



MarketsConnection

**CONNECTING DISTRIBUTORS
TO GREAT BUYS**

1000095966 Ontario INC.

Operating as MarketsConnection

Raising \$300,000

For 10% of the Value of MarketsConnection

Form 45-110F1
MarketsConnection
Offering Document

GENERAL INSTRUCTIONS:

Item 1: RISKS OF INVESTING

1.1 Include the following statement in bold type:

“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 Include the following statement, in bold type, if the issuer provides forward-looking statements:

“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 2.1 Provide the following information about the issuer:

- (a) full legal name as it appears in the issuer’s articles of incorporation, limited partnership agreement or other organizing documents, as the case may be;
- (b) head office address;
- (c) telephone;
- (d) email address;
- (e) website URL.

- (a) **1000095966 ONTARIO INC.**
- (b) **Operating as MarketsConnection**
- (c) **73 Water Street North, Suite 300, Cambridge, ON N1R7L6**
- (d) **226-318-0616**
- (e) **admin@marketsconnection.com**
- (f) **<https://marketsconnection.com>**

2.2 Provide the following information for a contact person of the issuer who is able to answer questions from purchasers and the securities regulatory authority or regulator:

- (a) full legal name (first name, middle name and last name);
- (b) position held with the issuer;
- (c) business address;

- (d) business telephone;
- (e) email address.

2.2

- (a) **Thomas Edward Fournier**
- (b) **Chief Executive Officer**
- (c) **73 Water Street North, Suite 300, Cambridge, ON N1R7L6**
- (d) **226-989-9188**
- (e) tom@marketsconnection.com

Item 3: ISSUER'S BUSINESS

- 3.1 Describe the issuer's business. Provide enough detail for an investor to clearly understand what the issuer does or intends to do.

Introducing MarketsConnection – Revolutionizing B2B Ecommerce

MarketsConnection is not just another ecommerce platform; it's a game-changer in the world of business-to-business (B2B) transactions. Unlike traditional multi-vendor marketplaces, we focus exclusively on the B2B sector, connecting manufacturers and distributors seamlessly. Our founders, industry veterans with extensive connections, have crafted a unique proposition that sets us apart in the Canadian and U.S. markets.

Market Niche and Unique Proposition:

Our platform facilitates anonymous B2B transactions, breaking the norm where distributors seldom do business with each other. We provide a platform where vendors can set up shop, selling excess inventory – be it overstock, slow-moving, obsolete, or dead inventory. This benefits vendors by unlocking tied-up cash and enhancing key financial metrics, while buyers gain access to difficult-to-find products or reduced acquisition prices for margin enhancement.

Proven Concept and Excitement in the Industry:

We've successfully tested our concept with distributors and manufacturers in Canada, generating enthusiasm about the opportunity to showcase and buy products on our platform. With already 28 vendors, over 120 listed products, with an inventory value exceeding \$1,000,000, the potential is vast.

Platform Evolution and Challenges Overcome:

During our two-year journey, we encountered challenges in the initial phase, particularly with a courier rate calculator. However, in June 2023, we showcased a live site at a major industry show in Toronto with a fully functional shipping integration. We've adapted to our clients' preferences by focusing on pallet quantities and exploring freight options for heavier items.

Strategic Changes and Forward Momentum:

To enhance efficiency, we shifted to manual quotations and invoicing for bulk rates, demonstrating adaptability to market needs. However, to reach our full potential, we need funds for further platform enhancements, marketing, and advertising. We aim to make the platform self-serve, minimizing the need for additional employees.

Future Expansion and Market Domination:

Looking ahead, we plan to commercialize the platform in the United States, tapping into a massive market. The potential for growth and success is immense, and we are strategically positioned to lead the way.

Financial Support for Growth:

Your investment will be pivotal in improving platform functionality, making it more automated and user-friendly. Additionally, funds will fuel marketing and advertising initiatives to attract vendors, buyers, and dual-role vendor/buyers. We anticipate the need for collaboration with a new developer for seamless integration with potential acquirers.

The Time to Invest is Now:

MarketsConnection has just established its distinct office in downtown Cambridge. While currently run by the founding partners, the growing demand necessitates the addition of paid employees. As we continue to evolve and dominate the B2B ecommerce space, your investment will be the catalyst for our success.

Join us on this transformative journey. Invest in MarketsConnection and be a part of reshaping the future of B2B ecommerce.

- 3.2 Describe the legal structure of the issuer and indicate the jurisdiction where the issuer is incorporated or organized.
- (1) MarketsConnection is incorporated as 1000095966 ONTARIO INC. along with a business name registration as MarketsConnection.**
 - (2) MarketsConnection is incorporated in the Province of Ontario.**

3.3 Indicate where the issuer’s articles of incorporation, limited partnership agreement, shareholder agreement or similar document is available for purchasers to review.

Available upon request

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

The issuer

- has never conducted operations,
- is in the development stage,
- is currently conducting operations.**

3.5 Indicate whether the issuer has financial statements available.

Financial statements for 2022 are available upon request.

If yes, include the following statement, in bold type:

“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 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, describe those securities.

