

Relationship:

Executive Officer

□ Director

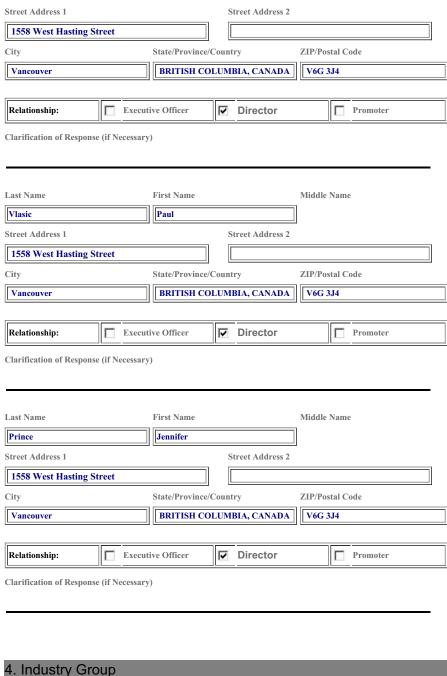
☐ Promoter

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

1 leguere Identity			
1. Issuer's Identity CIK (Filer ID Number)	Previous Name(s)	<b>▼</b> None	Entity Type
T-	Trevious Name(s)	14 Hone	
0001701963			• Corporation
Name of Issuer			C Limited Partnership
Versus Systems Inc.  Jurisdiction of			C Limited Liability Company
Incorporation/Organization			C General Partnership
BRITISH COLUMBIA,			C Business Trust
CANADA			C Other
Year of Incorporation/Organiz	zation		
Over Five Years Ago Within Last Five Years			
(Specify Year)			
C Yet to Be Formed			
2. Principal Place of	f Rusiness and	Contact Inf	ormation
Name of Issuer	Dusiness and	Oortaat IIII	omation
Versus Systems Inc.			
Street Address 1		Street Address 2	
1558 WEST HASTINGS STRE	FT	Street Address 2	
City	State/Province/Country		
VANCOUVER	BRITISH COLUMBI CANADA	IA, V6G 3J4	310-242-0228
2 Polated Paragna			
3. Related Persons			
Last Name	First Name		Middle Name
Pierce	Matthew		
Street Address 1		Street Address 2	I
1558 West Hasting Street			
City	State/Province/Cou	ntry	ZIP/Postal Code
Vancouver	BRITISH COLUM		V6G 3J4
vancouver	BRITISH COLU	VIBIA, CANADA	V0G 334
Relationship:	xecutive Officer	Director	Promoter
Clarification of Response (if Nece	essary)		
			Middle Name
Last Name	First Name		
Last Name Finster			
Finster	First Name	Street Address 2	
Finster Street Address 1		Street Address 2	
Finster Street Address 1  1558 West Hasting Street	Craig		
Finster Street Address 1		ntry	ZIP/Postal Code

Last Name	1	First Name		Middle !	Name
Peachy		Alex			
Street Address 1			Street Address 2	l	
1558 West Hasting Str	reet				
City		State/Province/C	Sountry	ZIP/Post	tal Codo
	<del></del> 1			V6G 3	
Vancouver		BRITISH COL	LUMBIA, CANADA	V6G 3	J4
			- · ·		_
Relationship:	Executiv	e Officer	Director		Promoter
Clarification of Response	(if Necessary)				
Last Name	1	First Name		Middle !	Name
Armour		Amanda			
Street Address 1		****	Street Address 2	I	
	·oot	1	Sirect Address 2		1
1558 West Hasting Str					
City		State/Province/C	· .	ZIP/Post	
Vancouver		BRITISH COI	LUMBIA, CANADA	V6G 3.	J4
Relationship:	Executive	e Officer	Director		Promoter
Peymani		Keyvan			
Street Address 1	•		Street Address 2	I	
Street Address 1  1558 West Hasting Str	reet		Street Address 2	ı	
1558 West Hasting Str		State/Province/C		ZIP/Post	tal Code
1558 West Hasting Str				ZIP/Post	
1558 West Hasting Str			Country		
1558 West Hasting Str			Country		
1558 West Hasting Str City Vancouver  Relationship:	Executiv	BRITISH COI	Country LUMBIA, CANADA		J4
1558 West Hasting Str City Vancouver  Relationship:  Clarification of Response	Executiv (if Necessary)	BRITISH COI	Country LUMBIA, CANADA		Promoter
1558 West Hasting Str City  Vancouver  Relationship:  Clarification of Response	Executiv (if Necessary)	re Officer	Country LUMBIA, CANADA	V6G 3.	Promoter
1558 West Hasting Str City Vancouver  Relationship:  Clarification of Response  Last Name  Tingle	Executiv (if Necessary)	e Officer First Name	Country LUMBIA, CANADA	V6G 3.	Promoter
1558 West Hasting Str City Vancouver  Relationship:  Clarification of Response  Last Name  Tingle	Executiv (if Necessary)	e Officer First Name	Country  LUMBIA, CANADA  Director	V6G 3.	Promoter
1558 West Hasting Str City  Vancouver  Relationship:  Clarification of Response  Last Name  Tingle  Street Address 1  1558 West Hasting Str	Executiv (if Necessary)	e Officer First Name	Country  LUMBIA, CANADA  Director  Street Address 2	V6G 3.	Promoter Name
1558 West Hasting Str City  Vancouver  Relationship:  Clarification of Response  Last Name  Tingle  Street Address 1  1558 West Hasting Str	Executiv (if Necessary)	e Officer  First Name  Brian  State/Province/C	Country  LUMBIA, CANADA  Director  Street Address 2	W6G 3.	Promoter Name
Tingle  Street Address 1  1558 West Hasting Street Address 1  1558 West Hasting Street City	Executiv (if Necessary)	e Officer  First Name  Brian  State/Province/C	Country  LUMBIA, CANADA  Director  Street Address 2  Country	Middle P	Promoter Name
City  Vancouver  Relationship:  Clarification of Response  Last Name  Tingle  Street Address 1  1558 West Hasting Str  City  Vancouver	Executiv (if Necessary)	e Officer  First Name  Brian  State/Province/C  BRITISH COI	Street Address 2  Country  LUMBIA, CANADA  Street Address 2  LUMBIA, CANADA	Middle P	Promoter  Name  tal Code
Tingle  Street Address 1  1558 West Hasting Street Address 1  1558 West Hasting Street City	Executiv	e Officer  First Name  Brian  State/Province/C	Country  LUMBIA, CANADA  Director  Street Address 2  Country	Middle P	Promoter Name
I 1558 West Hasting Str City  Vancouver  Relationship:  Clarification of Response  Last Name  Tingle  Street Address 1  I 1558 West Hasting Str City  Vancouver  Relationship:	Executiv  (if Necessary)	e Officer  First Name  Brian  State/Province/C  BRITISH COI	Street Address 2  Country  LUMBIA, CANADA  Street Address 2  LUMBIA, CANADA	Middle P	Promoter  Name  tal Code  Promoter  Promoter



