

FORM D
Notice of Exempt Offering of Securities

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. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
<input type="text" value="0001701963"/>		<input checked="" type="radio"/> Corporation
Name of Issuer		<input type="radio"/> Limited Partnership
<input type="text" value="Versus Systems Inc."/>		<input type="radio"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="radio"/> General Partnership
<input type="text" value="BRITISH COLUMBIA, CANADA"/>		<input type="radio"/> Business Trust
Year of Incorporation/Organization		<input type="radio"/> Other
<input checked="" type="radio"/> Over Five Years Ago		
<input type="radio"/> Within Last Five Years (Specify Year)	<input type="text"/>	
<input type="radio"/> Yet to Be Formed		

### 2. Principal Place of Business and Contact Information

Name of Issuer	<input type="text" value="Versus Systems Inc."/>		
Street Address 1	<input type="text" value="1558 WEST HASTINGS STREET"/>		
Street Address 2	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="VANCOUVER"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6G 3J4"/>	<input type="text" value="310-242-0228"/>

### 3. Related Persons

Last Name	First Name	Middle Name	
<input type="text" value="Pierce"/>	<input type="text" value="Matthew"/>	<input type="text"/>	
Street Address 1	Street Address 2		
<input type="text" value="1558 West Hasting Street"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Vancouver"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6G 3J4"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
<input type="text" value="Finster"/>	<input type="text" value="Craig"/>	<input type="text"/>	
Street Address 1	Street Address 2		
<input type="text" value="1558 West Hasting Street"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Vancouver"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6G 3J4"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name	
<input type="text" value="Peachy"/>	<input type="text" value="Alex"/>		
Street Address 1	Street Address 2		
<input type="text" value="1558 West Hasting Street"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Vancouver"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6G 3J4"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name	
<input type="text" value="Armour"/>	<input type="text" value="Amanda"/>		
Street Address 1	Street Address 2		
<input type="text" value="1558 West Hasting Street"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Vancouver"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6G 3J4"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name	
<input type="text" value="Peymani"/>	<input type="text" value="Keyvan"/>		
Street Address 1	Street Address 2		
<input type="text" value="1558 West Hasting Street"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Vancouver"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6G 3J4"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name	
<input type="text" value="Tingle"/>	<input type="text" value="Brian"/>		
Street Address 1	Street Address 2		
<input type="text" value="1558 West Hasting Street"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Vancouver"/>	<input type="text" value="BRITISH COLUMBIA, CANADA"/>	<input type="text" value="V6G 3J4"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Gahagan"/>	<input type="text" value="Michelle"/>	

Street Address 1

Street Address 2

1558 West Hasting Street

City

State/Province/Country

ZIP/Postal Code

Vancouver

BRITISH COLUMBIA, CANADA

V6G 3J4

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Vlasic

Paul

Street Address 1

Street Address 2

1558 West Hasting Street

City

State/Province/Country

ZIP/Postal Code

Vancouver

BRITISH COLUMBIA, CANADA

V6G 3J4

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Prince

Jennifer

Street Address 1

Street Address 2

1558 West Hasting Street

City

State/Province/Country

ZIP/Postal Code

Vancouver

BRITISH COLUMBIA, CANADA

V6G 3J4

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

#### 4. Industry Group

Agriculture

**Banking & Financial Services**

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

Other Banking & Financial Services

Business Services

**Energy**

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

**Health Care**

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

**Real Estate**

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

Retailing

Restaurants

**Technology**

Computers

Telecommunications

Other Technology

**Travel**

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

#### 5. Issuer Size

**Revenue Range**

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**Aggregate Net Asset Value Range**

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)

**7. Type of Filing**

- New Notice      Date of First Sale        First Sale Yet to Occur
- Amendment

**8. Duration of Offering**

Does the Issuer intend this offering to last more than one year?       Yes       No

**9. Type(s) of Securities Offered (select all that apply)**

- Pooled Investment Fund Interests       Equity
- Tenant-in-Common Securities       Debt
- Mineral Property Securities       Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security       Other (describe)

**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$  USD

**12. Sales Compensation**

Recipient      Recipient CRD Number       None

<input type="text" value="Roth Capital Partners, LLC"/>	<input type="text" value="15407"/>
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(Associated) Broker or Dealer  None

(Associated) Broker or Dealer CRD Number  None

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

All States

Foreign/Non-US

NEW YORK

### 13. Offering and Sales Amounts

Total Offering Amount \$  USD  Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD  Indefinite

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

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 \$  USD  Estimate

Finders' Fees \$  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.

\$  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 Finster	Chief Financial Officer	2022-07-27