Founding Partners:

Kevin Budzey	5,000,000 shares
Tom Fournier	5,000,000 shares

Non-Voting Shares available for various equity campaign offerings: 1,000,000 shares

Non-Voting Shares available to developer for working as Fractional Vice President of Information Technology: 333,333 shares.

Item 4: MANAGEMENT

4.1 Provide the information in the following table for each founder, director, officer and control person of the issuer:

1) Tom Fournier

Full legal name, municipality of residence and position at issuer	Thomas Edward Fournier, Cambridge, ON. CEO
Principal occupation for the last 5 years	President of Shade's Mills Group – B2B Management Consulting
Expertise, education, and experience that is relevant to the issuer's business	B.A. Economics – University of Western Ontario. Prior experience was Canadian Director for Kimberly-Clark Professional (Away From Home)
Number and type of securities of the issuer owned	5,000,000 Class B Common Voting Shares
Date securities were acquired and price paid for the securities	January 22, 2022 at \$0.0001 per share
Percentage of the issuer's securities held as of the date of this offering document	48 %

2) Kevin Budzey

Full legal name, municipality of residence and position at issuer	Kevin Edward Budzey, Hamilton, ON. President
Principal occupation for the last 5 years	Owner – AIM ReDistribution & Empire Cash & Carry. Both sold to Roy Turk Industrial Sales. Currently Senior Market Manager for Roy Turk.
Expertise, education, and experience that is relevant to the issuer's business	Extensive experience in the re-distribution marketplace dealing with distributors, owned own businesses, a master wholesaler and a cash & carry all in the B2B space.
Number and type of securities of the issuer owned	5,000,000 Class A Common Voting Shares
Date securities were acquired and price paid for the securities	January 22, 2022 at \$0.0001 per share
Percentage of the issuer's securities held as of the date of this offering document	48 %

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:

Thomas Edward Fournier

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

(i) a summary conviction or indictable offence under the *Criminal Code*, **NO**

- (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction, **NO**
 - (iii) a misdemeanor 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, 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, or **NO**
 - (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, **NO**
- (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, **NO**
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, **NO** 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. **NO**

Kevin Budzey

- (a) has ever pleaded guilty to or been found guilty of
 - (i) a summary conviction or indictable offence under the *Criminal Code*, **NO**
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction, **NO**
 - (iii) a misdemeanor 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, 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, or **NO**
 - (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 **NO**

distributions, failure to disclose material facts or changes, or allegations of similar conduct, **NO**

- (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, **NO**
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or **YES Personal Bankruptcy - Discharged 17-18 years ago**
- (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. **NO**

Item 5: CROWDFUNDING DISTRIBUTION

- 5.1 Provide the name of the funding portal the issuer is using to conduct its crowdfunding distribution. If the issuer is using a funding portal that is operated by a registered dealer, provide the name of the registered dealer.

Backers Securities Inc.

- 5.2 Indicate all the jurisdictions (Canadian provinces and territories) where the issuer intends to raise funds and make this offering document available.

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

- 5.3 Provide the following information with respect to the crowdfunding distribution:

- (a) the date before which the issuer must have raised the minimum offering amount for the closing of the distribution (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 first made available on the funding portal); **December 13, 2024**
- (b) the date(s) and description of amendment(s) made to this offering document, if any.

- 5.4 Indicate the type of eligible securities offered.

Class D Non-Voting Shares.

- Common shares
- Non-convertible preference shares
- Securities convertible into common shares

- Securities convertible into non-convertible preference shares
- Non-convertible debt linked to a fixed interest rate
- Non-convertible debt linked to a floating interest rate
- Limited partnership units
- Shares in the capital of an association. Specify type of shares (e.g. membership, investment, preference, etc.):

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

- voting rights; * **non-voting**
- dividends or interests (describe any right to receive dividends or interest); ***as declared by the directors of the corporation**
- rights on dissolution;
- conversion rights (describe what each security is convertible into);
- tag-along rights;
- drag-along rights;
- pre-emptive rights;
- other (describe the rights).

***No shares shall be transferred without the consent of the Board of Directors evidenced by Resolution or by their consent in writing signed by a majority of the Directors.**

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.

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of securities issuable
Minimum offering amount	N/A	N/A
Maximum offering amount	\$300,000	1,000,000
Price per security	\$0.30	

5.8 Indicate the minimum investment amount per purchaser, or if the issuer has not set a minimum investment amount, state that fact. **\$100.00**

5.9 Include the following statement in bold type:

“Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to [insert name of issuer] 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:

- (a) the amount of funds previously raised; **\$51,048.64** through founder investments
- (b) if the funds were raised by issuing securities, the prospectus exemption that the issuer relied on to issue those securities; **N/A**
- (c) how the issuer used those funds. **Money invested in platform development and basic operating and marketing costs.**

If the issuer has not previously raised funds, state that fact.

