



The Fitting Room

The Future of Fashion

The Fitting Room Canada Inc.

Is raising up to \$200,000 CAD for ~1.5%

Form 45-110F1
Offering Document

Table of Contents

Item 1: Risks of Investing	4
Item 2: THE ISSUER	4
2.1 Information about the issuer The Fitting Room Canada Inc. (The Fitting Room)	4
2.2 Contact information for the issuer	4
Item 3: THE ISSUER'S BUSINESS	5
3.1 Description of the business	5
Vision	5
Problem	5
Solution	5
Value to the brands	7
Business Model	8
Market Size	8
Milestones for the next 12 months, and associated risks/hurdles for achieving them	8
Contracts / Letters of intent	9
Team	9
Use of funds from this raise	10
Where do we see the business in 4 years	10
Where do we see the business in 10 years	11
3.2 Incorporation details	11
3.3 Link to Shareholder's agreement	11
3.4 Operational Status Indicate which statement(s) best describe(s) the issuer's operations (select all that apply) The issuer:	11
3.5 Financial Statements	11
3.6 The number and type of securities of the issuer outstanding as at the date of the offering document	12
Item 4: MANAGEMENT	12
4.2	15
Item 5: CROWDFUNDING DISTRIBUTION	15
5.1 Name of the Funding Portal	15
5.2 Jurisdictions for Crowdfunding	15
5.3 Closing Date (and Any Amendments)	15
5.4 Type of Securities being offered	16
5.5/5.6 Rights of Securities being offered	16
5.7 Amount of Securities being offered	16
5.8 Minimum investment per purchaser	16
5.9	16

Item 6: USE OF FUNDS	17
6.1 Previously Raised	17
6.2 From This Raise	17
Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS	17
Item 8: COMPENSATION PAID TO FUNDING PORTAL	18
Item 9: RISK FACTORS	18
Item 10: REPORTING OBLIGATIONS	18
Item 11: RESALE RESTRICTIONS	18
Item 12: PURCHASERS' RIGHTS	19
Item 13: DATE AND CERTIFICATE	20

Item 1: Risks of Investing

“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.”

“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 Information about the issuer

The Fitting Room Canada Inc. (The Fitting Room)

804-352 Front Street West

Toronto, Ontario

M5V 0K3

Tel: 647 878 7671

Email: info@thefittingroom.tech

2.2 Contact information for the issuer

CEO contact information:

Kirill Moisyeyev

Tel: 647 878 7671

Email: kirill@thefittingroom.tech

Item 3: THE ISSUER'S BUSINESS

3.1 Description of the business

Vision

The Fitting Room is building an AI suite of products to dramatically improve the online apparel shopping experience for the consumer, and enable fashion brands to reduce the amount of online returns, increase the online conversion percentage and decrease unnecessary overproduction.

Problem

The fashion industry has failed to effectively collect and utilize modern consumer body data information. For most brands, this has resulted in:

- **84%** of women feel that sizing is **arbitrary** depending on the brand
- **30-50%** of all online womenswear apparel purchases are **returned** (compared to 6% in store)
 - **77%** of returns are driven by **sizing challenges**
- **61%** of shoppers under the age of 30 have **bracketed a purchase** (bought multiple sizes) in the past year
- 88% of shoppers say they would shop online more if they didn't have to worry about fit
- poor production planning:
 - 30%-40% of all garments made not being purchased
 - the majority of unpurchased garments are ultimately being burned or landfilled
- These operational inefficiencies are making up 30%-40% of top line revenue for the average brand

This has also made the fashion industry the second most polluting industry in the world, account for 8%-10% of all global emissions.

Solution

Avatar Scanning App

At the center of our solution, is our AI powered mobile app for accurate 3D avatar creation:

- The end-consumer downloads the app, puts the phone on a table top, does a 360 degree spin, and the 3D avatar is generated
- We extract body measurements, as well as the avatar 3D body shape which can be used to improve the end-consumer's online shopping experience
- Fully built for iOS and Android

Phase 1 - Size Recommendation

This is a white label solution, that seamlessly integrates into a brand's ecommerce site.