Health Care C Biotechnology C Health Insurance C Hospitals & Physicians C Pharmaceuticals C Other Health Care	C Retailing C Restaurants Technology C Computers C Telecommunications C Other Technology
C Manufacturing	Travel  C Airlines & Airports
Real Estate	C Lodging & Conventions
C Commercial C Construction C REITS & Finance C Residential C Other Real Estate	C Other Travel C Other
	C Biotechnology C Health Insurance C Hospitals & Physicians C Pharmaceuticals C Other Health Care  C Manufacturing Real Estate C Commercial C Construction C REITS & Finance C Residential

	ue Range		Aggregate No	et Asset Value Range	
C	No Revenues		C No A	ggregate Net Asset Value	
C	\$1 - \$1,000,000			65,000,000	
C	\$1,000,001 - \$5,000,000		C \$5,00	0,001 - \$25,000,000	
C	\$5,000,001 - \$25,000,000			000,001 - \$50,000,000	
0	\$25,000,001 - \$100,000,000			00,001 - \$100,000,000	
С	Over \$100,000,000			\$100,000,000	
•	Decline to Disclose		-	ne to Disclose	
C	Not Applicable		C Not A	Applicable	
-					
6. F	Federal Exemption(soly)	s) and Exclu	usion(s)	Claimed (select a	all that
П	Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505	5		
П	Rule 504 (b)(1)(i)	Rule 506			
П	Rule 504 (b)(1)(ii)	Rule 500			
П	Rule 504 (b)(1)(iii)		es Act Section	4(0)(5)	
		Investm	ient Company	Act Section 3(c)	
7 7	ype of Filing				
1 .	ype or rilling			_	
	New Notice Date of First Sa	le <b>2022-07-18</b>	8	First Sale Yet to Occ	eur
	Amendment				
ОГ					
O. L	Juratian at ()ttoring				
	Ouration of Offering				
	Ouration of Offering the Issuer intend this offering to Is	ast more than one y	ear?	C Yes & No	
		ast more than one y	ear?	C Yes © No	
Does t	he Issuer intend this offering to l				
Does 1	he Issuer intend this offering to be	o Offered (se			
Does t	Type(s) of Securities  Tooled Investment Fund Interests	s Offered (se			
9. 7	Type(s) of Securities  Tooled Investment Fund Interests  Tenant-in-Common Securities	S Offered (Se	elect all	that apply)	
9. 7	Type(s) of Securities  Cooled Investment Fund Interests  Connection Common Securities  Aineral Property Securities	S Offered (se	elect all	that apply)	
9. T	Type(s) of Securities  Tooled Investment Fund Interests  Tenant-in-Common Securities  Timeral Property Securities  Tenantity to be Acquired Upon Exercise of Option, Warrant or	S Offered (See	elect all	that apply)	
9. T	Type(s) of Securities  Tooled Investment Fund Interests  Tenant-in-Common Securities  Tenant-in-Very Securities  The description of the securities of the security to be Acquired Upon	Equity  Debt Option, Warran Acquire Another	elect all	that apply)	
9. T	he Issuer intend this offering to be	Equity  Debt Option, Warran Acquire Another	elect all	that apply)	
9. 7    1   1   1   1   1   1   1   1   1	Type(s) of Securities  Cooled Investment Fund Interests  Connection Common Securities  Alineral Property Securities  Alineral Property Securities  Cecurity to be Acquired Upon Cecurity to Deceroise of Option, Warrant or Other Right to Acquire  Cecurity	Equity  Debt Option, Warrar Acquire Anothe	elect all	that apply)	
9. 7    1   1   1   1   1   1   1   1   1	he Issuer intend this offering to be	Equity  Debt Option, Warrar Acquire Anothe	elect all	that apply)	
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9. 7  I I I I I I I I I I I I I I I I I I	Type(s) of Securities  Cooled Investment Fund Interests  Content Property Securities  Content Property	Equity  Debt  Option, Warran Acquire Anothe  Other (describe)	elect all  nt or Other Ri er Security  ction ombination	that apply)	
9. 7  I I I I I I I I I I I I I I I I I I	he Issuer intend this offering to be be a superintend for the Issuer intend this offering to be could Investment Fund interests  Second Investment Fund interests  Second Investment Fund interests  Second Investment Fund interests  Mineral Property Securities  June Interest	Equity  Debt  Option, Warran Acquire Anothe  Other (describe)	elect all  nt or Other Ri er Security  ction ombination	that apply)	
