



FINANCIAL SERVICES COMMISSION PROSPECTUS REVIEW CHECKLIST

Name of Issuer:

Name of Underwriter/Arranger:

Description of Offer:

The Final Draft Prospectus Shall:

1. Provide the investor sufficient information to make an informed assessment on the securities and their issuer.
2. Contain essential and sufficient information on the assets, liabilities, financial position, profit and losses and prospects of the issuer.

This checklist represents the minimum disclosure requirements that must be included to satisfy the FSC in its review for registration.

Disclosures for Prospectus	Yes	No	Comments
<p style="text-align: center;">Review of submissions</p> <p>I. Registration Statement <i>Registration statement is being submitted at least 30 days before the offer is opened.</i></p> <p>a) Registration Statement is accompanied by a final draft of the prospectus (a <i>formal written offer to sell securities</i>).</p>			
<p>II. Completed Prospectus</p> <p>The following are included in the Prospectus:</p> <p>a) Cover Page</p> <p>i) Summary of the Offer to include Shares available for the general public and shares for reserved pool/s</p> <p>ii) Name, address, website address and email contact information of the Issuer.</p>			

**FINANCIAL SERVICES COMMISSION
PROSPECTUS SUBMISSION CHECKLIST**

Disclosures for Prospectus	Yes	No	Comments
<p>b) Disclaimer Statement Includes disclaimer statement in the Prospectus stating that the FSC has not approved the issue or has made a judgment as to accuracy of the information contains in the prospectus.</p> <p>c) Disclosures:</p> <ul style="list-style-type: none"> i) Recommendation to potential investors to read the prospectus and seek professional advise; ii) Advisory on forward looking statements iii) Name/s of the Legal Advisor, Broker Dealer, Auditor and Registrar iv) Details of Firm Commitments or Underwriting Agreements <p>d) Definitions of terms</p> <p>e) Business Activities and Information of the Company</p> <ul style="list-style-type: none"> i) Information disclosed as facts are backed by source references. <p>f) Business Governance Structure (should be in adherence to COJ Act)</p> <p>g) Details and Summary of the Offer</p> <ul style="list-style-type: none"> i) Class, type and number of shares being offered; ii) Use of Proceeds; iii) Allocation basis and Reimbursement date and details of unallocated shares; iv) Dividend Policy <ul style="list-style-type: none"> - The last 5 years dividend payments (if applicable). <p>h) Capital Structure</p> <p>Details pertaining to all authorized, issued and fully paid shares and share structure and ownership before and after the offer. History of share capital highlighting information on any changes and the period of the changes (not applicable to a new company)</p>			

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<p>i) Financial Statements (must be in compliance with International Financial Reporting Standards)</p> <ul style="list-style-type: none"> i) Annual Audited for the most recent financial year or period of operation; ii) Summary of Audited Profit and loss statement for the last 5 years (if a new company projections for 5 years); iii) Summary of Audited Balance Sheet, Cash Flow Statement for 5 years (if a new company projections for 5 years); iv) Latest Interim Financials v) Auditors Consent Letter <p><i>Financial Disclosure Requirements</i></p> <ul style="list-style-type: none"> • The financial statement disclosures must be consistent with International Accounting Standards; • Appropriate explanations are provided for significant changes noted in historical trends; • All subsequent material events that the company is aware of are to be properly disclosed in the financial statements; <p>j) Management Discussion & Analysis</p> <ul style="list-style-type: none"> i) Description of the company's business strategy and objectives both financial and non-financial; ii) Brief economic overview and the impact external factors may have on the business; iii) Discussion and analysis of the Financial Statements presented including Projections; iv) Discussion and analysis of any material changes in the business profit, income, assets, liabilities, contracts and obligations, etc; v) Description of any significant changes in the Issuer's financial position; 			

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vi) Any significant changes in the financial position since the latest interim financials and how the business was or will be impacted; vii) Ensure ratios and percentages mentioned in the MD&A are accurate and can be replicated from the financial information within the Prospectus; viii) Discussion on any challenges the business had or anticipate. k) Risk Factors i) Discussion of risks inherent in the business operations of the issuer. l) Other Compliance with all relevant requirements of the Companies Act. Including Part I and II of Third Schedule.			

The subject Checklist have been prepared and reviewed by (Name of Arranger/Broker) and found to be in full compliance:

Prepared by:

Reviewed and Authorized by:

(Signature)

Name:

Position:

Date:

(Signature)

Name

Position:

Date: