

# BOOTLEGGERS

Real Craft Cocktails With Real Ingredients

**Raising \$250,000 for 8.3% of  
The Volatile Project Ltd. (DBA Bootleggers Cocktail)**

Crowdfunding Offering Document (Form 45-110F1)

# BOOTLEGGERS

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## Item 1: RISKS OF INVESTING

**1.1** “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.”

**1.2** “The forecasts and predictions of an early-stage business are difficult to objectively analyze or confirm. Forward-looking statements represent the opinion of the issuer only and may not prove to be reasonable.”

## Item 2: THE ISSUER

### 2.1 Issuer

The Volatile Project Ltd.

#2901, 1288 W Cordova Street, Vancouver, BC V6C 3R3 1

(778) 846 9117

[info@BootleggersCocktail.com](mailto:info@BootleggersCocktail.com)

<https://BootleggersCocktail.com/>

### 2.2 Contact Person

Kam Tabarraee

Co-Founder / CEO

#2901, 1288 W Cordova Street, Vancouver, BC V6C 3R3

778-846-9117

[kam@bootleggerscocktail.com](mailto:kam@bootleggerscocktail.com)

## Item 3: ISSUER'S BUSINESS

### 3.1 Issuers Business

**The Volatile Project, Leader of Art-Inspired Experiences:** The Volatile Project is the owner of the brand, Bootleggers Cocktail. We thrive on creating art-inspired experiences with a net-positive social impact. Bootleggers is a registered canned cocktail product in British Columbia, California and Florida available for purchase at select retailers across the province as well as nightlife venues and licensees across the province/states.

**Real Craft Cocktail with Real Ingredients:** Bootleggers are the world's 1<sup>st</sup> ever real craft cocktail in the market available in cans. Made from real ingredients, vegan and gluten free, the cocktails are made based on high-end original mixologist recipes. Packaged at 8.5% ABV (and soon to add 6% ABV and 0.0% ABV options) in 355ml size cans, all the different flavors follow an artistic connection with the labels that are designed by celebrated artist, Kiarash TK.

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**Growth Trajectory:** To-date, we have completed production, distribution, and sales of our 1<sup>st</sup> and 2<sup>nd</sup> edition of canned cocktails in British Columbia, followed by California and Florida (20,000 cans) in just over 1 year. We are expecting to grow by a factor of 10 by Q2 of 2025 and complete production, distribution and sales of 100,000 cans until then. This growth is expected in stages, starting with the next round of production in late July 2024 and followed by three additional rounds of production in September and December of 2024, and March of 2025.

**Challenges:** During the growth stages, it is expected to see challenges with respect to initial establishment of sales channels in the new markets across Canada and USA. Having proper planning for diversified distribution is key to successfully overcoming this challenge.

**Use of Funds:** The funds from this round of crowdfunding will be directly used for the production, distribution, marketing and sales of the next inventory of the product.

**Unique Marketing Advantage:** We have many key relationships across the nightlife and festival industries which allow us to have alternative sales channels at our disposal. Also, our events and experiences serve as profitable marketing and sales opportunity for awareness and increased sales of the product.

**5-year Plan:** After successful completion of the above-mentioned growth strategy by the end of Q2 of 2025, the next step is a Series A round to assist with Nationwide expansion across Canada and USA markets with the target of production and sales of 1 million cans per year until the end of 2026. Then we will be in a great spot for a potential merger or acquisition by a large brand collective within the alcohol and/or nightlife industries with the target completion of the deal before the end of 2029.

**Executive Team:** Our executive team consists of 3 major powerhouses: Kam Tabarraee, CEO, Jean Laven, COO and Kiarash Tarikhi, CCO. Collectively they bring to the table over 40 years of experience within the art, hospitality, nightlife and business management sectors where they perfectly compliment each other via their unique role, experience and relationships. The executive team is well supported by the partnership of celebrity athlete, the MMA champion of the World, Hector Lombard as well as a well versed advisory team comprised of key internationally recognized businessman such as Brian Esposito and John Jacob.

**Team:** We are currently operating without any full-time employees. The company executive team with the support of contract-based third parties operate the business with a very economically efficient business model. Our events and experiences are a key factor in helping the business throughout the growth stages as they provide an alternative revenue stream, as well as marketing and sales channel for the product.

## 3.2 Legal Structure

The Volatile Project Ltd. is an incorporation in the province of British Columbia.

## 3.3 Issuer's articles of incorporation location

Golbey Levine Lawyers LLP

2707 Clarke Street

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Port Moody, BC V3H 1Z5

## 3.4 Issuer's operations

The issuer is currently conducting operations

## 3.5 Financial Statements

No financial statements for the Issuer are made available for this crowdfunding distribution. The Issuer keeps appropriate books and records. Financial Statements are available upon request.

**"Information for purchasers: If you receive financial statements from an issuer conducting a 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 also consider seeking advice from an accountant or an independent financial adviser about the information in the financial statements."**

## 3.6 Securities of the issuer outstanding as at the date of the offering document.

### Item 4:

<b>THE VOLATILE PROJECT LTD.</b>				
	<b>Price Paid</b>	<b>Pre-CF Round</b>	<b>Post-CF Round</b>	<b>%</b>
Class A Voting Common Shares				
Authorized		2,301,000	2,301,000	
Issued and outstanding	\$207,000 CAD	2,301,000	2,301,000	76.7%
Class B Non-Voting Preferred Shares				
Authorized		449,000	699,000	
Issued and outstanding	\$162,240 CAD	449,000	699,000	23.3%
Shares being issued in this distribution	\$250,000 CAD	N/A	250,000	8.3%
Total Issued and Outstanding Shares		2,750,000	3,000,000	100%

## MANAGEMENT

### 4.1 Founder, director, officer and control person of the issuer

<b>Full legal name</b>	<b>KAMRAN TABARRAEE</b>
City, prov/state, and country of residence	Vancouver, BC
Position at issuer	Co-Founder & CEO / Director
Principal occupation for the last	Entrepreneur

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five years	
Expertise, education, and experience that is relevant to the issuer's business	Master's Degree from UBC 15 years of experience in project management, team building, business development, relationship management, and creative concepts
Percentage of time the person spends on the issuer's business	100%
Number and type of securities of the issuer owned, directly or indirectly	300,860 Class A Voting
Date securities were acquired, and price paid for securities	\$1 CAD on April 8, 2019
% Of the Issuer's issued and outstanding securities as of the date of this crowdfunding offering document	24.73%

**4.2 Provide the name of the person involved and details of the time, nature and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:**

(a) has ever pleaded guilty to or been found guilty of:

(i) a summary conviction or indictable offence under the Criminal Code, **N/A**

(ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction, **N/A**

(iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, **N/A** or

(iv) an offence under the criminal legislation of any other foreign jurisdiction, **N/A**

(b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:

(i) the person's involvement in any securities, insurance or banking activity, **N/A** or

(ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct, **N/A**

(c) is or has been the subject of an order, judgment, decree, sanction or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct, **N/A**

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(d) is or has ever been the subject of a bankruptcy or insolvency proceeding, **N/A** or

(e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above. **N/A**

## Item 5: CROWDFUNDING DISTRIBUTION

### 5.1 Name of the funding portal / registered dealer

Backers Securities Inc.

### 5.2 Jurisdictions (Canadian provinces and territories) where the issuer intends to raise funds and make this offering document available.

<input checked="" type="checkbox"/> Alberta	<input checked="" type="checkbox"/> Northwest Territories	<input checked="" type="checkbox"/> Québec
<input checked="" type="checkbox"/> British Columbia	<input checked="" type="checkbox"/> Nova Scotia	<input checked="" type="checkbox"/> Saskatchewan
<input checked="" type="checkbox"/> Manitoba	<input checked="" type="checkbox"/> Nunavut	<input checked="" type="checkbox"/> Yukon
<input checked="" type="checkbox"/> New Brunswick	<input checked="" type="checkbox"/> Ontario	
<input checked="" type="checkbox"/> Newfoundland and X Labrador	<input checked="" type="checkbox"/> Prince Edward Island	

### 5.3 90 Day End Date / Amendments

(a) 90 Day Limit: September, 15, 2024

(b) Amendment(s) N/A

### 5.4 Eligible securities offered.

Class B Preferred, Non-voting, Convertible shares

### 5.5 The securities offered have the following rights, restrictions and conditions:

Voting	No voting rights
Dividends	Eligible to receive discretionary dividends on a pro-rata basis with all other common shareholders as declared by and at the sole discretion of the Board of Directors
Redemption	Not redeemable

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Dissolution and Liquidation entitlement	If the Company is liquidated, dissolved, or wound up, the proceeds after payment of all expenses and outstanding indebtedness will be paid to shareholders on a pro-rata basis of total issued shares across all share classes
Conversion	Convertible to Common shares upon 100% liquidation of the company
Transferability	Not transferable
Amendment Terms	The terms may not be amended
Tag along or pre-emptive rights	No tag along rights.
Minority Shareholder	As a minority shareholder holding non-voting common shares you will be in a limited position to influence the direction of the company
Valuation of Securities	As a minority shareholder with non-voting preferred shares in an early-stage business with limited operating history, with no voting rights, there is limited if any information for valuing securities offered through this offering and substantial risk in the future price when resold.
Hold Period	Shares purchased will be subject to a 12-month minimum hold Period until such time until such time as the multi-stage social funding campaign has been completed.



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Dilution	Your percentage of ownership in this issuer may be reduced significantly due to a number of factors beyond your control, such as the rights and characteristics of other securities already issued by the issuer, future issuances of securities by the issuer, and potential changes to the capital structure and/or control of the issuer.
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## 5.6 Other material restrictions or conditions that attach to the eligible securities being offered

See above

## 5.7

	Total Amount (\$) (1)	Total number of securities issuable
Minimum Offering Amount	N/A	N/A
Maximum Offering Amount	\$ 250,000	\$250,000
Price per security	\$ 1 / Class B Preferred Share	

## 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 Backers Securities Inc. that are raised using other prospectus exemptions.”**

## Item 6: USE OF FUNDS

### 6.1 Provide the following information on the funds previously raised by the issuer:

\$285,000 raised via private equity - friends and family investment and for those class A and B shares of the company were issued (that includes the unsubscribed shares). Funds were used to develop the MVP, marketing, sales and overhead expenses. Also \$10,640 were raised via Crowdfunding on Backers Securities Inc. used for sales and marketing.

### 6.2 Detailed breakdown of how the issuer will use the funds raised from this crowdfunding distribution.

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<b>Description of intended use of funds listed in order of priority</b>	<b>Assuming minimum offering amount</b>	<b>Assuming maximum offering amount</b>
Production of product inventory	N/A	\$90,000
Marketing expenses to sell the product	N/A	\$60,000
Cost of sales including samples, sales reps, and sponsorships	N/A	\$100,000

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## Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS

### 7.1 Crowdfunding distribution in which the issuer group and each founder, director, officer and control person of the issuer group have been involved in the past five years

- The Volatile Project Ltd. Successfully Closed Oct 19 2023
- The Volatile Project Ltd. Closed at the discretion of Issuer Jan 19 2024????

## Item 8: COMPENSATION PAID TO FUNDING PORTAL

### 8.1 Description of each commission, fee or other amount expected to be paid by the issuer to the funding portal for this crowdfunding distribution and the estimated amount to be paid

Commission Fee equal to 8% of capital raised pursuant to the IBO paid to Backers Securities Inc.

## Item 9: RISK FACTORS

### 9.1 In order of importance, starting with the most important, the risk factors material to the issuer that a reasonable investor would consider important in deciding whether to buy the issuer's securities.

Subscribers should be aware that an investment in Eligible Securities may involve risk and there can be no assurance that a Securityholder will receive any return or benefit from their investment. Prospective purchasers should review the risks relating to an investment in Eligible Securities with their legal and financial advisors.

Although Backers has developed a plan to operate the business and mitigate risks to its business activities and shareholders, there exist a number of risks that could result in the purchaser losing all of the purchaser's investment. The following is a summary of some but not a definitive list of the risk factors:

#### Investment Risks

- Securities are Speculative – The securities offered hereunder must be considered highly d\speculative and an investment in such securities involves a high degree of risk.
- Restrictions on Transfers – There is presently no public market for the securities and are under certain restrictions under the laws and Articles of the Issuer.
- Value of Securities of the Issuer – The price for the securities of the Issuer is determined by management and may not bear any relationship to earnings, book value or other valuation criteria.
- Tax Matters - The return on a shareholder's investment in his/her or its securities is subject to changes in Canadian Federal and Provincial tax laws, as well as other tax laws applicable to shareholders. There is no assurance that the tax laws will not be changed in manner that will fundamentally alter the tax consequences to investors of holding or disposing of the securities.
- Dilution – After completion of the offering, existing shareholders may have their interest diluted.

