

Form 1
Start-Up Crowdfunding – Offering Document

GENERAL INSTRUCTIONS:

- (1) This offering document and all amendments must be typed, printed, signed, and filed with the securities regulatory authority or regulator of each of the participating jurisdictions where the issuer has made a start-up crowdfunding distribution, as well as with the securities regulatory authority or regulator in the issuer's head office jurisdiction at the address(es) provided on the last page of this form no later than the 30th day after the closing of the distribution. Issuers must also file a report of exempt distribution no later than the 30th day after the closing of the distribution.*
- (2) This offering document must be completed and certified by an authorized individual on behalf of the issuer.*
- (3) Draft this offering document so that it is easy to read and understand. Be concise and use clear, plain language. Avoid technical terms.*
- (4) Conform as closely as possible to the format set out in this form. Address the items in the order set out below. No variation of headings, numbering or information set out in the form is allowed and all are to be displayed as shown.*
- (5) For information on how to complete this form, please refer to the Start-up Crowdfunding Guide for Businesses available on the website of the securities regulatory authority or regulator of the participating jurisdictions.*
- (6) This offering document is to be provided to your funding portal which has to make it available on its website. If the information contained in this offering document no longer applies or is no longer true, you must immediately amend the document and send the new version to the funding portal.*

Item 1: RISKS OF INVESTING

No securities regulatory authority has assessed, reviewed or approved of 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,

Kal Minerals Corp.

- (b) Head office address,

113-3663 Crowley Dr. Vancouver BC, V5R 6H4

(c) Telephone,

1-778-926-8596

(d) Fax, and

(e) Website URL.

Kalminerals.com

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),

Raymond Edward Wladichuk

(b) Position held with the issuer,

Director, President

(c) Business address,

Kal Minerals Corp. 113-3663 Crowley Dr. Vancouver BC, V5R 6H4

(d) Business telephone,

778.926.8596

(e) Fax, and

(f) Business e-mail.

Ray.wladichuk@gmail.com

Item 3: BUSINESS OVERVIEW

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

Mineral Exploration in Canada. The Issuer has the option to earn a 100% interest in the Jack White property located in the New Westminster Mining Division, British Columbia (the "Property"). The Property is prospective for Scandium, Copper, Gold, Silver, and Tungsten. Historically, minimal work has been done on the property with the exception of high grade mineral occurrences reported in 1960's prospector reports. Phase I of the program, which consisted of geological mapping, soil sampling, stream sediment sampling and magnetic surveying, was completed in June 2017. The Issuer is raising funds to expand minerals claims and for G&A.

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
Raymond E. Wladichuk <i>Vancouver</i> President and Director	Geologist	1,000,000 Common shares	February 19, 2016 \$1,000	21.75%
		12,500 Common shares	May 21, 2017 \$1,250	
A. Salman Jamal <i>West Vancouver</i> Control Person	Businessman	1,000,000 Common shares	February 19, 2016 \$1,000	23.67%
		100,000 Flow-through shares	December 28, 2016 \$5,000	
		2,000 Common shares	May 21, 2017 \$200	

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

Raymond Wladichuk is a technical and managerial consultant in the natural resource, engineering, and construction industries. He holds a Bachelor of Science in Earth Sciences and a graduate diploma in Business Administration from Simon Fraser University.

Salman Jamal is a business consultant to private and publicly listed companies in the resource exploration sector. Salman will not be participating in the management or operation of the issuer.

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**

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)

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.

British Columbia

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 on 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.

Common Shares

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

- ☒ Voting rights. Restricted to corporate events (see 5.6 below)
- ☒ Dividends. Dividends will be paid on common shares from available net income if and when declared by the directors of the Issuer,
- ☒ Rights on dissolution. All 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),
- ☐ Other.

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.

Shareholders will only be able to vote on mergers, acquisitions and dissolution of the corporation.

