

FRESH MEAT FILMS INC.

Horror Film

Pageman Productions Films Inc

Is raising up to \$425,000.00 CAN for ~21.25%

**Form
45-110F
1
*Offering Document***

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 Provide the following information about the issuer:

- (a) Fresh Meat Films Inc.
- (b) 717 Killarney Rd.
London Ontario
N5X 0C7
- (c) 519-777-7938
- (d) turres@rogers.com turres@pagamanproductions.ca
- (e) www.pagamenproductions.ca

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) Christian Raul Turres & Daniel Stephen Turres
- (b) Directors;
- (c) 717 Killarney Rd.
London Ontario
N5X 0C7
- (d) 519-777-7938
519-520-0756
- (e) turres@rogers.com turres@pagemanproductions.ca

Item 3: ISSUER'S BUSINESS

Does or will the issuer build, design or develop something? Will it sell something produced by others? Will it provide a service?

The Issuer will produce, package, and sell the completed film to established distribution companies to maximize its international and domestic release.

- What are the key details about the issuer's industry and operations? What makes the issuer's business special and different from other competitors in the industry?
Film has proven to be a lucrative means of investment and particularly genre films such as sci-fi and horror. One of the best ways to compete against the mainstream films is by producing low budget dynamic and creative genre films that hold up against the blockbuster hits, and unlike the major films, which cost 3x the amount by keeping our cost lows and still achieving the same quality a genre film stands to be highly profitable.

- What milestones has the issuer already reached and what do they hope to achieve in the next 2 years? E.g., Complete testing, find a manufacturer, commence a marketing campaign or buy inventory. What is the proposed timeline for achieving each of the milestones?

We have successfully produced and released three feature productions, our latest being a smash hit in Theatre February 2024, and we expect to ride the thrilling waves of the industry giving the audience what they are asking for, what does Daniel Turres have to show again and we are preparing to release Fresh Meat.

- What are the major hurdles that the issuer expects to face in achieving its milestones?
Fortunately, the major hurdle of the production is already completed, which is principal photography; now it's about editing and packaging the film to completion so it's ready to hit the sales market.

- How are the funds raised from this financing expected to help the issuer advance its business and achieve one or more of the milestones?
The final investments we need will go towards the completion of the film, ensuring its best quality and achieving a cinematic experience like no other.

- Has the issuer entered any contracts that are important to its business?
We are an incorporated business based in Ontario and we have already secured domestic/international distribution of the film once completed.

- Has the issuer conducted any operations yet?

We have completed the pre and production stages of the film and are now in the midst of completing its post-production.

- Where does the issuer see its business in 3, 5, and 10 years?

The film being a cult classic and opening doors to a major franchise, which will induce not only more films and media but merchandise.

- What are the issuer's future plans and hopes for its business, and how does it plan to get there?

My goal is to showcase to audiences and sales markets the value of our low-cost production, revealing the skills and talent achieved within the film in the hopes of being recognized as an accomplished film producer.

- What is the issuer's management experience in running a business or in the same industry?

With three completed feature films and several credits working in the film industry Daniel Turrez strives to be a gamechanger in the industry as prolific and talented film producer.

- How many employees does the issuer have? How many does it need?

A feature production of this scale hires a variety of different employees on a temporary basis to create the film, ranging between 50- 100 employees at different times during the production stages.

3.2 Describe the legal structure of the issuer and indicate the jurisdiction where the issuer is incorporated or organized.

The Issuer is Incorporated company in Ontario, Canada.

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. 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.

1,000,000.00 Common Shares

1. COMMON SHARES

The common shares shall have attached thereto the following rights, privileges, restrictions, and conditions:

Voting Rights – Each holder of a common share shall be entitled to receive notice of and to attend all meetings of the shareholders of the corporation and shall be entitled to one (1) vote per common share at any such meeting, except meetings at which only holders of another specified Class or Classes of shares are entitled to vote.

Dividends – Each holder of a common share shall have the right to receive such non-cumulative dividends (if any) as the directors, in their discretion, may declare from time to time. Subject to the provisions of the laws governing the corporation, as now existing or hereafter amended, dividends on any common shares may be declared by the directors of the corporation to the exclusion of any other Class or Classes of shares of the corporation. No dividends shall be declared or paid on any common shares of the corporation if the payment of same would result in (i) the corporation, after the payment, being unable to pay its liabilities as they become due; or (ii) the realizable value of the corporation’s assets being less than the aggregate of its liabilities and stated capital of all classes.

Liquidation, Dissolution, Windup, or Distribution – Each holder of a common share shall be entitled to receive, subject to the rights of the holders of any other Class or Classes of shares, the remaining property of the corporation on an equal share for share basis on the liquidation, dissolution, winding up of the corporation, or other distribution of its assets among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary.

