

**From:** [Sunny Puri](#)  
**To:** [Michael Roussel](#); [Nathan](#)  
**Subject:** RE: FD  
**Date:** Tuesday, July 14, 2020 8:06:58 PM  
**Attachments:** [image002.png](#)  
[image003.png](#)  
[image004.gif](#)

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Nate, adding a few thoughts...

1. The \$ value is egregious, this might make it the worst part
2. I 'd be surprised if the ultimate beneficiary of the “consulting agreement” was disclosed to the TSXV?
3. FD was clearly trying to obfuscate who Medtronics was as they could have provided an “about Medtronics” below the “about facedrive”
4. To mike 's point, the FD PRs were not clear that this was for the STOCK promotion while the oilprice disclosure says its for the BUSINESS --- a clear distinction and thus variance
5. To Mike 's point, the disclosure of Medtronics was at least 2 months late from an FD perspective

Potential inferences

6. Perhaps this is why the stock is up
7. The \$ amount is odd and perhaps suggests that oilprice is pushing FD more than the rest of its clients
8. The securities regulators are unlikely to like this

**-Sunny Puri | Anson Funds**

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**From:** Michael Roussel <mroussel@ansonfunds.com>

**Sent:** July 14, 2020 6:09 PM

**To:** Nathan <nathan@hindenburesearch.com>; Sunny Puri <spuri@ansonfunds.com>

**Subject:** RE: FD

Awesome stuff.

**Medtronics (f.k.a. Leacap Ltd) is Safehaven/Oilprice.com, Facedrive's primary promoter** – work there is section at bottom.

Some key thoughts/questions:

- (1) the current value of initial May-June stock award is US\$11.5m, with a 7-month minimum payment equal to a non-discounted additional US\$11m at current prices, with additional monthly payments to come – why is this compensation not even in the same universe as typical stock promotion compensation?,
- (2) Facedrive and Medtronics' disclosures are (a) clearly disingenuous and (b) do not adequately describe the services performed. Medtronics/Leacap's disclosure states they “signed an agreement to be paid in shares **to provide services to expand ridership and attract drivers in certain**

**jurisdictions outside Canada and the United States**". Oilprice.com's readership accesses the website to view quotes on crude futures or to read paid stock promotions, there is very low probability that any non-Canadian/US potential ridesharing drivers are on Oilprice.com. Additionally, the articles themselves don't appear to attract riders/drivers in general, much less specifically outside Canada/US.

On the other hand, Facedrive was incredibly vague in their disclosure, stating initially on May 12<sup>th</sup> that: "*shares for services' consulting agreement with Medtronics Online Solutions ... Medtronics will provide and perform marketing and strategic consulting services for and on behalf of Facedrive*". On Jun 23<sup>rd</sup>, Facedrive disclosed that "***Medtronics has provided and performed marketing and strategic consulting services for and on behalf of Facedrive, including the design and implementation of marketing and promotional activities and assistance with the development of branding and marketing materials and sales materials***". While the Facedrive disclosure is vague, by design, I think the stronger point is the disclosure by Safehaven/oilprice.com.

**(3)** Medtronics changed its' name from Leacap in Feb 2020, which appears to be weeks before the transaction began, why the name change? Leacap easily routes back to oilprice.com, a well-known paid stock promotion service, while Medtronics leads to a dead end. This appears to be by design.

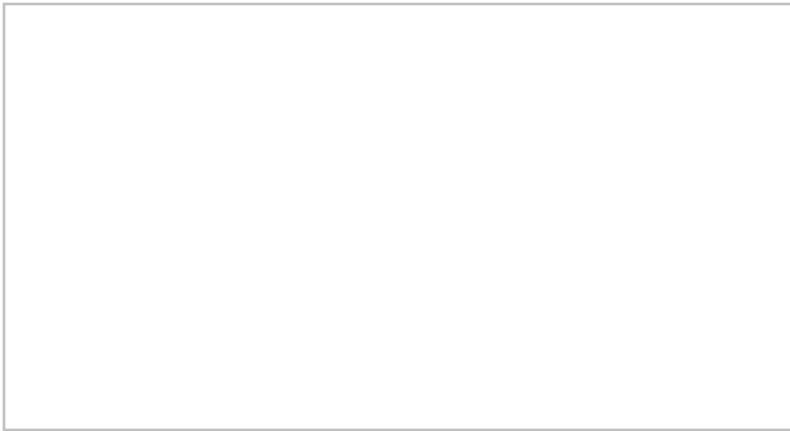
**(4) The Facedrive/Medtronics contract was announced in May, but the sites have been promoting Facedrive since Mid-March**, which is also generally when the company began aggressively promoting itself as COVID wrecked rideshare demand, what changed from the initial arrangement and why?

Leacap Ltd appears to also operate as safehaven.com, as disclaimers always list both companies (ex. in their promote of Torque Esports, Capcom - [Fall 2019](#), and TruTrace Technologies - [May 2018](#)). Safehaven's website:



Safehaven promoted Facedrive on [nine occasions](#) between Mar 3<sup>rd</sup> – May 18<sup>th</sup>.

Safehaven.com has the same website build as **oilprice.com, Facedrive's primary promoter**.



Oilprice.com has published, at minimum, 15 articles on Facedrive. Safehaven.com only has three employees on [LinkedIn](#), two of which list their employment as Oilprice.com. These employees only look like staff writers.

So, Medtronics Online Solutions is Safehaven/Oilprice.

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**From:** Nathan <[nathan@hindenburesearch.com](mailto:nathan@hindenburesearch.com)>

**Sent:** Tuesday, July 14, 2020 4:35 PM

**To:** Michael Roussel <[mroussel@ansonfunds.com](mailto:mroussel@ansonfunds.com)>; Sunny Puri <[spuri@ansonfunds.com](mailto:spuri@ansonfunds.com)>

**Subject:** RE: FD

Found it. BVI entity (which requires you to pay to even search, making it difficult to know it even exists).

The entity was renamed on February 14<sup>th</sup> of this year to Medtronics from earlier name LEACAP LTD. Based on just my cursory internet searches LEACAP looks to be a paid stock promotion service. Not sure if there's any relation to management or if this a paid promote dressed up as "SEO".

I just requested all the docs from BVI which will take a day or two most likely and will see what else we can get.

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**From:** Michael Roussel <[mroussel@ansonfunds.com](mailto:mroussel@ansonfunds.com)>

**Sent:** Friday, July 10, 2020 4:52 PM

**To:** Nathan <[nathan@hindenburesearch.com](mailto:nathan@hindenburesearch.com)>; Sunny Puri <[spuri@ansonfunds.com](mailto:spuri@ansonfunds.com)>

**Subject:** FD

Hey Nate,

Nice catching up today – this thing is a real beauty.

Attached are (1) the FD pitch, (2) summaries of Medtronics, Team X – where we’re looking to pursue further diligence, and (3) historical financials, cap table, lock-ups, etc.

Happy to talk at any point and discuss if you have any questions, just let me know,

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