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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001465369

Name of Issuer

General Fusion Inc.

Jurisdiction of Incorporation/Organization

BRITISH COLUMBIA, CANADA

Year of Incorporation/Organization

☐

Over Five Years Ago

☒

Within Last Five Years (Specify Year) 2023

☐

Yet to Be Formed

Previous
Names

☒

None

Entity Type

☒

Corporation

☐

Limited Partnership

☐

Limited Liability Company

☐

General Partnership

☐

Business Trust

☐

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

General Fusion Inc.

Street Address 1

6020 RUSS BAKER WAY

Street Address 2

City

RICHMOND

State/Province/Country

BRITISH COLUMBIA,
CANADA

ZIP/PostalCode

V7B 1B4

Phone Number of Issuer

604-439-3003

3. Related Persons

Last Name

Laberge

First Name

Michel

Middle Name

Street Address 1

6020 Russ Baker Way

Street Address 2

City

Richmond

State/Province/Country

BRITISH COLUMBIA, CANADA

ZIP/PostalCode

V7B 1B4

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

de Boer

First Name

Klaas

Middle Name

Street Address 1

6020 Russ Baker Way

Street Address 2

City

Richmond

State/Province/Country

BRITISH COLUMBIA, CANADA

ZIP/PostalCode

V7B 1B4

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Edmison

First Name

Kelly

Middle Name

M.

Street Address 1

6020 Russ Baker Way

Street Address 2

City

Richmond

State/Province/Country

BRITISH COLUMBIA, CANADA

ZIP/PostalCode

V7B 1B4

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Twinney	Greg	
Street Address 1	Street Address 2	
6020 Russ Baker Way		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V7B 1B4
Relationship: ☒ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Harrison	Norman	
Street Address 1	Street Address 2	
6020 Russ Baker Way		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V7B 1B4
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
van Lierop	Wal	
Street Address 1	Street Address 2	
6020 Russ Baker Way		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V7B 1B4
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Little	Mark	
Street Address 1	Street Address 2	
6020 Russ Baker Way		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V7B 1B4
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rodman	Adam	
Street Address 1	Street Address 2	
6020 Russ Baker Way		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V7B 1B4
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Tompa	Zoltan	
Street Address 1	Street Address 2	
6020 Russ Baker Way		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V7B 1B4
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Crystal	Robert	

Street Address 1
6020 Russ Baker Way

City
Richmond

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Street Address 2

State/Province/Country
BRITISH COLUMBIA, CANADA

ZIP/PostalCode
V7B 1B4

Clarification of Response (if Necessary):

Last Name
Wilson

Street Address 1
6020 Russ Baker Way

City
Richmond

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

First Name
Megan

Street Address 2

State/Province/Country
BRITISH COLUMBIA, CANADA

Middle Name

ZIP/PostalCode
V7B 1B4

Clarification of Response (if Necessary):

Last Name
Laishley

Street Address 1
6020 Russ Baker Way

City
Richmond

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

First Name
Jan

Street Address 2

State/Province/Country
BRITISH COLUMBIA, CANADA

Middle Name

ZIP/PostalCode
V7B 1B4

Clarification of Response (if Necessary):

Last Name
Donaldson

Street Address 1
6020 Russ Baker Way

City
Richmond

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

First Name
Michael

Street Address 2

State/Province/Country
BRITISH COLUMBIA, CANADA

Middle Name

ZIP/PostalCode
V7B 1B4

Clarification of Response (if Necessary):

Last Name
Kei

Street Address 1
6020 Russ Baker Way

City
Richmond

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

First Name
Wendy

Street Address 2

State/Province/Country
BRITISH COLUMBIA, CANADA

Middle Name

ZIP/PostalCode
V7B 1B4

Clarification of Response (if Necessary):

Last Name
Boehlert

Street Address 1
6020 Russ Baker Way

City
Richmond

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

First Name
Thomas

Street Address 2

State/Province/Country
BRITISH COLUMBIA, CANADA

Middle Name

ZIP/PostalCode
V7B 1B4

Clarification of Response (if Necessary):