575,000 Class A Special Shares

Same as Share being offered see below

Item 4: MANAGEMENT

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

| Full legal name, municipality of residence and position at issuer | Principal occupation for the last 5 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 |
|---|---|--|---|---|---|
| Daniel Turres | Business owner & Filmmaker | Toronto Film School | 500.000 | 01/09/2023 \$0.00001 | 31.74% |
| Christian Turres | Business owner & Filmmaker | Journalism School | 500.000 | 01/09/2023 \$0.00001 | 31.74% |
| | | | | | |

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*,
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, or

NO

(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 | <input checked="" type="checkbox"/> Ontario |
| <input checked="" type="checkbox"/> British Col | and | <input type="checkbox"/> Prince Edward |
| | Labrador | Island |
| <input type="checkbox"/> Manitoba | <input type="checkbox"/> Northwest | <input type="checkbox"/> Québec |
| | Territories | |
| <input type="checkbox"/> New Brur | <input type="checkbox"/> Nova Scotia | <input type="checkbox"/> Saskatchewan |
| | <input type="checkbox"/> Nunavut | <input type="checkbox"/> Yukon |

5.3 Provide the following information with respect to the crowdfunding 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); June 6, 2024.
- 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 A Special 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 – Subject to the provisions of the laws governing the corporation, as now existing or hereafter amended, the holders of the Class A special shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the corporation and shall not be entitled to vote at any such meeting, except that holders of the Class A special shares shall be entitled to notice of any meeting of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale, lease or exchange of all or substantially all the property of the corporation other than in the ordinary course of business of the corporation.
- “ dividends or interests (describe any right to receive dividends or interest); Dividends – Subject to the provisions of the laws governing the corporation with respect to the declaration of dividends, as now existing or hereafter amended, the holders of the Class A special shares shall be entitled to receive, subject to the rights of the holders of any other Class or Classes of shares, and the corporation may pay thereon, non-cumulative dividends if, as and when and declared by the directors on such Class A special shares, out of the moneys of the corporation properly applicable to the payment of dividends, in such amount that shall be no less than fifty percent (50%) of the net profits earned by the corporation from the film, Fresh Meat, over and above One Million Two Hundred Thousand Dollars (\$1,200,000.00) as of the date of such declaration. The corporation shall be entitled to declare a dividend on any Class or Classes of special shares to the exclusion of any other Class or Classes of shares. No dividends shall be declared or paid on any common shares of the corporation if the payment of same would result in (i) the corporation, after the payment, being unable to pay its liabilities as they become due; (ii) the corporation, after the payment, being unable to redeem all its issued and outstanding Class A special shares; or (iii) the realizable value of the corporation’s assets being less than the aggregate of its liabilities and stated capital of all classes.
- “ rights on dissolution; The corporation may, at any time, and from time to time, after the third (3rd) anniversary of the issuance of each Class A special share, upon giving notice as hereinafter provided, redeem the whole or any part of any Class A special shares at a price per share equal to the “Class Redemption Price.” The Class Redemption Price for each Class A special share shall be calculated as follows: the pro rata amount per special share of the aggregate for all special shares of such

Class then issued and outstanding of (I) the cash amount paid to the corporation upon the issuance of shares of such Class of special shares, and (II) the fair market value of any property sold or transferred to or exchanged with the corporation upon the issuance of shares of such Class of special shares for consideration that includes shares of such Class of special shares less the amount of any non-share consideration paid, assumed or delivered by the corporation for the purchase, acquisition or exchange of such property, less (III) the amount of the consideration paid by the corporation from time to time upon the redemption, purchase for cancellation or other acquisition by the corporation of shares of such Class of special shares, and less (IV) the fair market value of any share or shares that were issued by the corporation from time to time as a stock dividend payable on the shares of such Class of special shares, and less (V) the fair market value of any return of capital by the corporation from time to time on the shares of such Class of special shares, plus the amount of all accrued and unpaid dividends on the shares of such Class of special shares, the aggregate of the Class Redemption Price and such unpaid dividends being called the "Class Redemption Amount" for such Class. In the event that a court or the relevant taxation authorities shall finally determine that the actual fair market value of the consideration received on the issue of a special share of such Class is less than, or more than, the amount recorded by the corporation on the issue of the said share as provided for herein, then there shall be a retroactive price adjustment amending the said fair market value of the consideration recorded by the corporation on the issue of the share such that it is equal to the final revised fair market value of the consideration as agreed to with or otherwise finally determined by the said court or relevant taxation authorities and the Class Redemption Amount for such Class shall also be amended accordingly, and a monetary adjustment and appropriate payment shall be made between the corporation and any shareholder in relation to any dividend received or redemption paid before any such retroactive price adjustment is finally determined.