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of eligible securities issuable
Minimum offering amount	\$5,000	50,000
Maximum offering amount	\$250,000	2,500,000
Price per flow-through share	\$0.10	
Price per non-flow-through share	N/A	

5.8 Indicate the minimum investment amount per purchaser, if any

\$100

Item 6: ISSUER'S BUSINESS

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

The Issuer is in the business of exploring and developing mineral properties in Canada.

Mineral exploration and development requires expertise from scientists and engineers to explore for, discover, and delineate potentially economic mineral resources. This is done through techniques such as, but not limited to the following: geological mapping and sampling, soil sampling, geophysics, bark sampling, diamond drilling and coring, trenching, tunneling.

- 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* of 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 articles of incorporation can be viewed at the law offices of Owen Bird Law Corporation, 2900 – 595 Burrard Street, Vancouver, British Columbia.

- 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,
☒ Is currently conducting operations,
☐ Has shown profit in the last financial year.

- 6.5 Indicate whether the issuer has financial statements available.

No

Item 7: USE OF FUNDS

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

Seed financing of \$3,000 was used for costs of incorporation and mineral property acquisition. A flow-through round in the amount of \$70,000 was completed in December, 2016 at a price of \$0.05 per common share. Funds were used towards exploration of the Jack White Property.

Equity crowdfunding in the amount of \$25,600 was completed on May 21, 2017 at a price of \$0.10 per common share. Funds were used towards mineral exploration on the Jack White Property as well as G&A.

- 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
Mineral Exploration	\$3,000	\$243,000
Acquiring Additional Mineral Claims (~500 Hectares)	\$1,000	\$4,000
G&A	\$1,000	\$3,000

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,

Kal Minerals Corp.

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

Vested Technology Corp (vested.ca)

- (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.

Equity crowdfunding did not meet the minimum offering amount on October 8th, 2016
Equity crowdfunding successfully closed \$25,600 on May 21, 2017

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 In consideration of the Services, Issuer agrees to pay to Vested the following fees:
- (a) *Portal Fee:* A fee (the “**Portal Fee**”) calculated as 5% of the aggregate amount of actual gross proceeds raised under the Offering (“**Offering Proceeds**”)
 - (b) *Payment Processing Fees:* Fees (the “**Processing Fees**”) calculated as [**2.9% of Offering Proceeds and further \$0.30 per each Investor Subscription**] shall be charged by Vested and/or its third-party payment processor and be automatically deducted from the Offering Proceeds. The Processing Fees are subject to change without notice.
 - (c) *Warrants:* Issuer will issue to Vested, upon closing of the Offering, common share purchase warrants (“**Warrants**”) equal to **20%** of the number of shares sold pursuant to the Offering; each Warrant exercisable at \$0.10 per share

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.

Exploration risk – The Property has no [limited] history of being explored for minerals. Mineral exploration and development involves a high degree of risk as few properties that are explored are ultimately developed into producing mines.

Systemic risk – Substantial time and money (millions of dollars and years of time) are required to (i) establish ore reserves through drilling, (ii) develop processes to extract minerals from the ore and, (iii) in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Even if an ore body is determined, the economics of developing it is affected by many factors including the cost of operations, variations in the grade of minerals mined, fluctuations in precious and base metal prices and markets, production limits, importing and exporting of minerals, and environmental protection; any of which could render an ore body uneconomic.

Financing and Dilution risks – The Issuer will need to raise additional funds to undertake further exploration of the Property. There can be no assurance that the Issuer will be able to obtain adequate financing in the future to further exploration of the Property, or that the terms of such financing will be favourable. It will likely sell additional shares to raise such funds, which will result in the dilution of each shareholder’s equity interest in the Issuer.

Liquidity risk – No market exists for securities of the Issuer; and there is no assurance that a

trading market in the Issuer's securities will be established and sustained.

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 will provide notice to each purchaser of each annual and special meeting of shareholders, together with an annual report of operations.

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.

- 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: August 01, 2017

Raymond E. Wladichuk

Raymond E. Wladichuk

President and Director

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