When making the size recommendations, we not only compare the body measurements against the garment measurements, but also account for things:

- the garment's intended stylistic fit/ease proportions
- the fabric stretch

Moreover, in addition to displaying the recommended size, we enable the end-consumer to get additional fit information:

- how will a size up or a size down would fit them
- this allows them to make a purchasing decision based on their individual fit preferences

This product is fully complete and market ready. We are in the process of onboarding our first brand customers on this product.

Phase 2 – Virtual Try-on

This is a white label solution, that seamlessly integrates into a brand's ecommerce site.

The end-consumer is able to virtually try-on a garment on their avatar. In order to make the virtual representation/rendering as close as possible to the real world, we:

- scan the real world fabric with a piece of hardware to get its real world physics properties (how does the fabric stretch, bend, etc.)
- obtain the texture of the fabric (how does the light refract from that particular fabric)

This product is in development. We have achieved some extremely promising results in the level of the photorealism of the material/fabric look and drape. In order to make this product market ready, we are currently working on speeding up the performance of our physics cloth simulation component. Currently, we estimate to be able to go live with this product in the next 5-9 months.

Phase 3 – end-to-end custom-fit production system

This is a white label solution, that seamlessly integrates into a brand's ecommerce site.

This solution builds on the technology of Phase 2, and enables the end-consumer to try-on a custom-fit garment virtually, prior to it ever being manufactured.

Upon purchase, for each individual order, our system will generate a unique production ready tech pack (industry term for the document that explains how to cut the fabric, and how to sew the pieces), which we send to the brand's manufacturer.

Our custom-fit algorithm is completely unique, scalable and patentable.

This product is in development. We have achieved some extremely promising results with our unique approach. This product cannot be fully market ready until Phase 2 is complete. With that in mind, currently, we estimate to be able to launch this solution in 9-14 months.

API/SDK

In order to support Phase 1, 2 and 3, we have developed an API/SDK, so that our technology can be seamlessly integrated into our partner brands' ecommerce sites.

The aesthetic look of our products is completely customizable to seamlessly blend in with the aesthetic look of the partner brands' site.

The API/SDK has all the necessary features complete to support Phase 1 and 2 of our solution.

Dashboard for brands

- For Phase 1 and Phase 2:
 - This dashboard enables us to collect the necessary data that we need to support the services
 - Provides insights on how our solution is helping brands reduce returns and increase online conversions
 - This dashboard has all the necessary features complete to facilitate our launch
- For Phase 3:
 - This dashboard will facilitate the communication between the brands and their manufacturers to enable them to fulfill unique custom-fit made-to-order purchases
 - The first iteration of this dashboard has been mocked up, and will slowly be built out over the next 9-14 months

Value to the brands

Based on analyzing competitive products, our expectations/estimations are that our products will provide the following value to the brands:

- **Phase 1 (Size Recommendation):**
 - decrease the online return rate by at least 6%,
 - Increase online conversions by at least 16%
- **Phase 2 (Virtual Try On):**
 - decrease the online return rate by at least 30%
 - increase online conversions by at least 45%
- **Phase 3 (Custom-Fit):**
 - reduce return rate by 90%
 - by eliminate overproduction increase net margins per item sold, despite the higher production cost,
 - Increase the size of the customer base by 2-3x, by enabling brands to sell to customers of any body shape and size

Please note that these are estimates, and we will only be able to confirm the validity of these estimates once the product is live in the market, and we have real world data.

Business Model

Our API seamlessly integrates with the brands ecommerce site.

- Phase 1 - \$0.02 / weekly active user yields \$1000-\$20,000/month per brand
- Phase 2 - \$0.05-\$0.08 / API call yields \$5,000-\$200,000/month per brand
- Phase 3 - 5-7.5% of sale yields \$15,000-\$600,000/month per brand

***The monthly revenue above only accounts for brand with less than \$150M/yr revenue. This does not account for multinationals which would be **significantly higher**.

