



Raising \$250,000.00 for:

~3% of 15713382 CANADA INC.
(DBA: Canada's Medical Clinic)

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Form 45-110F1
Offering Document

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 15713382 Canada Inc. (DBA: Canada's Medical Clinic)
2500-10123 99st NW
Edmonton AB T5J-3H1
Phone: (905) 367-9555
Email: Physicians@canadamedicalclinic.com
www.CanadasMedicalClinic.com

2.2 Sandra Dawn Olstad
CEO
19985 82Ave
Langley BC V2Y-1Y8
Phone: (778) 840-3077
Email: Sandy@canadamedicalclinic.com
Web: www.CanadasMedicalClinic.com

Item 3: ISSUER'S BUSINESS

- 3.1 10 Million Canadian's will soon not have a doctor. Canada's Medical Clinic's goal is to establish the largest network of clinics across Canada, allowing every Canadian the basic human right, of the ability to visit their own doctor whenever they need to, regardless of their location.

Canada's Medical Clinic aims to provide every Canadian with a doctor to call their own, allowing all Canadians to take full advantage of early detection, as well as the latest advancements in technology and treatment, so they can lead healthy, fulfilling lives.

Canada's Medical Clinic is a network of family practice clinics, focused on the comprehensive care of patients, supported by the best in technology, qualified professional staff, and certified physicians.

Due to the fact that in excess of 25% of Canadian's will soon not have a doctor, competition is not at this point an issue or concern to CMC.

Because of our attractive and unique clinic profit model, which provides an unmatched 35% GPM (Gross Profit Margin) at the clinic level, we are in a position to scale and grow very rapidly, to meet a crisis level demand.

As a result of the implementation of the Canada's Medical Clinic-PCR (Physician compensation and retirement plan), and the CMC profit share model, the attraction of physicians is beyond expectations, with an anticipated high rate of physician retention.

Originally, CMC was scheduled to open it's first clinic in early January 2024. Due to the extreme acceleration of all components, we are proud to say that our first pilot clinic opened on December 4, 2023, in Southwest Edmonton.

Due to the national crisis level demand and the exponential attraction of physicians, far ahead of schedule, we anticipate opening five more locations in Alberta in 2024.

As the result of the changes in Ontario's IMG (International Medical Graduates) certification criteria, Ontario has now moved into #2 position in terms of CMC's second phase of expansion. The Ontario expansion of Canada's Medical Clinic, is scheduled to begin in February of 2025 resulting in an anticipated additional 8-10 clinics prior to spring of 2026.

Due to the Fact that Canada's Medical Clinic is primarily funded at the provincial level from each individual province. With this consistent and reliable stream of revenue, allowing each clinic to be self funding and self supporting.

The primary reason for our capital requirements from investors is for scaling and acquiring real-estate. Implementing the "Ray Crock Model" (Ray Crock is deemed the man responsible for the creation of the Network of Restaurants known as McDonalds, the CFO once was quoted saying:

"You're not in the burger business. You're in the real estate business. You don't build an empire off a 1.4 percent cut of a 15-cent hamburger. You build it by owning the land upon which that burger is cooked."

Harry J. Sonneborn

In addition to owning the businesses, clinics and equipment, by also owning the majority of our locations, we feel we will be providing a strong and diversified portfolio for our investors.

Presently CMC operates the majority of its business out of its Pilot Clinic in Edmonton, Alberta.

**Canada's Medical Clinic
6038 Currents Dr. NW
Edmonton AB**

CMC presently employs 13 people and we are adding team members on a consistent basis.

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

15713382 Canada Inc. is a Federal Canadian Corporation, with its head office located in Edmonton Alberta.

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

Please feel free to inquire about the company and its operations, we intend on making as much information available as necessary to all investors. In addition, upon request documents are also available for review.

- 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.

Originally, CMC was scheduled to open its first clinic in early January 2024. Due to the extreme acceleration of all components, we are proud to say that our first pilot clinic opened on December 4, 2023, in Southwest Edmonton.

- 3.5 Indicate whether the issuer has financial statements available. If yes, include the following statement, in bold type:

Not applicable

- 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.

15713382 Canada Inc. presently has two classes of shares, which now have the following outstanding shares:

Class A Voting Shares: 16,000,000

Class B non-voting common shares: 9,090

Item 4: MANAGEMENT

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

15713382 Canada Inc. is, at this point, prior to this offering, (99.99%) owned by its CEO:

Sandra Dawn Olstad
19985 82 Ave
Langley BC V2Y 1Y8

Close to one year ago, upon the inception of the CMC model, after being retired for approx. the past 5 years Sandra the CEO, came out of retirement to engage in the solution of our massive national Canadian crisis.

This crisis being the a catastrophic lack of the crucial patient – doctor connection, necessary for the sustenance of a healthy, enjoyable and long life.

