

Form 45-106F19 Listed Issuer Financing Document

Offering Document under the Listed Issuer Financing Exemption

December 12, 2024

Icarus Capital Corp.

(the "Icarus" or "Issuer")

What are we offering?

Offering: A minimum of 1,265,000 and a maximum of 2,186,666 units of the Issuer (the "Units") at a price of \$0.10 per Unit. Each Unit consists of one (1) common share of the Issuer (a "Unit Share") and one-half of one common share purchase warrant. A full warrant (a "Warrant") is exercisable into one (1) common share at a price of \$0.10 (a "Warrant Share") for a period of 36 months (the "Offering"). Units Shares, Warrants, and Warrant Shares are sometimes referred to herein as "Securities".

Offering Amount: A minimum of 1,265,000 Units and a maximum of 2,186,666 Units, for minimum gross proceeds of \$126,500 and maximum gross proceeds of \$218,667, respectively.

Finders: The Issuer will not pay finder's fees in connection with the Offering

Closing Date: On or about January 27, 2025.

Exchange: The common shares of the Issuer are listed on the TSVX under the trading symbol "ICRS").

Last Closing Price: On the most recent active closing prior to the date of this document, the closing price of the Issuer's common shares on the TSXV was \$0.03.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Issuer is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions.

In connection with this Offering, the Issuer represents that the following is true:

- The Issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$5,000,000.

- The Issuer will not close this offering unless the Issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains “forward-looking information” within the meaning of applicable Canadian and United States securities laws, which is based upon the Issuer’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this Offering Document are made only as of the date of this Offering Document.

Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Issuer. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to:

- the anticipated closing date of the Offering;
- general business and economic conditions;
- the intention to complete the listing on the TSXV of the Unit Shares and the Warrant Shares;
- the anticipated use of the net proceeds of the Offering;
- the terms of the Offering (including the manner of distribution);
- financial and other projections, future plans, objectives, performance, revenues, growth, profits or operating expense;
- the use of available funds;
- the Issuer’s plans to develop, obtain regulatory approval for and commercialize its lead product candidates;
- the Issuer’s expectations regarding its revenue, expenses and operations;
- requirements for additional capital and future financing options;
- acceptance of the Issuer’s products in different markets;
- the intended outcome of collaborations with third parties;
- expectations with respect to changes to applicable regulatory regimes;
- the Issuer’s treatment under regulatory regimes and applicable laws;

- the Issuer’s anticipated agreements with third parties, including, without limitation, the terms thereof, the timing of such agreements, the expected outcomes of such agreements and the geographic locations of such parties;
- plans related to marketing, distribution and production;
- future plans, objectives or economic performance, or the assumption underlying any of the foregoing;
- the Issuer’s planned business objectives; and
- other expectations of the Issuer.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Issuer has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Issuer and the risks and challenges of its business, investors should review the Issuer’s annual filings that are available at www.sedarplus.ca. The Issuer provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Issuer disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is our Business?

Icarus is in the entertainment business and presently operates “Yuk Yuk’s” Comedy Clubs in Alberta and BC; Icarus hosts live comedy events in theatres and other venues throughout British Columbia and Alberta.

Recent developments

On March 14, 2022, the Issuer announced that it had successfully completed its initial public offering (the “Offering”) of 2,000,000 common shares (the “Shares”) for gross proceeds of \$200,000 through its agent, Leede Jones Gable Inc. (the “Agent”). In connection with the Offering, the Agent received a cash commission equal to 10% of the gross proceeds of the Offering. In addition, the Agent was granted non-transferable warrants to purchase up to 200,000 Shares at a price of \$0.10 per Share which may be exercised for a period of 5 years from listing. The Agent was also paid an administration fee for its services in connection with the Offering, plus disbursements. The board of directors of the Issuer at the time consisted of Garry Yuill (CEO/President/director), Kenneth Wall (CFO/director), Greg Mulvey (director), Thomas Bell (director) and Howard Blank (director). An aggregate of 400,000 stock options were also been granted to the directors and officers of the Corporation to acquire Shares of the Issuer at an exercise price of \$0.10 per Share which may be exercised for a period of 5 years from listing. The Issuer received approval of its application to list its common shares on the TSX Venture Exchange (“TSX-V”). The Issuer’s common shares were listed on the TSX-V on March 14, 2022.

