded operations may divert management’s attention and resources away from any other operations, all of which factors may have a material adverse effect on the Issuer’s present and prospective business activities.
- g) ***Further Need for Debt or Equity Financing*** - The Issuer may have to sell additional securities including, but not limited to, shares or some form of convertible security, the effect of which will result in a dilution of the equity interests of any existing shareholders. The Issuer may also need to raise capital by incurring long term or short-term indebtedness in order to fund its business objectives. This could result in increased interest expense or decreased net income. Security holders are cautioned that there can be no assurance as to the terms of such financing and whether such financing will be available. Moreover, the Issuer’s articles do not limit the amount of indebtedness that the Issuer may incur. The level of the Issuer’s indebtedness could impair its ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.
- h) ***Development Stage of Business Risks*** - The Issuer has only a limited history upon which an evaluation of its prospects and future performance can be made. The Issuer’s proposed operations are subject to all business risks associated with new enterprises. The likelihood of the Issuer’s success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the expansion of a business, operation in a competitive industry and the development of a customer base. There is a possibility that the Issuer could sustain losses into the future. If the Issuer is unable to generate

revenues or profits, investors might not be able to realize returns on their investment or prevent the loss of their investment.

- i) ***Forward-Looking Statements and Information May Prove Inaccurate*** - Investors are cautioned not to place undue reliance on forward-looking statements and information. By its nature, forward-looking statements and information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements and information or contribute to the possibility that predictions, forecasts, or projections will prove to be materially inaccurate.
- j) ***Competition Risks*** - If the Issuer fails to compete effectively against larger, more established companies with greater resources, then its business may suffer. There can be no assurance that the Issuer's current or future products or services and the results of the Issuer's ongoing research and development efforts will result in products or services that will be viable for any commercial applications and, if viable, that potential customers will utilize the Issuer's products and services for the purposes intended. Increased competition may result in price reductions, reduced gross margins and loss of market share, any of which could materially and adversely affect the Issuer's business. The Issuer may not be able to compete successfully against current and future competitors and the failure to do so would harm the Issuer's business.
- k) ***Cyber security risk*** - Cyber security risk is the risk of loss and liability to an organization resulting from a failure or breach of the information technology systems used by or on behalf of the organization and its service providers, including incidents resulting in unauthorized access, use or disclosure of sensitive, regulated or protected data. The use of the internet and information technology systems by the Issuer and their service providers may expose the Issuer to potential loss or liability arising from cyber security incidents.
- l) ***Litigation risk*** - The Issuer may be subject to litigation arising out of its operations. Damages claimed under such litigation may be material, and the outcome of such litigation may materially impact the Issuer's respective operations, and the value of the shares. While the Issuer will assess the merits of any lawsuits and defend such lawsuits accordingly, the Issuer may be required to incur significant expense or devote significant financial resources to such defenses. In addition, the adverse publicity surrounding such claims may have a material adverse effect on the Issuer's operations.
- m) ***Inability to License Other Intellectual Property Rights*** - The technology of the Issuer may require the use of other existing technologies and processes, which are currently, or in the future, will be, subject to patents, copyrights, trademarks, trade secrets or other intellectual property rights held by other parties, in which case the Issuer will need to obtain one or more licenses to

use those other technologies. If the Issuer is unable to obtain licenses, on reasonable commercial terms, from the holders of such other intellectual property rights, it could be required to halt development and manufacturing or redesign its technology, failing which it could bear a substantial risk of litigation for misuse of the other technologies. In any such event, the business and operations of the Issuer could be materially adversely affected.

- n) ***General Economic Conditions*** - The financial success of the Issuer may be sensitive to adverse changes in general economic conditions in Canada, such as war, terrorist attacks, recession, inflation, labour disputes, demographic changes, weather or climate changes, unemployment and interest rates. There is no assurance that the Issuer will be successful in marketing any of its products, or that the revenues from the sale of such products will be significant. Consequently, the Issuer's revenues may vary by quarter, and the Issuer's operating results may experience fluctuations.
- o) ***Management Discretion as to Application of Proceeds*** - The net proceeds from this Offering will be used for the purposes described under "Item 7: USE OF FUNDS". The Issuer reserves the right to use the funds obtained from this Offering for any general business purposes and such other purposes not presently contemplated which it deems to be in the best interests of the Issuer and its shareholders. As a result of the foregoing, the success of the Issuer may be substantially dependent upon the discretion and judgment of the Issuer's management with respect to application and allocation of the net proceeds of the Offering. Investors will be entrusting their funds to the Issuer's management, upon whose judgment and discretion, the investors must depend.

Item 11: REPORTING OBLIGATIONS

- 11.1 The Issuer is not a "reporting Issuer" in any jurisdiction in Canada. As a Issuer formed under the *Issuers Act* (Manitoba), subject to the terms of the Voting Trust Agreement described above, upon any conversion of the Preference Share into shares of the Issuer, the Issuer is required to provide shareholders with financial statements and any further information respecting to the financial position of the Issuer and the results of its operations as may be required by applicable law.

Item 12: RESALE RESTRICTIONS

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

Item 13: PURCHASERS' RIGHTS

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

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

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

Item 14: DATE AND CERTIFICATE

- 14.1 **On behalf of the Issuer, I certify that the statements made in this offering document are true.**
- 14.2 Authorized Signatory

Signature: 

Date: 02/14/2019

Maria Deschauer
Director & President
Vermillion Growers Ltd.

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

Securities regulatory authority and regulators of the participating jurisdictions:

British Columbia

British Columbia Securities Commission

The document must be filed electronically at the same time as the report of exempt distribution in Form 45-106F6 at www.bcsc.bc.ca (click on BCSC eServices and follow the steps).

Manitoba

The Manitoba Securities Commission

500 - 400 St Mary Avenue
Winnipeg, Manitoba R3C 4K5
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Toll free in Manitoba: 1-800-655-2548
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www.msc.gov.mb.ca

New Brunswick

Financial and Consumer Services Commission

85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
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Nova Scotia

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street
Halifax, Nova Scotia B3J 1P3
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Fax: 902-424-4625
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Québec

Autorité des marchés financiers
Direction du financement des sociétés
800, rue du Square-Victoria, 22nd floor
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Saskatchewan

Financial and Consumer Affairs Authority of Saskatchewan
Securities Division
Suite 601 - 1919 Saskatchewan Drive
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STATUS	● Completed

Document History



SENT

02/13/2019

15:58:49 UTC-8

Sent for signature to Maria Deschauer
(maria@vermilliongrowers.com) from agreements@frontfundr.com
IP: 199.60.221.180



VIEWED

02/13/2019

18:47:07 UTC-8

Viewed by Maria Deschauer (maria@vermilliongrowers.com)
IP: 216.130.89.79



SIGNED

02/14/2019

06:16:16 UTC-8

Signed by Maria Deschauer (maria@vermilliongrowers.com)
IP: 142.160.41.107



COMPLETED

02/14/2019

06:16:16 UTC-8

The document has been completed.