

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.bcsc.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,

DISTRICT 1 EXPLORATION CORP.

(b) Head office address,

600 - 625 Howe Street, Vancouver BC V6C 2T6, Canada

(c) Telephone,

604-716-0551

(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),

Karim Rayani

(b) Position held with the issuer,

CEO, President & Director

(c) Business address,

#704 - 595 Howe Street, Box 35, Vancouver BC V6C 2T5, Canada

(d) Business telephone,

604-716-0551

(e) Fax, and

N/A

(f) Business e-mail.

k@r7.capital

Item 3: BUSINESS OVERVIEW

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

Highway North Property:

- Option to acquire a 100% interest in the Highway North Property
- Property straddles Provincial Highway #914
- 60 kilometers south of the Key Lake Uranium mine
- 43-101 Report by Reliance Geological Services Inc.
- Recommended 2-phase work program to advance initial stage evidence for Uranium mineralization
- Phase 1 program estimated cost is \$115,000
- Seven SMDI Uranium prospects occur within 2 km of the Property
- Soils from West of the Property (2005) returned 1.012% U₃O₈ in pegmatite
- 5 of 95 Rock/hand core samples taken on the Property in 2018 returned anomalous uranium values ranging from 1,400 ppm to 4,530 ppm

Athabasca Basin Overview:

- The Pre-eminent location for large, high grade Uranium deposits globally
- Home of the world’s highest grade and highest value per mining unit deposits
- Exceptional exploration and permitting infrastructure
- Historically, the location of unconformity-type deposits associated with / along three major basement litho-tectonic domains

A more detailed description of the Issuer’s properties are 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
Karim Rayani West Vancouver, BC CEO & Director	CEO, President & Director	1,750,000 Class A Common Shares* *250,000 held by R7 Capital Ventures Ltd.	1,500,000 @ \$0.005 on October 30th, 2018; 250,000 @ \$0.02 on February 19th, 2019	12.5%

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

Karim Rayani has spent the last 14 years providing management consulting and investment banking services to companies in the junior mining, bio medical and technology sectors. Mr. Rayani has raised over \$45 million over the last 5 years for public and private companies. Formerly he was head of Bloomberry Capital Group, a Vancouver based merchant bank and capital advisory firm. Currently he is Chairman of R7 Capital Ventures Ltd.; Director of Fiber Crowne Manufacturing, Director of Belmont Resources Inc. Mr. Rayani's business endeavors have enabled him to establish a global network of contacts with a focus on institutional accounts.

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**

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
Ian Graham, Director Furry Creek, BC	Director	300,000 Class A Common Shares	200,000 @ \$0.005 on October 30th, 2018 100,000 @ \$0.05 on March 31, 2019	2%

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

Mr. Graham is an accomplished mining executive with over 20 years of international experience exploring for and developing mineral deposits. He has spent over half of his career working for major mining companies, including roles at Rio Tinto and Anglo American. Mr. Graham possesses industrial minerals experience and is well known for his successes within the diamond sector. From 1990-1994 Mr. Graham acted as Principal Geologist in exploration for Anglo American and partner in De Beers Group's South Africa division. In 1994, he joined Rio Tinto in Canada as the evaluation manager for the Diavik diamond mine, then went on to become Chief Geologist for diamonds with Rio Tinto's Project Generation Group. During his 15 years at Rio Tinto, Ian was involved with the evaluation and pre-development of several projects, including the Diavik diamond mine in the Northwest Territories and the Resolution copper deposit in Arizona. While at Rio Tinto he also oversaw permitting for the Eagle Nickel mine in Michigan and played a key role in developing the initial economic assessment for the Bunder Diamond Project in India.

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- (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**

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
John Bossio, Director Edmonton, Alberta	Director	150,000 Class A Common Shares	150,000 @ \$0.005 on October 30, 2018	1%

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

Mr. Bossio is a Registered Psychologist having received a Master of Arts in Counselling Psychology from City University, Bellevue, Washington in 2002, and Bachelor of Science in Family Studies from the University of Alberta, Edmonton, in 1991, and Member of both the Psychologists Association of Alberta and College of Alberta Psychologists. Mr. Bossio is an avid investor and experienced board member. He has an audience of High Net worth Investors that follow his investments.

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- (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**

Full legal name municipality of residence and position at issuer	Principal occupation for	Number and type of securities of the issuer owned	Date securities were acquired and	Percentage of the issuer's securities held
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	the last five years		price paid for the securities	as of the date of this offering document
Dean Pekeski, Director Mission, BC	Director	150,000 Class A Common Shares	150,000 @ \$0.005 on October 30, 2018	1%

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

Mr. Pekeski is a Professional Geologist with over 20 years' experience in mineral exploration and project development. From 1996 to 2008, he served as exploration geologist and project manager with Rio Tinto Exploration exploring for base metal and diamond deposits in Nunavut, North West Territories, Northern Quebec, Alberta, Manitoba, Southern Africa, and India. Mr. Pekeski was the project manager for the Rio Tinto exploration team that discovered, and evaluated the diamondiferous Bunder kimberlites. As Executive Vice President, Western Potash Corp., he successfully managed the Milestone Potash Project in Saskatchewan from discovery, through pre-feasibility and feasibility, environmental permitting approval, and project financing. current Vice President - Project Development for Crystal Peak Minerals. He is a graduate of the University of Western Ontario with a degree in Earth Sciences.

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- (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**

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
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				this offering document
Stephen Brohman, CFO Langley, BC	CFO, CPA	150,000 Class A Common Shares	150,000 @ \$0.05 on March 31st, 2019	1%

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

Mr. Brohman has 10+ years of working experience in a variety of roles with public and private companies and has become experienced in corporate finance, project acquisition, executive management, corporate communications, corporate branding, shareholder relations and investor lead generation. Mr. Brohman had extensive training in the audit of publicly traded companies on the TSX, TSX Venture Exchange and OTC markets, and has worked with mining and exploration, oil and gas, real estate investment, technology, and merchant banking companies during his time in public practice. Mr. Brohman serves as Chief Financial Officer and Director of various public and private companies., Mr. Brohman obtained a Bachelor of Business Administration (BBA) and obtained his CPA, CA (Chartered Professional Accountant) designation.

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 - (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, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia

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.

Special Warrants

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

Voting rights.

The Special Warrants do not carry the right to vote, however each 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)

The Special Warrants automatically convert into common shares of the Issuer on a one to one basis upon a prospectus being filed that qualifies the special warrants

Other.

N/A

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

N/A

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of eligible securities issuable
Minimum offering amount	\$5,000	50,000
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 *DISTRICT 1 EXPLORATION 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 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 Head office.

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

- Has never conducted operations,
- X Is in the development stage,
- X Is currently conducting operations,
- Has shown profit in the last financial year.

6.5 Indicate whether the issuer has financial statements available.

No

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

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

Total Class A Common Shares outstanding as at the date of the offering agreement is 14,090,000.

Item 7: USE OF FUNDS

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

\$404,500 has been previously raised. Funds have been used for legal & accounting, property payments & Reports, General & Administrative and unallocated working capital.

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 & Accounting		\$10,000
Unallocated Working Capital	\$2,000	\$200,000
Portal Fees	\$1,000	\$12,000
General and Administrative	\$2,000	\$28,000
TOTAL	\$5,000	\$250,000

Item 8: PREVIOUS START-UP CROWDFUNDING DISTRIBUTIONS

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

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

N/A

(b) the name of the funding portal, and

N/A

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

N/A

Item 9: COMPENSATION PAID TO FUNDING PORTAL

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

1. **Compensation:**

1.1 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 Special Warrants*: Issuer shall issue to Vested, at Offering Close, 150,000 Compensation Special Warrants (the “**Special Warrants**”). Each Compensation Special Warrant entitles Vested to acquire one common share of the Company at no additional cost. The compensation Special Warrants are not subject to consolidation.

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.

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: April 14, 2019

DocuSigned by:



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Karim Rayani, CEO, President & 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