

---

# Kona Capital Ltd

## Start-Up Crowdfunding - Offering Document

### 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 Issuer information:

Kona Capital Ltd  
2300 - 555 Burrard Street  
Vancouver, British Columbia, V6C 2B5  
250-857-5659

#### 2.2 Contact person information

Tosh Matsumura  
Director  
2300-550 Burrard Street  
Vancouver, BC, V6C 2B5  
250-857-5659  
toshmatsumura@gmail.com

### Item 3: BUSINESS OVERVIEW

#### Business description:

Kona Capital is a blind pool company. It's purpose is to search out and evaluating material transactions for potential purchase or amalgamation.

The purpose of the offering is for general working capital and to increase investor distribution in order to satisfy certain public market requirements on various Canadian recognized public exchanges. **A more detailed description of the issuer's business is provided below.**

### Item 4: MANAGEMENT

#### 4.1 Information about 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
Connor Cruise, North Vancouver BC	Consultant Financier  Vice President of Intrynsyc Capital, a licensed Exempt Market Dealer based in Vancouver, BC  President of Cruise Capital, a financial consulting firm based in Vancouver BC	Bachelor of Business, Bond University  2018 CFA Level 3 Candidate	1,500,000	May 9th 2018  \$0.05 per share	34.09%
Tosh Matsumura, Victoria BC	Commercial Real Estate  SinSon Investments	Strategic Investor	500,000	May 9th 2018  \$0.05 per share	11.36%

**4.2 Has any person listed in item 4.1 or the issuer, as the case may be:**

a. 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, or

**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 Name of the funding portal the issuer is using:** Consider Funding Inc.

**5.2 Canadian provinces/territories where the issuer intends to raise funds and make this offering document available:**

British Columbia

**5.3 Offering period information:**

a. The issuer must have raised the minimum offering amount for the closing of the distribution by:  
October 04, 2018

**5.4 Securities offered:**

Subscription Receipt

**5.5 The eligible securities offered provide the following rights:**

### **Conversion rights**

Each subscription receipt converts into voting common shares with dividend and dissolution rights

**5.6 Other material restrictions or conditions that attach to the securities:**

N/A

**5.7 Offering Amount and price per security:**

	<b>Total amount (\$)</b>	<b>Total number of eligible securities issuable</b>
<b>Minimum offering amount</b>	\$15,000	100,000
<b>Maximum offering amount</b>	\$90,000	600,000
<b>Price per eligible security</b>	\$0.15	

**5.8 Minimum investment amount per purchaser: \$300**

**5.9 Note: The minimum offering amount stated in this offering document may be satisfied with**

---

funds that are unconditionally available to Kona Capital Ltd that are raised by concurrent distributions using other prospectus exemptions without having to amend this offering document.

## Item 6: ISSUER'S BUSINESS

### 6.1 Business description:

Kona Capital is a blind-pool. The company's focus is to search out and evaluate potential transactions that management believes provide shareholder value by way of outright purchase or amalgamation.

### 6.2 Legal structure of the issuer and the province/territory where the issuer is incorporated or organized:

British Columbia Corporation

### 6.3 The issuer's corporate documents (Articles of incorporation, Limited partnership agreement, Shareholder agreement, or similar documents) are available to purchasers at:

Available upon request

### 6.4 Best description of the issuer's operations:

Has never conducted operations

**6.5 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 Description of the number and type of securities of the issuer that are outstanding as of the date of this offering document.

Number of outstanding securities	Type of outstanding securities
4,400,000	common shares

## Item 7: USE OF FUNDS

### 7.1 Information on all funds previously raised and how they were used by the issuer:

Working capital to search out and evaluate potential material transactions

### 7.2 Breakdown of how the issuer will use the funds from this start-up crowdfunding distribution:

Description of intended use of funds listed in order or priority	Total amount (\$)	
	Assuming minimum offering amount	Assuming maximum offering amount

General working capital to fund the search and evaluation of material transactions	\$15,000	\$90,000
--	----------	----------

## **Item 8: PREVIOUS START-UP CROWDFUNDING DISTRIBUTIONS**

Neither the issuer nor any one of its promoters, directors, officers or control persons have been involved in start-up crowdfunding distributions in any of the participating jurisdictions in the past five years.