Market Size

- There are over 38,000 apparel brands worldwide, which make up a \$1.8 Trillion market
- Currently Phase 3, our on-demand production model, works for fashion brands priced at \$80 and above. With this number in mind, the addressable market is currently \$304.5 billion.
- It is our assessment that the Serviceable Addressable Market (SAM) for:
 - Phase 1 is \$4B+
 - Phase 2 is \$40B+
 - Phase 3 is \$20B+
- Making the total market opportunity for this type of technology at least \$64B

Milestones for the next 12 months, and associated risks/hurdles for achieving them

- **February 2024** – launching Phase 1 (Size Recommendation) with our first brand customer
 - Phase 1 product is complete end-to-end
 - We have our first customer lined up
 - The largest risk with associated with us missing this timeline, is that the onboarding process takes longer than expected
 - If that is the case our launch could split into March/April. We believe it to be highly unlikely that it would slip any further
- **October 2024** – onboard 20 brand customers by October 2024 on the Phase 1 product
 - If we onboard 7 emerging designers (example: \$3M in revenue), 11 smaller brands (example: \$20M in revenue), and 4 mid-sized brands (example: \$150M in revenue), we will generate around \$100k in revenue.
 - The risk associated are:
 - it might be more difficult to clients than expected, until we collect 3-6 months of data from at least 1 brand on how our technology is impacting their returns and conversions
 - we may only manage to each 25% of 50% of that goal
- **July – October, 2024** – launching Phase 2 (Virtual Try-On) with our first brand customer
 - Phase 2 of our product has been in development for 1.5 years
 - We believe we see a clear path to completion
 - That being said, until the product is fully complete, there is always a technology risk that it will not perform as expected, and that the timeline needs to be extend
- **October 2024 – March 2025** – launching Phase 3 (custom-fit production) with our first brand customer

- This timeline is contingent on Phase 2. If Phase 2 is delayed, this component is likely to be delayed also
- Even though we have the algorithm fully conceptualized, and have been working on it extensively for 1 year, there is a large technology risk associated with this product
- Even more so than with Phase 2, this has never been done before. Therefore, until it fully works, and it is very possible that the timeline may need to be extended

Contracts / Letters of intent

- 8 brands have signed a letter of intent with us
- 1 brand has signed a pilot contract
- We are working on 2 more pilot contracts as we speak

Team

Our leaderships' backgrounds ideally complement each other to form the perfect team: we have business, tech and fashion backgrounds, all of which are integral to making our vision a reality:

Kirill Moisyeyev - CEO - successfully launched three other revenue-generating businesses in completely different industries including alcohol, video cloud processing and VR entertainment.

<https://www.linkedin.com/in/kirill-moisyeyev-463a6b2b/>

Nathan Huntoon - CTO - a PHD, ex-professor and Director of the Innovation Gymnasium at SMU in Dallas. On top of this, he has 15+ years of deep tech industry experience. Since leaving academia to work in industry, Nathan has led automation, robotics and computer vision efforts at Pepsi/Frito Lay, and development of many classified projects at a top private defense contractor SDR, prior starting his own startup to build hardware to improve ML processing in data centers.

<https://www.linkedin.com/in/nathan-huntoon-2b965857/>

Eric Alford - Head of Engineering - 5 years of VP of Engineering experience, as well as 12 years of development experience. Took his first engineering team from 4 to 40 members, and managed a team of 150 at another scale up. His wealth of experience will help scale both the architecture and the team. <https://www.linkedin.com/in/alforderic/>

James Watt - James's rich 20 year career includes being the Lead Corporate Buyer at Nordstrom, Director of Sales at Peter Millar and Vice President of Holt Renfrew. As a fashion industry leader, he has successfully led and transformed sales teams, streamlined operations and led marketing efforts to reach aggressive sales targets within the luxury fashion retail space.

<https://www.linkedin.com/in/jameswattrealestate/>

Ryan Amore - Chief Fashion Officer - Throughout his extensive 14-year career, Ryan has cultivated a profound and diverse expertise across various facets of the fashion industry, encompassing product development, commercial collaborations, marketing initiatives, and operational management. Distinguished as a globally recognized authority in the realm of garment fit, Pattern making, and digital apparel development, Ryan has had the privilege of collaborating with esteemed brands such as Aritzia, LuLuLemon, and Kotn to name a few.

<https://www.linkedin.com/in/ryan-amore-b229b784/>

Over the past two years, we have worked with world class CV/ML engineers with PHD's, Post-Docs, and garment construction engineers with decades of experience.