4. Industry Group

☐ Agriculture

☐ Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Health Care

☐ Biotechnology

☐ Health Insurance

☐

☐ Retailing

☐ Restaurants

☐ Technology

☐

☐ Investing	☐ Hospitals & Physicians	☐ Computers
☐ Investment Banking	☐ Pharmaceuticals	☐ Telecommunications
☐ Pooled Investment Fund	☐ Other Health Care	☐ Other Technology
Is the issuer registered as an investment company under the Investment Company Act of 1940?	☐ Manufacturing	Travel
☐ Yes ☐ No	Real Estate	☐ Airlines & Airports
☐ Other Banking & Financial Services	☐ Commercial	☐ Lodging & Conventions
☐ Business Services	☐ Construction	☐ Tourism & Travel Services
Energy	☐ REITS & Finance	☐ Other Travel
☐ Coal Mining	☐ Residential	☐ Other
☐ Electric Utilities	☐ Other Real Estate	
☐ Energy Conservation		
☐ Environmental Services		
☐ Oil & Gas		
☒ Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
☒ No Revenues		☐ No Aggregate Net Asset Value
☐ \$1 - \$1,000,000		☐ \$1 - \$5,000,000
☐ \$1,000,001 - \$5,000,000		☐ \$5,000,001 - \$25,000,000
☐ \$5,000,001 - \$25,000,000		☐ \$25,000,001 - \$50,000,000
☐ \$25,000,001 - \$100,000,000		☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000		☐ Over \$100,000,000
☐ Decline to Disclose		☐ Decline to Disclose
☐ Not Applicable		☐ Not Applicable

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

☐ Rule 504(b)(1) (not (i), (ii) or (iii))	☐ Investment Company Act Section 3(c)	
☐ Rule 504 (b)(1)(i)	☐ Section 3(c)(1)	☐ Section 3(c)(9)
☐ Rule 504 (b)(1)(ii)	☐ Section 3(c)(2)	☐ Section 3(c)(10)
☐ Rule 504 (b)(1)(iii)	☐ Section 3(c)(3)	☐ Section 3(c)(11)
☒ Rule 506(b)	☐ Section 3(c)(4)	☐ Section 3(c)(12)
☐ Rule 506(c)	☐ Section 3(c)(5)	☐ Section 3(c)(13)
☐ Securities Act Section 4(a)(5)	☐ Section 3(c)(6)	☐ Section 3(c)(14)
	☐ Section 3(c)(7)	

7. Type of Filing

☒ New Notice	Date of First Sale	2026-07-10	☐ 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)

☒ Equity	☐ Pooled Investment Fund Interests
☐ Debt	☐ Tenant-in-Common Securities
☒ Option, Warrant or Other Right to Acquire Another Security	☐ Mineral Property Securities
☒ 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 \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	
Cohen & Company Securities, LLC	149758	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	
None	None	
Street Address 1	Street Address 2	
3 Columbus Circle	24th Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019
State(s) of Solicitation (select all that apply)		
Check "All States" or check individual States		
☐ All States	☐ Foreign/non-US	
☐ CONNECTICUT		
☐ ILLINOIS		

Recipient	Recipient CRD Number	
Madison Global Partners LLC	285406	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	
None	None	
Street Address 1	Street Address 2	
350 Motor Parkway	Suite 205	
City	State/Province/Country	ZIP/Postal Code
Hauppauge	NEW YORK	11788
State(s) of Solicitation (select all that apply)		
Check "All States" or check individual States		
☐ All States	☐ Foreign/non-US	
☐ FLORIDA		
☐ NEW YORK		

13. Offering and Sales Amounts

Total Offering Amount \$107,674,943 USD or ☐ Indefinite

Total Amount Sold \$107,674,943 USD

Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the 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:	10

15. Sales Commissions & Finder's 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 \$3,562,499 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.

\$0 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, in the accordance with applicable law, 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 the issuer 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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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
General Fusion Inc.	/s/ Robert Crystal	Robert Crystal	Senior Vice President, Finance	2026-07-27

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.