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## Issuer Risks

- No assurance – There is no guarantee the Issuer will achieve its investment objective or achieve positive return
  - Development Stage of Business Risks – The Issuer has a limited to evaluate its prospects for future performance.
  - Management and Personnel Risks -The Issuers business is highly dependent on the management team and ability to attract personnel and outside management and advisors.
  - No Material Operating History – Although business is pursuing a significant and growing opportunity, there is no history of profitability or plan to pay dividends in the foreseeable future and the primary goal is to grow enterprise value
  - Inability to Manage Growth – In the likely event that the business achieves a high rate of growth, the Issuer may face internal capacity constraints which may require improved operating systems, employee training and financial systems.
  - Further Need for Financing - The Issuer may have to sell additional securities, not limited to equity or debt financing which could limit the capacity of the business to take advantage of future opportunities
  - Regulatory License – The Issuer needs to maintain it's licenses in good standing and maintain standards in a compliant manner to ensure those regulated activities of the business can be pursued without restriction
  - Competition Risks – The Issuer needs to compete effectively with all forms of competitors
- . There is no assurance that the Issuer's current or future products or services and results of the Issuers ongoing development efforts will result in sustained competitive advantage.
- Cyber Security Risks – The risk of loss and liability resulting from failure or breach of the information technology systems represents a constant focus for the business to protect against incidents including unauthorized access, use or disclosure of sensitive, regulated, or protected data.
  - Data Security Risk - If any of the systems of any third parties relied upon by the Issuer, are breached, such unauthorized access could have a harmful impact on the publics perception of the Issuer's platform beyond losses covered by insurance.
  - Litigation Risks – The Issuer may be subject to litigation arising out of its operations.
  - Intellectual Property Rights - The future success of the Issuer's business is dependent upon the intellectual property rights surrounding the technology including trade secrets, know-how, and continued innovation.
  - General Economic Conditions – The financial success of the Issuer is sensitive to adverse changes in the general economic conditions.
  - Government Regulations – certain aspects of the business could be negatively affected

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subject to regulation by government authorities.

## Other Risks

- Covid 19 – The global COVID-19 pandemic and containment measures taken in response have adversely affected the Issuer business and may continue to do so depending on future developments which are uncertain
- Global macro conditions such as the war in Ukraine, high inflation, supply chain challenges and talent shortages may have an adverse impact on the Issuers business

## 9.2 The securities being distributed are to pay interest, dividends or distributions and the issuer does not have the financial resources to make such payments.

“We do not currently have the financial resources to pay interest, dividends or distributions to investors. There is no assurance that we will ever have the financial resources to do so.”

## Item 10: REPORTING OBLIGATIONS

### 10.1 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 is a private corporation and classified as a non-reporting issuer. The issuer therefore has limited disclosure obligations under securities legislation and the Issuer is only required to provide GAAP based annual financial statements in a digital form directed by the Issuers Board of Directors.

Following the closing of this offering, the Issuer is required to file a copy of this Offering Document and Form 45-106F1 Report of Exempt Distribution up any closing under this offering.

### 10.2 Requirement by corporate legislation, its constating documents (e.g., articles of incorporation or by-laws) or otherwise to provide annual financial statements or an information circular/proxy statements to its security holders.

See above

### 10.3 Any existing voting trust agreement among certain shareholders of the issuer.

N/A

## Item 11: RESALE RESTRICTIONS

“The securities you are purchasing are subject to a resale restriction. You might never be able to resell the securities.”

## Item 12: PURCHASERS' RIGHTS

### 12.1 “Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- (a) to cancel your agreement with [name of issuer or other term used to refer to issuer] to buy

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these securities, or

(b) to damages against [name of issuer or other term used to refer to issuer] and may, in certain jurisdictions, have the statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation.

However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

Two-day cancellation right:

You may cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal not later than midnight on the second business day after you enter into the agreement. 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 not later than midnight on the second business day after the funding portal provides you notice of the amendment.”

Item 13: DATE AND CERTIFICATE

**13.1** “This offering document does not contain a misrepresentation.”

**13.2** Signature, date of the signature, name and position of the authorized individual certifying this offering document.

Dated June 17 2024.

This offering document does not contain a misrepresentation.

THE VOLATILE PROJECT LTD.

*Kamran Tabarraee*

Per:

KAMRAN TABARRAEE, CEO and Director

**13.3** This offering document is signed electronically

“I acknowledge that I am signing this offering document electronically and agree that this is the legal equivalent of my handwritten signature.”