Founding Team Members

The current full time supporting team is as follows:

Abraham Pilcer - CV/ML Engineer - M.S. with 15+ years of CV/ML experience. 3x Chief Scientist.
<https://www.linkedin.com/in/avipil/>

Vitaliy Isikov - Front End Engineer - 15+ years of Front End experience, including at Amazon.
<https://www.linkedin.com/in/vitaliyisikov/>

Benjamin Tiessen - Back End Developer - 6 years of experience
<https://www.linkedin.com/in/codeliger/>

Part time:

Andreea Bunica - Head of Made-to-Fit - Ex-lecturer and 2x founder in the XR/3D Vertical
<https://www.linkedin.com/in/andreea-bunica-a8b76915b/>

Use of funds from this raise

- The founders have never drawn salary (1.5-3 years), and everyone else on the team has taken incredibly large pay cuts to be part of this vision.
- Everyone on the team currently had high six figure roles previous, yet our current burn for 9 team members is only \$20,000 CAD/month.
- We will stretch your investment dollars.
- Raising \$100,000 CAD would provide us with an additional 5 months of runway, and will enable us to ensure that we can:
 - Get to market and start generating revenue with Phase 1 of our product
 - Get to keep working and potentially complete Phase 2 of our product

Where do we see the business in 4 years

Over the next 4 years, we expect Phase 1 and Phase 2 to be the primary revenue driver for The Fitting Room.

- Our goal by the end of 2027 is to generate \$100M in revenue.
- To reach 100M in ARR in the next 4 years, we would need to onboard:
 - 280 Emerging Designers (Ex. \$3M/yr in rev) would generate ~\$24M in ARR
 - 56 smaller brands (Ex. \$20M/yr in rev) would generate ~\$37M in ARR
 - 13 Mid-Sized brands (Ex. \$150M/yr in rev) would generate ~\$47M in ARR
- Landing just a few multi-national brands would accomplish the same result.
- To put this in perspective, there are over 38,000+ brands worldwide

Where do we see the business in 10 years

- Over the next 10 years, our goal is make Phase 3 our primary revenue driver, and make custom-fit apparel accessible and affordable to the everyday shopper.
- Currently the business model of Phase 3 only works for mid-priced brands that start at \$80+
- Our goal is to make the unit economics of custom-fit made-to-order production to work for brands of all sizes
 - To enable this, we will need to move away from overseas manufacturing, to localized manufacturing with robotic sewing
 - This will not only cut down on production costs, but will enable us to deliver custom-fit products to the customer extremely fast
 - Current production time for custom-fit would be around 2 weeks
 - With localized manufacturing we could cut that down to 2-3 days, and eventually potentially even same day.

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3.2 Incorporation details

The Fitting Room Canada Inc. is a Canadian Controlled Private Corporation registered federally.
[Here is the link to the Document](#)

Extra provincially registered in Ontario
[Here is the link to the Document](#)

3.3 Link to Shareholder’s agreement

United Shareholder’s Agreement
[Here is the link to the Document](#)

3.4 Operational Status

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 Financial Statements

The company is pre-revenue. Financial Statements are not included as part of this offering document.

3.6 The number and type of securities of the issuer outstanding as at the date of the offering document

Common Class A Shares	Common Class B Shares	Common Class C Shares	Class B Stock Options Issued	SAFEs	Convertible Notes
Equity, Voting, Founder Restricted Shares	Equity, Non-Voting	Equity, Voting	Converted into Common Class B Shares	Converted into the same shares as the next priced round	Converted into the same shares as the next priced round
7,788,000	585,000	834,234	502,788	USD\$51,300 @USD\$5,000,000 Valuation Cap	USD\$82,300 @USD\$10,000,000 Valuation Cap
				USD\$40,000 @USD\$8,000,000 Valuation Cap	CAD\$53,500 @USD\$10,000,000 Valuation Cap
				USD 573,975 @USD\$10,000,000 Valuation Cap	

Item 4: MANAGEMENT

For longer descriptions of experience relevant to the issuers business, please refer to Team section above.