## **Item 9: COMPENSATION PAID TO FUNDING PORTAL**

**Description of the commission, fee and any other amounts expected to be paid to the funding portal for this start-up crowdfunding distribution:**

As compensation for services rendered and to be rendered by ConsiderFunding, Kona Capital Ltd has agreed to pay to ConsiderFunding:

- a. a fee of \$100.00, in connection with the initial application;
- b. a fee of \$2,500.00, in connection with beginning the campaign process through the platform;
- c. a fee equal to 5.00% of the gross proceeds raised plus any applicable taxes, in connection with hosting and successfully facilitating the offering through the platform; and
- d. Any transactional costs associated with processing payments made when facilitating the offering through the platform.

## **Item 10: RISK FACTORS**

**Description of the main risks, in order of importance starting with the most important, of investing in the issuer's business.**

Kona is a private early stage company. It should be considered a high risk investment. Although the principals of Kona have public market experience there can be no guarantee of a liquidity event or success.

## **Item 11: REPORTING OBLIGATIONS**

**Description of the nature and frequency of any disclosure of information we intend to provide to purchasers after the closing of the distribution:**

Annual shareholder update

## **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**

On behalf of the issuer, I certify that the statements made in this offering document are true.

July 06, 2018

"Connor Cruise"  
Tosh Matsumura  
Director  
Kona Capital Ltd

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.

### **Questions:**

Refer any questions to the following participating jurisdictions:

#### **British Columbia**

British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6854  
Toll free in Canada: 1-800- 373-6393  
Facsimile: (604) 899-6581  
E-mail: [inquiries@bcsc.bc.ca](mailto:inquiries@bcsc.bc.ca)  
[www.bcsc.bc.ca](http://www.bcsc.bc.ca)

#### **Saskatchewan**

Financial and Consumer Affairs Authority of Saskatchewan  
Securities Division  
Suite 601 - 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 4H2  
Telephone: 306-787- 5645

---

Fax: 306-787- 5842  
E-mail: [exemptions@gov.sk.ca](mailto:exemptions@gov.sk.ca)  
[www.fcaa.gov.sk.ca](http://www.fcaa.gov.sk.ca)

**Manitoba**

The Manitoba Securities Commission  
500 - 400 St Mary Avenue  
Winnipeg, Manitoba R3C 4K5  
Telephone: 204-945- 2548  
Toll free in Manitoba: 1-800- 655-2548  
Fax: 204-945- 0330  
E-mail: [exemptions.msc@gov.mb.ca](mailto:exemptions.msc@gov.mb.ca)  
[www.mbsecurities.ca](http://www.mbsecurities.ca)

**Québec**

Autorité des marchés financiers  
Direction du financement des sociétés  
800, rue du Square-Victoria, 22nd floor  
P.O. Box 246, Tour de la Bourse  
Montréal, Québec H4Z 1G3  
Telephone: 514-395- 0337  
Toll free in Québec: 1-877- 525-0337  
Fax: 514-873- 3090  
E-mail: [financement-participatif@lautorite.qc.ca](mailto:financement-participatif@lautorite.qc.ca)  
[www.lautorite.qc.ca](http://www.lautorite.qc.ca)

**New Brunswick**

Financial and Consumer Services Commission  
85 Charlotte Street, Suite 300  
Saint John, New Brunswick E2L 2J2  
Toll free: 1-866- 933-2222  
Fax: 506-658- 3059  
E-mail: [emf-md@fcnb.ca](mailto:emf-md@fcnb.ca)  
[www.fcnb.ca](http://www.fcnb.ca)

**Nova Scotia**

Nova Scotia Securities Commission  
Suite 400, 5251 Duke Street  
Halifax, Nova Scotia B3J 1P3  
Telephone: 902-424- 7768  
Toll free in Nova Scotia: 1-855- 424-2499  
Fax: 902-424- 4625  
E-mail: [nssc.crowdfunding@novascotia.ca](mailto:nssc.crowdfunding@novascotia.ca)  
[nssc.novascotia.ca](http://nssc.novascotia.ca)