Payment to each holder of the aggregate Class Redemption Amount for such special Class A special shares being redeemed from such holder shall be made by cheque payable at par at any branch of the corporation's bankers for the time being in Canada, or in such other manner as may otherwise be agreed with such holder.

(d) The corporation shall have the right, exercisable at any time, to deposit the aggregate Class Redemption Amount of the Class A special shares called for redemption and not yet redeemed at the date on which such deposit is made, in a special account with any chartered bank or trust company in Canada named in the notice of redemption, to be paid, without interest, to or to the order of the respective holders of the Class A special shares called for redemption upon presentation and surrender to the corporation of the certificates representing the same and, upon the

later of the date on which such deposit is made and the date specified for redemption, the shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving, out of the moneys so deposited, without interest, the aggregate Class Redemption Amount applicable to their respective shares against presentation and surrender to the corporation of the certificates representing such shares. Any amounts so deposited and not claimed by a holder of Class A special shares entitled thereto within two (2) years from the date specified for redemption, may at the option of the corporation be returned to the corporation without prejudice to any right a shareholder may have to receive payment in respect thereof.

(e) From and after the date specified for redemption in such notice, the holders of each of the Class A special shares called for redemption shall cease to be entitled to dividends thereon and shall not be entitled to any rights in respect of such shares, except to receive the Class Redemption Amount in respect of such shares, unless payment of such Class Redemption Amount shall not be made by the corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unimpaired.

“ conversion rights (describe what each security is convertible into);

Not applicable

“ tag-along rights;

Not applicable

“ drag-along rights;

Not applicable

“ pre-emptive rights;

Not applicable

“ other (describe the rights).

Not applicable

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.

Retraction Rights – The Class A special shares shall not have any rights of retraction attached.

Liquidation, Dissolution, Windup, or Distribution – In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, or other distribution of its assets, the holders of the Class A special shares shall be entitled to receive, before any distribution of any part of the assets of the corporation to the holders of any other Class or Classes of Shares, special or common, a sum per share equal to their Class Redemption Amount, and after payment of such amount so payable to them, they shall not be entitled to share in any further distribution of the property or assets of the corporation.

5.7 In a table, provide the following information:

| | Total amount (\$) | Total number of securities issuable |
|----------------------------|----------------------|--|
| Minimum offering amount | Not applicable | NA |
| Maximum offering amount | \$425,000.00 | 425,000 |
| Price per security | \$1.00 | |

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

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 Fresh Meat Films 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:

(a) the amount of funds previously raised;

\$750,000.00

- (b) how the issuer raised those funds;
Private investment from the Producers and sales of Class A Special Shares.
- (c) if the funds were raised by issuing securities, the prospectus exemption that the issuer relied on to issue those securities;
- (d) how the issuer used those funds.

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

6.2 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 |
|--|----------------------------------|----------------------------------|
| Post Production of the film | NA | 425,000 |
| | | |
| | | |

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.

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.

8% of funds raised

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.

Market Risk: The success of a film in the market is unpredictable. Factors such as audience preferences, competitive releases, and general economic conditions can significantly impact the film's box office performance.

Budget Overruns: Film production is susceptible to budget overruns due to unforeseen expenses, delays, and other issues. These overruns can erode potential profits and increase the investment risk.

Distribution Risks: Securing effective distribution channels is crucial for a film's success. There is a risk that the film may not secure a distributor or the terms of distribution may be less favorable than anticipated.

Critical Reception: The critical reception of the film can greatly affect its box office success and overall profitability. Negative reviews and poor word of mouth can lead to a film underperforming.

Regulatory and Legal Risks: Film production and distribution are subject to various regulations and legal considerations. Non-compliance with these regulations, copyright issues, or other legal disputes can lead to significant financial losses.

Technological Changes: Rapid changes in technology can impact the film industry. Innovations can render existing content outdated or change consumption patterns, potentially reducing a film's revenue.

Casting and Production Risks: Issues such as casting disputes, health issues of key personnel, or production delays can impact the completion and quality of the film.

Piracy and Intellectual Property Risks: Illegal distribution and piracy can significantly reduce a film's potential earnings and impact the overall investment return.

International Market Risks: Films distributed internationally face additional risks, including currency fluctuations, cultural differences, and varying regulatory environments.

Competition: The film industry is highly competitive. The success of a film can be impacted by the number and quality of competing films released at the same time.

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.

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. The issuer will report annually as per regulatory requirement.

10.2 If the issuer is required by corporate legislation, its constituting 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. NA

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.

NA

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 Include the following statement, in bold type:

“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 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 Include the following statement in bold type:

“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.”



Daniel Turres
Fresh Meat Films Inc.
Director



Christian Turres
Fresh Meat Films Inc.
Director

March 08, 2024