On September 9, 2022 the Issuer announced that it had entered into a letter of intent ("LOI") as at September 6, 2022 outlining the planned acquisition of 100% of the issued and outstanding shares of 1401935 Alberta Ltd ("1401935") - dba "Yuk Yuk's Comedy Club". The acquisition (the "Acquisition") of 1401935 was completed pursuant to a binding purchase agreement (the "Definitive Agreement") which was entered into between Icarus and 1401935. Icarus subsequently became the operator of a Yuk's Comedy Club.

In a concurrent transaction, the Issuer executed a trademark license agreement (the "TLA") with Yuk Yuk's Inc. ("Yuk Yuk's") and be granted the exclusive rights to use Yuk Yuk's trademarks worldwide, as outlined in the TLA. This includes Yuk Yuk's branded social media accounts, the right to use existing content and the right to produce additional digital audio and video content. In addition, Icarus has the right to exploit, and host Yuk Yuk's branded shows.

The acquisition of 1401935 and the TLA constituted the Issuer's qualifying transaction (the "Qualifying Transaction" or "Transaction") pursuant to TSX Venture Exchange (the "Exchange" or "TSXV") Policy 2.4 – Capital Pool Companies ("Exchange Policy 2.4") and wase effective upon the Exchange's issuance of the Final QT Exchange Bulletin. The parties to the proposed Qualifying Transaction were at arm's length.

1401935 is a private Issuer incorporated in Alberta which operates a Yuk Yuk's franchise comedy club in the Elbow River Casino in Calgary, Alberta. 1401935 has successfully operated the comedy club for 13 years.

On March 23, 2023 the Issuer announced that its Qualifying Transaction had been conditionally approved by the TSX Venture Exchange and that it was is expected to close on or before June 15, 2023 as per a filing statement which was posted and available for review at www.sedarplus.ca. The Qualifying Transaction included two concurrent financings as noted in the announcement. The Issuer also confirmed the terms of the Qualifying Transaction.

On June 13, 2023 the Issuer announced that the Qualifying Transaction had been extended with the consent of the TSX Venture Exchange and was expected to close on or before September 13, 2023.

On June 29, 2023 the Issuer announced the results of its annual general and special meet of shareholders held on June 29, 2023. The Issuer announced that Messrs. Garry Yuill, Kenneth Wall, Greg Mulvey, Thomas Bell and Howard Blank were elected as directors; Garry Yuill remained the President and Chief Executive Officer and Kenneth Wall remained Chief Financial Officer. D+H Group LLP, Chartered Accountants, were re-appointed as the auditor. The Issuer's 10% rolling stock option plan was renewed by shareholders.

On September 13, 2023 the Issuer announced a further extension of the Qualifying Transaction to September 29, 2023.

On September 29, 2023 the Issuer announced the closing of its Qualifying Transaction. The Issuer also announced amendments to the two previously announced concurrent financings since the publication of the Filing Statement. The "Additional Distribution Financing" (as defined in the Filing Statement) was \$189,211 (as opposed to 'up to \$100,000' as previously disclosed) and this resulted in the issuance of 1,720,100 common shares (as opposed to a maximum of 909,091 common shares as previously

disclosed). With respect to the Additional Distribution Financing, Icarus paid finders fees of \$7,706 to qualified parties.

The “Convertible Debenture Financing” (as defined in the Filing Statement) was \$79,000 (as opposed to ‘up to \$200,000’ as previously disclosed). The entire \$79,000 was taken up by Garry Yuill (CEO).

On February 5, 2024 the Issuer announced that it had entered into an agreement with Now Global Distribution Inc. (“Now Global”) to assume the duties and benefits of several entertainment contracts owned by Now Global. Pursuant to the transaction (the “Transaction”) Icarus acquired the rights to two theatre shows scheduled at the White Rock Players club in 2024. This included ticket revenues for the events, sold both prior to and after the execution of the agreement. The Transaction was a non-arms-length transaction with Eric Y. Lapointe, COO, of Icarus.

The consideration payable was 200,000 Common shares of Icarus (issued at a deemed value equal to the market close on the day prior to the date of issuance).

On February 28, 2024 the Issuer announced that it had received TSXV approval of the Now Global Transaction.

On March 1, 2024 the Issuer announced the resignation of CFO Ken Wall.