9. 7  I I I I I I I I I I I I I I I I I I	Type(s) of Securities  Cooled Investment Fund Interests  Content Property Securities  Content Property	Equity  Debt  Option, Warran Acquire Anothe  Other (describe)	elect all  nt or Other Ri er Security  ction ombination	that apply)	
9. T I I I I I I I I I I I I I I I I I I	he Issuer intend this offering to be	Equity Debt Option, Warran Acquire Anothe Other (describe	elect all  nt or Other Ri er Security  ction ombination	that apply)	
9. 7  I I I I I I I I I I I I I I I I I I	Type(s) of Securities  Pooled Investment Fund Interests  Pooled Investment	Equity Debt Option, Warran Acquire Anothe Other (describe	elect all  nt or Other Ri er Security  ction ombination	that apply)	
9. 7  I I I I I I I I I I I I I I I I I I	he Issuer intend this offering to be be a compared to be a countries of the country to be Acquired Upon Exercise of Option, Warrant or other Right to Acquire decurity.  Business Combination of the Compared to the Compared	Equity Debt Option, Warran Acquire Anothe Other (describe	elect all  nt or Other Ri er Security  ction ombination	that apply)	
9. 7  I I I I I I I I I I I I I I I I I I	he Issuer intend this offering to be be a compared to be a countries of the country to be Acquired Upon Exercise of Option, Warrant or other Right to Acquire decurity.  Business Combination of the Compared to the Compared	Equity Debt Option, Warran Acquire Another Other (describe	elect all  nt or Other Ri er Security  ction ombination	that apply)	
9. 7  I I I I I I I I I I I I I I I I I I	he Issuer intend this offering to be be a compared to be a countries of the country to be Acquired Upon Exercise of Option, Warrant or other Right to Acquire decurity.  Business Combination of the Compared to the Compared	Equity Debt Option, Warran Acquire Another Other (describes  tion Transactors with a business coon or exchange offer  nt ay outside \$ 0	elect all  nt or Other Ri er Security  ction ombination	that apply)	
9. 7  I I I I I I I I I I I I I I I I I I	he Issuer intend this offering to be be a continued interests  Jooled Investment Fund Interests  Joineral Property Securities	Equity Debt Option, Warran Acquire Another Other (describes  tion Transactors with a business coon or exchange offer  nt ay outside \$ 0	elect all  nt or Other Ri er Security  ction ombination	that apply)  ight to  C Yes C No	None

(Associated) Broker or Dealer   None   None   (Associated) Broker or Dealer CRD   None   Number
Street Address 1 Street Address 2
888 SAN CLEMENTE DRIVE, SUITE 400 NONE
City State/Province/Country ZIP/Postal Code
NEWPORT BEACH CALIFORNIA 92660
State(s) of Solicitation
NEW YORK
13. Offering and Sales Amounts
Total Offering Amount \$ 3233100 USD □ Indefinite
Total Remaining to be
Sold Sold Sold Sold Sold Sold Sold Sold
Clarification of Response (if Necessary)
The Company issued 6,217,5000 warrants in a private placement
closed concurrently with a registered direct offering. The Company has not received proceeds from the private placement
and will not receive proceeds unless warrants are exercised in cash.
14. Investors
Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,  Number of such non-accredited investors who already have invested in the offering
offering
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total
number of investors who already have invested in the offering:
15. Sales Commissions & Finders' Fees Expenses
Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.
Sales Commissions \$ 0 USD Estimate
Finders' Fees \$ 0 USD Estimate
Clarification of Response (if Necessary)
16. Use of Proceeds
Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above.
If the amount is unknown, provide an estimate and check the box next to the amount.
\$ O USD Estimate
Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## **Terms of Submission**

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Versus Systems Inc.	/s/ Craig Finster	(Craig Einster	Chief Financial Officer	2022-07-27