

Form 1
Start-Up Crowdfunding – Offering Document

GENERAL INSTRUCTIONS:

(1) Filing Instructions

An issuer relying on the start-up crowdfunding prospectus exemption is required to file the offering document no later than the 30th day after the closing of the distribution as follows:

- ***In British Columbia*** – through BCSC eServices at <http://www.bsc.bc.ca>.

This offering document and all amendments must be filed where the issuer has made a start-up crowdfunding distribution, as well as in the participating jurisdiction where the issuer's head office is located.

(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) 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.

(6) For information on how to complete this form and for information relating to the filing of 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.

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,

Michelin Mining Corp.

(b) Head office address,

Suite 410-325 Howe Street, Vancouver, BC V6C 1Z7

(c) Telephone,

604-687-3520

(d) Fax, and

N/A

(e) Website URL.

N/A

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),

Mark Brown

(b) Position held with the issuer,

CEO

(c) Business address,

Suite 410-325 Howe Street, Vancouver, BC V6C 1Z7

(d) Business telephone,

604-687-3520

(e) Fax, and

N/A

(f) Business e-mail.

mtbrown@pacificopportunity.com

Item 3: BUSINESS OVERVIEW

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

The Issuer is a mining exploration company based in Vancouver, BC. The Issuer's focus is to acquire and develop mineral exploration properties.

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
Mark Brown Vancouver, BC CEO and Director	President, Pacific Opportunity Capital Ltd. ("POC"); founder of Rare Element Resources Ltd., director of Avrupa Minerals Ltd., Alianza Minerals Ltd., Almaden Minerals Ltd., Almadex Minerals Limited, Azucar Minerals	800,000 common shares through a private company that Mr. Brown controls	\$0.005 per share August 16, 2018	5.5%

	Ltd., Mountain Boy Minerals Ltd., Strategem Capital Corporation, Sutter Gold Mining Inc. and Ascent Industries Corp..			
Jim Bennett Comox, BC Director	Leader, JRB Consulting. In addition, board member and treasurer of Atli Resources Corporation, Sasuchan Development Corporation, Nuxalk Development Corporation, Sxhw'owhamel Ventures GP Ltd, and Mama'omas Enterprises General Partner Inc.	200,000 common shares	\$0.005 per share October 12, 2018	1.4%
Marc Blythe North Vancouver, BC Director	Independent businessman from April 2015 to present; President and CEO of Tarsis Resources from 2007 to March 2015. VP of Corporate Development of Nevsun Resources Ltd. since November 2017	Nil	N/A	N/A
Winnie Wong Vancouver, BC Chief Financial Officer	Vice President of Client Services, Pacific Opportunity Capital Ltd. (" POC "); CFO of Avrupa Minerals Ltd., Alianza Minerals Ltd., Mountain Boy Minerals Ltd., Strategem Capital Corp., Viridium	Nil	N/A	N/A

	Pacific Group Ltd.			
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Expertise, education, and experience that is relevant to the issuer's business

Mr. Brown received a Bachelor of Commerce Degree from the University of British Columbia in 1990 and is a member of the Institute of Chartered Professional Accountants of British Columbia. He is currently President of POC., a private company which provides financial solutions, equity and management services to small and medium size entrepreneurial enterprises. Mr. Brown is an officer and director of a number of public and private companies and his corporate activities include transactions, financings and corporate financial planning. He is a founder of Rare Element Resources Ltd., which was listed on the Toronto Stock Exchange and the NYSE AMEX. Between 1990 and 1994, Mr. Brown worked with PricewaterhouseCoopers. He is currently a director and /or officer of various other public companies.

Mr. Bennett obtained his Bachelor of Commerce degree (with honors) from the University of British Columbia in 1991 and is a member of the Institute of Chartered Professional Accountants of British Columbia. Jim was a partner at KPMG serving in the Vancouver's office natural resource practice until 2013. Subsequent to KPMG, Jim has been the leader of JRB Consulting where he has been providing certain clients economic development and financial governance services.

Mr. Blythe received a Master of Business Administration from La Trobe University in Melbourne and a Bachelor of Mining Engineering degree from the Western Australian School of Mines. Mr. Blythe acted as Vice President, Mining of Almaden Minerals Ltd. from 2006 until July 2011. He was Corporate Senior Mining Engineer for Placer Dome Inc. based in Vancouver from 2004 until 2006, where he completed internal and external mine evaluation, including advising on potential acquisitions and mining technology implementation. Mr. Blythe has managed mines for both Placer Dome Inc. and WMC Resources Ltd. (formerly Western Mining Corporation).

Ms. Wong is the Vice President of Client Services at POC, a firm the Company has retained to provide financial management and accounting services. Following her graduation from Queen's University, Ms. Wong worked with Deloitte & Touche, where she earned her Chartered Accountant designation. In the interim 18+ years, Ms. Wong has acted as CFO and Corporate Secretary for various TSX Venture listed companies, including Strategem Capital Corporation, Avrupa Minerals Ltd., Animas Resources Ltd., and AQM Copper Inc.

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 (m), (n) or (o) 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.

UNITS

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

☒ Voting rights.

Each common share entitles the holder to notice of, and to attend and vote at, each meeting of

shareholders.

☒ 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 common shares entitle the holders to participate ratably 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 “Purchased Securities” are Units. Each Unit is one previously unissued common share of the Issuer (a “Share”), and one share purchase warrant. Each warrant (“Warrant”) will entitle the Purchaser to purchase one Share (a “Warrant Share”) at an exercise price of \$0.20 per Warrant Share for a period of 24 months from the date of issuance (the “Expiry Date”).

☐ 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	\$16,000	160,000
Maximum offering amount	\$250,000	2,500,000
Price per eligible security	\$0.10	

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

\$100

5.9

“The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to *Michelin Mining Corp.* 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.

The Issuer is a mining exploration company based in Vancouver, BC. The Issuer’s focus is to acquire and develop mineral exploration properties. On November 18, 2018, the Issuer entered into an option agreement where it can earn into 70% of the Rude Creek Gold property (the “Property”) in the Yukon, Canada over four years for (a) cash payments of \$2,500,001, (b) the issuance of 3,950,000 common shares, and (c) exploration work commitments of \$4,120,000.

In this regard, the main goals are:

- To perform exploration work to further determine the merit of the Property.
- To continue searching for other exploration projects that are of merit.

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 Suite 410-325 Howe Street, Vancouver, BC V6C 1Z7

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

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.

The number of common shares outstanding as at the date of the offering document is 14,650,000. The Issuer does not have and has not issued any other securities since incorporation.

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 raised approximately \$332,000 to date by issuance of common shares which funds have been used for incorporation costs, general admin, legal and accounting. The Issuer currently has a working capital balance of approximately \$300,000.

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
Estimated expenses and costs relating to this offering (including consulting fees, legal fees, accounting fees and related expenses)	\$5,000	\$5,000
Portal Fees relating to equity crowd funding offering	\$1,500	\$3,000
Mineral exploration activities	\$5,000	\$120,000
General and administrative expenses	\$2,000	\$10,000
General working capital	\$2,500	\$112,000
TOTAL	\$16,000	\$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 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) *Compensation Units:* Issuer shall issue to Vested, at Offering Close, 100,000 Compensation Units (the “**Units**”). Each Compensation Unit entitles Vested to acquire one common share of the Company at a deemed value of \$0.10 and one full Warrant, exercisable at \$0.20.

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 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.

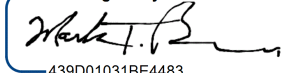
Item 14: DATE AND CERTIFICATE

- 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 7, 2019

DocuSigned by:



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Mark Brown, 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