On April 29, 2024 the Issuer announced its results for the year ended December 31, 2023.

On May 30, 2024 the Issuer announced its results for the three months ended March 31, 2024.

On June 4, 2024 the Issuer announced the granting of incentive stock options in accordance with its Stock Option Plan.

On June 28, 2024 the Issuer announced the results of its annual general and special meet of shareholders, held on June 28, 2024. The Issuer announced that Messrs. Garry Yuill, Kenneth Wall, Greg Mulvey, Thomas Bell and Howard Blank were elected as directors. D+H Group LLP, Chartered Accountants, was re-appointed as the auditor. The Issuer’s 10% rolling stock option plan was renewed by shareholders. The non-arm’s length acquisition of all the outstanding shares of Yuichi Inc. from Garry Yuill, CFO was approved; acquisition added Yuk Yuk’s Comedy Club (Surrey) to Icarus Capital Corp.’s operations.

On August 7, 2024 the Issuer announced its results for the six months ended June 30, 2024. The Issuer also announced that regulatory approval had been obtained to the non-arm’s length acquisition referred to in the June 28, 2024 press release.

More information may be found at: <https://www.icaruscapital.ca/news>

USE OF AVAILABLE FUNDS

What will our available funds be upon closing of the Offering?

As outlined in the table below, the Issuer’s available funds following closing of the Minimum Offering is expected to be approximately \$0 and following closing of the Maximum Offering is expected to be approximately \$78,167.

| | | Minimum Offering | Maximum Offering |
|---|-------------------------------------------------------------------------|-----------------------------|-----------------------------|
| A | Amount to be raised by this Offering: | \$126,500 | \$218,667 |
| B | Selling commissions & fees: | \$10,000 | \$24,000 |
| C | Estimated Offering costs: <i>(e.g. legal, accounting, audit)</i> | \$6,000 | \$6,000 |
| D | Net proceeds of Offering: <i>(D = A – (B + C))</i> | 110,500 | \$188,666 |
| E | Working capital as at September 30, 2024: | \$(110,500) | \$(110,500) |
| F | Additional sources of funding: | \$Nil | \$Nil |
| G | Total available funds: <i>(G = D + E + F)</i> | \$0 | \$78,166 |

How will we use the available funds?

| | Description of intended use of available funds listed in order of priority | Minimum Offering | Maximum Offering |
|---|----------------------------------------------------------------------------|-----------------------------|-----------------------------|
| A | General working capital | Nil | \$58,166 |
| B | Video cameras, equipment and contractors | Nil | \$20,000 |
| G | Total available funds: <i>(G = D + E + F)</i> | Nil | \$78,166 |

Working capital may include payments to the CEO and CFO in salaries as part of their regular compensation.

Icarus' most recently filed audited annual financial statements and interim financial report include a going concern note. This offering is anticipated to address any uncertainties that affect the decision

on whether a going concern note is included in your next annual financial statements as, with the maximum raise, it will provide sufficient funds to cover any shortfall in working capital.

The above noted allocation represents the Issuer's current intentions with respect to its use of available funds based on current knowledge, planning and expectations of management of the Issuer. Although the Issuer intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Issuer's ability to execute its business plan and financing objectives.

How have we used the other funds we have received in the last 12 months?

No other funds have been raised in the past 12 months.

FEES AND COMMISSIONS

Who are the dealers and finders that we have engaged in connection with this Offering, if any, and what are their fees?

The Issuer does not expect to pay finder's fees and has not engaged a dealer in connection with the Offering.

PURCHASERS RIGHTS

Rights of action in the Event of Misrepresentation

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

- (a) to rescind your purchase of these securities with the Issuer, or**
- (b) to damages against the Issuer and may, in certain jurisdictions, have a 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 Shares.

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

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal advisor.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Issuer's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Issuer's profile on the System for Electronic Document Analysis and Retrieval Plus (SEDAR+) at www.sedarplus.ca.

For further information regarding the Issuer, visit our website at: www.icaruscapital.ca.

CERTIFICATE

Dated: December 12, 2024

This offering document, together with any document filed under Canadian securities legislation on or after December 12, 2024 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Icarus Capital Corp.

"Eric Lapointe"

Chief Executive Officer

"Garry Yuill"

Chief Financial Officer