Spawned by the unnecessary loss of loved ones, due to the lack of early detection, Sandra, with a background, education and plethora of experience in sales and marketing and a deep love for humanity, founded this project, which has been referred to as the “Medical Miracle”.

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
Sandra Dawn Olstad, CEO, Langley B.C.	Administration	30+ Years of Sales & Marketing	16,000,000	Jan 25, 2024 \$0.00001 / share	99.99%

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**
 - (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, or **n/a** 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**
 - (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or; **n/a**
 - (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.
- **Not Applicable for all**

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 (no later than 90 days after the date this offering document is first made available on the funding portal);

December 22nd, 2024

(b) the date(s) and description of amendment(s) made to this offering document, if any.
n/a

5.4 Indicate the type of eligible securities offered.

Class B non-voting common

- 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; at the discretion of the company
- 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).

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.

- **Not Applicable**

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of securities issuable
Minimum offering amount	NA	NA
Maximum offering amount	\$250,000.00	454,545 Class B Shares
Price per security	\$0.55	

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 15713382 Canada Inc. (DBA Canada’s Medical Clinic) 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; **Initial starting capital provided by founder in excess of \$250,000.**
- (b) how the issuer raised those funds; **self funded by founder**
- (c) if the funds were raised by issuing securities, the prospectus exemption that the issuer relied on to issue those securities; **not applicable**
- (d) how the issuer used those funds; **Clinic acquisition, legal, marketing, salaries, equipment, insurance, other miscellaneous items involved in starting a new business.**

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.

**Upon the successful raising of funds, during this raise, no funds will be paid directly to any person or entity other than CMC.
CMC will use any/all funds raised, as the result of this offering, for the following, dispersed as described below.**

Description of intended use of funds listed in order of priority	Assuming minimum offering amount	Assuming maximum offering amount
Operations	n/a	\$75,000.00
Real Estate acquisition(s)	n/a	\$100,000.00
Marketing	n/a	\$15,000.00
Legal	n/a	\$7,500.00
Equipment	n/a	\$50,000.00
Insurance	n/a	\$2,500.00

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.

5713382 CANADA INC.(DBA: Canada's Medical Clinic) Successfully Closed a Crowdfunding Round February 23 2024 on the Backers Securities Inc. Funding Portal

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.³

For this crowdfunding distribution, the issuer (15713382 Canada Inc.) will be paying the funding portal, Backers Securities Inc., a commission of 10% of funds raised.

The commission portion of the funds raised, is an expense which is solely absorbed by the issuer and has no effect or reflection on the investor's transaction. The value of shares purchased by an investor are exactly equal to price per share upon purchase and issued precisely without any expenses or fees. Any/all commissions or fees agreed to by the issuer to be paid to the funding portal, remain the exclusive expense of the issuer.

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.

By far the greatest risk factor of any company which is providing a service, is the potential lack of need of the particular service being provided or offered.

In the Health Services industry, this would be extremely unlikely, considering the exponential growth of the population, combined with the growing aging portion of the population, which requires even more medical attention.

So, if everyone all of a sudden attained perfect health and no longer required a doctor, we would be in trouble in the medical business. Definitely a dream, but an unreal exaggeration.

On another note, there is always the element of competition, normally, but in this genre of business, this is actually not a reality. 10,000,000 Canadians soon, will not have a doctor and this in excess of 25%, of our population, this segment, of the population is not being sought after by any other entity, in the scale of our intended growth model. In fact, the competition is diminishing and our potential market share is increasing.

Another risk factor in business is the lack of margins, this is the biggest reason for the absence of a substantial network of clinics fulfilling the need, which we are targeting (hence the lack of competition). With Canada's Medical Clinic's unprecedented 35% GPM (gross profit margin), We have the margins to scale, this is the reason we are a solution whose time has come.

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:

Not applicable

“

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.**

Upon the closing of each distribution, new shareholders will receive a, “**New Shareholder Welcome Package**”, via Registered mail, containing their certified share certificate, along with other pertinent information relating to the distribution, which they were a part of.

As an investor, all shareholders will receive regular updates in the form of newsletters and shareholders reports, numerous times per year.

- 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.

The issuer will make annual financial statements available upon request.

- 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:

Not applicable

- (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.

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 15713382 Canada Inc. (DBA *Canada's Medical Clinic*) to buy these securities, or**
- (b) to damages against 15713382 Canada Inc. (DBA *Canada's Medical Clinic*) 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:

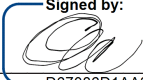
“I acknowledge that I am signing this offering document electronically and agree that this is legal equivalent of my handwritten signature.”

Name: Sandra Dawn Olstad

Position: CEO

Date: September 25th, 2024

Signature: _____

Signed by:

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