Full legal name, municipality of residence and position at issuer	Kirill Moisyeyev, Toronto, Canada (CEO)
Principal occupation for the last 5 years	CEO of The Fitting Room President of Divrge Inc.
Expertise, education, and experience that is relevant to the issuer's business	previously launched 3 revenue generating businesses
Number and type of securities of the issuer owned	2,888,000 Class A Common Shares
Date securities were acquired and price paid for the securities	100,000 Class A on Nov 14, 2019 @CAD\$ 0.00001 2,788,000 on Oct 7, 2020 @CAD\$ 0.00001
Percentage of the issuer's securities held as of the date of this offering document	29.5%

Full legal name, municipality of residence and position at issuer	Nathan Huntoon, Dallas, Texas. (CTO) Intends to relocate to Canada this year.
Principal occupation for the last 5 years	CTO of The Fitting Room, CTO of Six Foot Plus Systems, Staff Systems Engineer at DRS
Expertise, education, and experience that is relevant to the issuer's business	PHD, Ex-professor at SMU in Dallas 15 years of industry deep tech experience incl. classified projects at a top defence company
Number and type of securities of the issuer owned	1,600,000 Class A Common Shares, \$113k USD SAFE
Date securities were acquired and price paid for the securities	1,200,000 Class A on June 13, 2022 @USD\$0.0001 400,000 Class A on November 22, 2023 @USD\$0.0023 SAFE for USD\$83,000 on Sept 23, 2022 SAFE for USD\$30,000 on Dec 15, 2022
Percentage of the issuer's securities held as of the date of this offering document	16.34%

Full legal name, municipality of residence and position at issuer	Eric Alford, Phoenix, Arizona. (Head of Engineering) Intends to relocate to Canada this year.
Principal occupation for the last 5 years	Head of Engineering of The Fitting Room, VP of Engineering at Artisan Studios, V P of Engineering at Money Lion
Expertise, education, and experience that is relevant to the issuer's business	built up and managed a team of 150
Number and type of securities of the issuer owned	1,100,000 Class A Common Shares
Date securities were acquired and price paid for the securities	800,000 Class A on Nov 09, 2022 @USD\$0.0001 300,000 Class A on November 22, 2023 @USD\$0.0023
Percentage of the issuer's securities held as of the date of this offering document	11.24%

Full legal name, municipality of residence and position at issuer	James Watt (Chief Revenue Office)
Principal occupation for the last 5 years	CRO of The Fitting Room, President and Founder of B.G.J. Inc.
Expertise, education, and experience that is relevant to the issuer's business	20 years of experience growing luxury fashion retailers and brands including Nordstrom, Peter Millar and Holt Renfrew
Number and type of securities of the issuer owned	500,000 Class A Common Shares - Restricted
Date securities were acquired and price paid for the securities	500,000 Class A on Dec 18, 2023
Percentage of the issuer's securities held as of the date of this offering document	5.11%

Full legal name, municipality of residence and position	Ryan Amore, Vancouver BC (Chief Fashion Officer)
Principal occupation for the last 5 years	Chief Fashion Officer of The Fitting Room, Owner of Ryan Amore Inc.
Expertise, education, and experience that is relevant to the issuer's business	a world renowned technical pattern engineer and has worked with clients such as Aritzia, Lululemon, Kotn to name a few
Number and type of securities of the issuer owned	300,000 Class A Common Shares – Restricted
Date securities were acquired and price paid for the securities	100,000 Class A on March 21 st , 2023 @USD\$0.0001/share 200,000 Class A on November 22, 2023 @ USD\$0.0026/share
Percentage of the issuer's securities held as of the date of this offering document	3.06%

Full legal name, municipality of residence	Christopher Creatura, Toronto, ON (Board Member)
Principal occupation for the last 5 years	General Partner of Corse Ventures, Owner of Conway Merchants, CFO, Live Patrol Inc., Board Member – The Fitting Room
Expertise that is relevant to the issuer's business	Active Early Stage Investor, Investment Banker, CFO
Number and type of securities of the issuer owned	288,913 Class C shares 123,288 Class B Stock Options 32,000 USD SAFE 59,000 USD in Convertible Notes
Date securities were acquired and price paid for the securities	288,913 Class C Common on Jan 25, 2021 @USD \$0.13845 Convertible Note for USD\$ 40,000 on Nov 1, 2021 Convertible Note for USD\$ 13,500 on Nov 20, 2022 SAFE for USD\$ 32,000 on Jan 30, 2023 98,288 Class B Options Jan 30, 2023 @USD\$ 0.0001 25,000 Class B Options Nov 10, 2023 @USD\$ 0.0023 Convertible Note for \$5,500 on Nov 10, 2023
Percentage of the issuer's securities held as of the date of this offering document	4.21%

4.2

While not earning any salary from The Fitting Room, Kirill Moisyeyev, had overextended his personal finances and had to enter into a consumer proposal on July 20, 2023, where his personal debt of \$69,722 CAD was consolidated and reduced to \$22,800 CAD. His account is in good standing, as he is continuing to pay down the amount.

