

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,

Pain Clinics International Inc.

- (b) Head office address,

103 - 3606 Aldercrest Drive, North Vancouver, BC, Canada V7G 0A3

(c) Telephone,

1-604-862-3439

(d) Fax, and

N/A

(e) Website URL.

<https://painclinicsint.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),

Terrance George Owen

(b) Position held with the issuer,

Director, President & Secretary

(c) Business address,

103 – 3606 Aldercrest Drive, North Vancouver, BC, Canada V7G 0A3

(d) Business telephone,

1-604-862-3439

(e) Fax, and

N/A

(f) Business e-mail.

dr.terry@painclinicsint.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 Company's business is to import Canadian cannabis products into Germany to treat chronic pain and reduce the use of opioids. Globally, 1/3 of people suffer from chronic pain which includes 24 million people in Germany where the legal use of medical cannabis has recently been expanded. Cannabidiol (CBD), the first product to be imported, has an estimated annual market of 75 Million Euros. Our unique approach is to focus on chronic pain patients that seek treatment from the 3,300 doctors who specialize in pain management and to this segment of the market through online sales. We are currently working with a clinic in Cologne, Germany, which will serve to demonstrate the benefits of medical cannabis and provide an endorsement for its use.

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
Terrance George Owen North Vancouver, BC President, Director & Secretary	CEO & Director, December, 2017- present. Cell MedX (OTCQB:CMXC) Director, 2013- 2017: CEO, 2013-2015: CFO 2016 -2017. Champion Pain Care Corporation (OTCBB:CPAI) President, CEO & Director, 2000- 2013. Vanc Pharmaceuticals Inc., (TSXV- V:VANC)	None	N/A	N/A

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

1968, BSc (Honours), Biology, University of Victoria. 1970, MSc, Biology, University of New Brunswick. 1974, PhD, Zoology, University of British Columbia. 1991, MBA, Simon Fraser University.

2000 to 2013, President, CEO & Director, ALDA Pharmaceuticals Corp., an infection control company, (Now Vanc Pharmaceuticals Inc. – VANC:TSX-V). 1980 to 2002, President of Helix Biotech ULC, medical products, biotech R&D & DNA identity testing services. 1995 to 1998, President & Director, Helix BioPharma Corp. (HBP:TSE), a generic pharmaceutical company. Co-founder, Champion Pain Care Corporation (CPAI:OTCBB), CEO, 2013 to 2015; Director, 2013 to 2017; CFO, 2016 to 2017. December, 2017 to present, CEO & Director, Cell MedX Corp. (CMXC:OTCQB), a medical device company. Director & Audit Committee member of a number of public companies listed on the TSX Venture Exchange since 2002.

Corporate expertise - Startups to exit strategies and everything in between.

Technical expertise – Biosciences, medical products and R&D.

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
Patricia Elaine Genereaux North Vancouver, BC	Self employed	10,000,000 Class A	May 15, 2017 \$10,000	93%

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

As a successful, self-employed entrepreneur for many years in the design, decorating and construction markets, Ms. Genereaux has dealt with all aspects of business administration including sales & marketing, customer service, finance and managing receivables & payables, tax administration at all levels of government, contractors and employees.

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.

Class A Shares

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

☒ Voting rights. Each 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 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.

N/A

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of eligible securities issuable
Minimum offering amount	\$5,000	100,000
Maximum offering amount	\$50,000	500,000
Price per share	\$0.10	

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.

Business

Pain Clinics International ("PCI") is federally incorporated in Canada. The Company is focused on the importation of bulk medical cannabis products from Canada into Germany for the treatment of chronic pain and to reduce the use of opioid pain medications. Cannabidiol (CBD) is one of the main active ingredients in medical cannabis. CBD faces fewer export and import regulations if the

content of Tetrahydrocannabinol (THC), the main psychotropic ingredient in cannabis, is less than 0.3%. We will pursue the required approvals to import THC containing products as sales of CBD products are generated. CBD is an effective treatment for chronic pain and mitigates the effects of opioid withdrawal. THC can help patients to sleep more soundly which is very important requirement for pain management. Medical cannabis has no harmful side effects when used as directed by medical professionals.

Market

In Germany, direct medical costs for chronic pain are over €4.1 Billion annually. The 24 Million patients who suffer from chronic pain have access to 3,300 physicians who specialize in pain management. The market for CBD products alone in Germany is estimated to be 75 Million Euros annually.

Market drivers

The market is growing with aging populations. Governments are increasing their focus on chronic pain and, along with doctors, patients and funding agencies, are seeking alternatives to opioids and other prescription medications. The misguided war on drugs is abating and the benefits of medical cannabis are now being recognized.

Business strategy

Germany will import cannabis products because, as of December, 2017, no legal domestic production was established. The importation and packaging of bulk cannabis products containing less than 0.3% THC faces few regulatory hurdles and attractive margins are achievable. We will also work toward the registration required for the importation and distribution of cannabis products containing medicinal THC levels.

Sales & marketing strategy

The initial sales targets will be online sales to the general public and to the professionals who provide pain management services, including physicians, nurses, psychologists, occupational therapists, pharmacists, physiotherapists, dieticians and chiropractors. We are currently working with a pain management clinic in Cologne, Germany, that will support a pilot project using CBD and can be used as a model for sales to other clinics. Results obtained from the clinics that are customers will be used to market the benefits of CBD to chronic pain patients through an online store.

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

The Issuer is federally incorporated in Canada pursuant to the *Canada Business Corporations Act* of Canada.

- 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 11th Floor, 1111 Melville Street, Vancouver, BC V6E 3V6.

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.

10,000,000 Class A shares priced at CDN\$0.001 per share were provided to Patricia Elaine Genereaux in lieu of cash for services rendered to the company for \$10,000. 700,000 Class A shares priced at CDN\$0.01 per share were sold for proceeds of \$7,000. None of the funds raised have been used as of the date of this Offering Document.

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
Legal & consulting fees - 1st round <ul style="list-style-type: none"> Secure license for CBD products Secure agreement for bottling & packaging CBD 	\$2,500	\$2,500
Legal & consulting fees - 2nd round <ul style="list-style-type: none"> GmbH incorporation 		\$7,500

<ul style="list-style-type: none"> ● Pursue license for THC products 		
Ship, bottle & package CBD products	1,000	\$12,500
Open online store for CBD	\$500	\$500
Expand online store for CBD		\$2,500
Marketing of CBD products	\$500	\$5,000
Visit to Germany - January/February, 2018		\$5,500
<ul style="list-style-type: none"> ● Attend meetings for: <ul style="list-style-type: none"> ● Funding ● Sales & marketing of CBD ● Legal services ● Business & medical advisors ● Accounting & audits 		
Contingency	\$500	\$5,000
Executive compensation*	\$5,000	\$5,000
Portal fees		\$4,000
TOTALS		\$50,000

*Compensation for Terrance Owen, President.

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) *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.

Business risk – The Company has no history of importation and distribution of medical cannabis products. There is no guarantee that the importation and packaging of bulk products for distribution in Germany will be successful or profitable.

Systemic risk – There is no guarantee that the importation, packaging and distribution of medical cannabis products in Germany will not be negatively affected by government regulations, import taxes and duties, high production and marketing costs and competition from other companies that are also seeking market share in Germany

Financing and Dilution risks – The Issuer will need to raise additional funds to undertake further development of the business. There can be no assurance that the Issuer will be able to obtain adequate financing in the future to conduct its business, 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: January 9, 2018



President

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.