6.1 Using the following table, provide a detailed breakdown of how the issuer will use the funds raised from this crowdfunding distribution. If any of the funds will be paid directly or indirectly to a founder, 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 of priority	Assuming minimum offering amount	Assuming maximum offering amount
Clear Operating Line of Credit	N/A	\$10,000
Invest in marketing/advertising	N/A	\$30,000
New Platform Development	N/A	\$80,000
Personnel Operating Costs – Billed to Shade’s Mills Group – owned by Tom Fournier	N?A	\$25,000
Hiring and Maintenance of Staff	N/A	\$100,000
General Operating Expenses	N/A	\$25,000
Travel recruiting vendors & buyers	N/A	\$30,000
Total		\$300,000

Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS

7.1 For each 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, provide the following information:

- (a) the full legal name of the issuer that made the distribution;
- (b) the name of the funding portal;
- (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.

a) 1000095966 Ontario Inc. Operating as MarketsConnection

b) Backers Securities Inc.

c) Distribution was withdrawn by issuer on June 24, 2024

a) Distribution was withdrawn by issuer on September 17, 2024

Item 8: COMPENSATION PAID TO FUNDING PORTAL

8.1 Provide a 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. If a commission is being paid, indicate the percentage that the commission will represent of the gross proceeds of the offering assuming both the minimum and maximum offering amount.

10% commission

Item 9: RISK FACTORS

9.1 Describe 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.

1. **Market Adoption and Sales Growth:** *Description:* The most critical risk is the challenge of attracting buyers and generating sales on the platform. The success of MarketsConnection hinges on its ability to build a vibrant ecosystem of vendors and buyers. The failure to gain traction in the market could impede revenue generation and overall viability.
2. **Platform Development Challenges:** *Description:* Persistent difficulties in creating the ideal platform, especially with an integrated freight rate calculator, pose a substantial risk. The scalability

and expansion into the U.S. market depend heavily on a seamless and efficient platform. Ongoing challenges may hinder operational efficiency, customer satisfaction, and, ultimately, growth.

3. **Funding Shortfall for Business Enhancements:** *Description:* Inability to secure sufficient equity poses a significant risk. MarketsConnection requires funding for essential business enhancements, including platform improvements, marketing initiatives, and potential collaborations with developers. A funding shortfall may impede the company's ability to stay competitive and meet evolving market demands.
4. **Competitive Landscape:** *Description:* The ecommerce industry is highly competitive, and the success of MarketsConnection depends on its ability to differentiate itself. Failure to effectively position the platform against existing and potential competitors could impact market share and overall success.
5. **Technology Integration Risks:** *Description:* Given the technological nature of the business, risks associated with technology integration, updates, and potential disruptions must be considered. Technical glitches or failures could lead to customer dissatisfaction, loss of trust, and harm to the platform's reputation.
6. **Market Expansion Challenges:** *Description:* The plan to commercialize the platform in the United States introduces geographical and market expansion challenges. Adapting to the unique dynamics of the U.S. market and overcoming regulatory hurdles pose potential risks.
7. **Dependency on Founding Partners:** *Description:* MarketsConnection is currently heavily reliant on the efforts of its founding partners. The increasing demand for time and expertise may become unsustainable, and the need for additional employees is imminent. Over-dependency on a few key individuals poses a risk to business continuity.
8. **Integration with Potential Acquirers:** *Description:* The likelihood of working with a new developer and the associated costs for integration with potential acquirers introduces a financial and operational risk. This process may require significant resources and could disrupt ongoing operations.
9. **Economic and Industry Risks:** *Description:* General economic downturns or adverse industry trends could impact the buying and selling behavior of businesses on the platform. External factors beyond the company's control could affect overall market dynamics.

Investors should carefully consider these risk factors before making any investment decisions in MarketsConnection. While the potential for success is substantial, a comprehensive understanding of these risks is crucial for informed decision-making.

- 9.2 If the securities being distributed are to pay interest, dividends or distributions and the issuer does not have the financial resources to make such payments, (other than from the sale of securities) state in bold type:

“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 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.

MarketsConnection will share via email/newsletter a quarterly report with general updates and will track performance through a number of Key Performance Indicators (KPI's) such as gross and net sales for the quarter and the numbers at the end of the quarter of enrolled vendors, enrolled buyers and number of product listings.

10.2 If the issuer is required 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, state that fact.

***Annual Report**

10.3 If the issuer is aware, after making reasonable inquiries, of any existing voting trust agreement among certain shareholders of the issuer, provide the information:

- (a) the number of shareholders party to the agreement;
- (b) the percentage of voting shares of the issuer subject to the agreement;
- (c) the name of the person acting as a trustee;
- (d) whether the trustee has been granted any additional powers;
- (e) whether the agreement is limited to a specified period of time.

N/A

Item 11: RESALE RESTRICTIONS

11.1 Include the following statement, in bold type:

“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 to buy these securities, or**
- (b) to damages against 100009566 Ontario INC. (Markets Connection) 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 Provide the signature, date of the signature, name and position of the authorized individual certifying this offering document.

13.3 If this offering document is signed electronically, include the following statement in bold type:

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

Name: **Tom Fournier**

Title: **Chief Executive Officer**

Signature: *Tom Fournier*

Date: **September 18, 2024**

Name: **Kevin Budzey**

Title: **President**

Signature: *Kevin Budzey*

Date: **September 18, 2024**