Item 5: CROWDFUNDING DISTRIBUTION

5.1 Name of the Funding Portal

Backers Securities Inc.

5.2 Jurisdictions for Crowdfunding

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 Closing Date (and Any Amendments)

- a) April 30th, 2024
- b) This disclaimer was added to Item 1:

“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.”

5.4 Type of Securities being offered

Common shares

5.5/5.6 Rights of Securities being offered

The Security offered are Non-Voting Common Class B shares.

[As per the Unanimous Shareholder's Agreement](#), these shares have right of first refusal, tag-along, drag-along, and pre-emptive rights. Please review the Unanimous Shareholder's Agreement for further details.

5.7 Amount of Securities being offered

	Total amount (\$)	Total number of securities issuable
Minimum offering amount	CAD \$10,000	8,130 Class B Common Shares
Maximum offering amount	CAD \$200,000	162,740 Class B Common Shares
Price per security	CAD \$1.23	

5.8 Minimum investment per purchaser

\$100 CAD

5.9

“Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to The Fitting Room Canada Inc. that are raised using other prospectus exemptions.”

Item 6: USE OF FUNDS

6.1 Previously Raised

<i>Round Name / Exemption</i>	<i>Amount Raised</i>	<i>Valuation</i>	<i>Closing Date / Latest SAFE date</i>
Round 1 (Family and Friends)	\$75,500 USD	converted into shares on @ USD\$0.13845 / share	Jan 25, 2021
Round 1 (Accredited Investor)	\$40,000 USD	converted into shares on @ USD\$0.13845 / share	Jan 25, 2021
Round 2 (Family and Friends)	\$51,300 USD	SAFE at a USD\$ 5M Valuation Cap	May 15, 2021
Round 3 (Accredited Investor)	\$40,000 USD	SAFE at a USD\$ 8M Valuation Cap	August 1, 2021
Round 4 (Accredited Investors)	\$286,000 USD	SAFE/Convertible Notes at a USD \$10M Val Cap	Rolling Close, latest on Nov 10, 2023
Round 4 (Family, Friends, Founders)	\$411,429 USD	SAFE/Convertible Notes at a USD \$10M Val Cap	Rolling Close, latest on Feb 5, 2024
TOTAL	\$904,229 USD		

The entirety of the funds have been used for the Research and Development of the technology.

6.2 From This Raise

Description of intended use of funds listed in order of priority	Assuming minimum offering amount	Assuming maximum offering amount
Research and Development		50%
Developers to deploy Phase 1	100%	30%
Sales and Marketing efforts		20%

Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS

None.

Item 8: COMPENSATION PAID TO FUNDING PORTAL

8% of gross proceeds. CAD \$299/month listing fee

Item 9: RISK FACTORS

- a) Technology Risk on Phase 2 and Phase 3 of our solution:
 - a. Even though we have made great progress on both of those technologies, there is still risk on both.
 - b. The risk is lower on Phase 2 as we are closer to getting this solution to work, but it is definitely still high on Phase 3
- b) Adoption risk from brands:
 - a. We have LOIs and we are solving a much needed problem for them, but it is possible that the uptake for all of our products will be slower from brands than expected.
- c) Adoption risk from the end-users:
 - a. It is possible that users will not be willing to scan as readily as we expect.

Item 10: REPORTING OBLIGATIONS

- 10.1 The CEO will provide at a minimum a quarterly update over email to the investors.
- 10.2 Shareholders upon request can receive copies of the Annual Financial Statements
- 10.3 Each Shareholder that holds less than 3% of the issued and outstanding Shares from time to time will, if requested by the Corporation, enter into a voting designate agreement in the form prescribed by the Corporation, which agreement will grant the Chief Executive Officer, the Chief Operating Officer, or another officer or director of the Corporation, an irrevocable power of attorney to act as such Shareholder's duly authorized attorney with respect to the exercise of voting and other shareholder rights attached to the Shares held by such Shareholder.

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

"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 The Fitting Room Canada Inc. to buy these securities, or**
- b) to damages against The Fitting Room Canada Inc. 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

“This offering document does not contain a misrepresentation.”



Feb 15, 2024

Kirill Moisyeyev
CEO

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