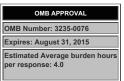
### FORM D

Notice of Exempt Offering of Securities

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



1. Issuer's Identity		
CIK (Filer ID Number)	Previous Name(s)  None	Entity Type
0000748268	TimefireVR Inc.	• Corporation
Name of Issuer	EnergyTEK Corp.	C Limited Partnership
Red Cat Holdings, Inc.	BROADLEAF CAPITAL	C
Jurisdiction of Incorporation/Organization	PARTNERS INC	C General Partnership
NEVADA		C Business Trust
Year of Incorporation/Organiza	tion	C Other
<ul> <li>Over Five Years Ago</li> </ul>		L
• Within Last Five Years (Specify Year)		

3 <b>0</b> 3	Over Five Years Ago
0	Within Last Five Years (Specify Year)
C	Yet to Be Formed

General Partners
C Business Trust
C Other

# 2. Principal Place of Business and Contact Information

Name of Issuer			
Red Cat Holdings, Inc.			
Street Address 1		Street Address 2	
1607 PONCE DE LEON AVE		SUITE 407	
City	State/Province/Country	y ZIP/Postal Code	Phone No. of Issuer
SAN JUAN	PUERTO RICO	00909	833-373-3228

# 3. Related Persons

Last Name	First Name	Middle Name
Thompson	Jeffrey	
Street Address 1	Street Addr	ess 2
22 Van Zant Ave.		
City	State/Province/Country	ZIP/Postal Code
Newport	RHODE ISLAND	02840
Relationship: Execut	ive Officer 🔽 Directo	r Promoter

Clarification of Response (if Necessary)

Last Name	First Name		Middle Name
Liuzza Jr.	Nicholas		
Street Address 1	S	treet Address 2	
c/o 1607 Ponce de Leon Ave.		Suite 407	
City	State/Province/Count	ry	ZIP/Postal Code
San Juan	PUERTO RICO		85251
Relationship: 🔲 Execu	tive Officer	Director	Promoter

Clarification of Response (if Necessary)

Last Name	First Name		Middle Name
Read	Jonathan		
Street Address 1		Street Address 2	
c/o 1607 Ponce de Leon Ave.		Suite 407	
City	State/Province/Cour	itry	ZIP/Postal Code
San Juan	PUERTO RICO		85251
Relationship: Execut	ive Officer	Director	Promoter Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Mitchel	Patrick	
Street Address 1		Street Address 2
c/o 1607 Ponce de Leon Ave.		Suite 407
City	State/Province/Co	ountry ZIP/Postal Code
San Juan	PUERTO RICO	85251
Relationship:	tive Officer	Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name		Middle Name
Hernon	Joseph		
Street Address 1	5	Street Address 2	
c/o 1607 Ponce de Leon Ave.		Suite 407	
City	State/Province/Coun	try	ZIP/Postal Code
San Juan	PUERTO RICO		85251
		_	
Relationship: Execut	ive Officer	Director	Promoter

Clarification of Response (if Necessary)

4. Industry Group

# C Agriculture

#### Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking

C Pooled Investment Fund

Other Banking & Financial

#### C Business Services

#### Energy

- C Coal Mining
- C Electric Utilities
- C Energy Conservation
- C Environmental Services
- C Oil & Gas
- C Other Energy

#### C Retailing

- C Restaurants
  - Technology
- C Computers
- Other Health Care

Hospitals & Physicians

Health Care

0

0

0

C Manufacturing

**Real Estate** 

0

0

0

C

C Commercial

Construction

Residential

**REITS & Finance** 

Other Real Estate

C

C

C Biotechnology

Health Insurance

Pharmaceuticals

- C Telecommunications
  - Other Technology

#### Travel

- C Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- C Other Travel

#### C Other

## 5. Issuer Size

# Revenue Range C No Revenues C \$1 - \$1,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

Over \$100,000,000

Decline to Disclose

Not Applicable

\$25,000,001 - \$100,000,000

C

C

0

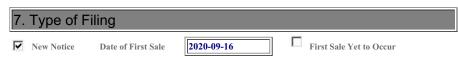
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C

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

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

C Rule 504(b)(1) (not (1), (1) or (iii))	Rule 505
Rule 504 (b)(1)(i)	Rule 506(b)
Rule 504 (b)(1)(ii)	Rule 506(c)
Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)
	Investment Company Act Section 3(c)



☐ Amendment

Г

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

C Yes O No

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

Pooled Investment Fund Equity

Tenant-in-Common Securities 🔽 Debt

Γ	Mineral Property Securities	Option, Warrant or Other Right to Acquire Another Security
	Security to be Acquired Upon	

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (describe)

10. Business Combination Transa	action
Is this offering being made in connection with a business transaction, such as a merger, acquisition or exchange of	
Clarification of Response (if Necessary)	
11. Minimum Investment	
Minimum investment accepted from any outside sinvestor	00000 USD
12. Sales Compensation	
Recipient	Recipient CRD Number 🔲 None
(Associated) Broker or Dealer 🔲 None	(Associated) Broker or Dealer CRD 🔲 None
Street Address 1	Street Address 2
City State	/Province/Country ZIP/Postal Code
State(s) of Solicitation	All States
13. Offering and Sales Amounts	
Total Offering Amount \$	SD 🔽 Indefinite
	SD
Total Romaining to be	
Sold	SD 🗹 Indefinite
Clarification of Response (if Necessary)	
14. Investors	
Select if securities in the offering have been or a	may be sold to persons who
Select if securities in the offering have been or a do not qualify as accredited investors, Number of such non-accredited investors who a offering	· ·
<ul> <li>do not qualify as accredited investors, Number of such non-accredited investors who a offering</li> <li>Regardless of whether securities in the offering</li> </ul>	already have invested in the
do not qualify as accredited investors, Number of such non-accredited investors who a offering	already have invested in the have been or may be sold estors, enter the total
<ul> <li>do not qualify as accredited investors, Number of such non-accredited investors who a offering</li> <li>Regardless of whether securities in the offering to persons who do not qualify as accredited inv</li> </ul>	already have invested in the have been or may be sold estors, enter the total
<ul> <li>do not qualify as accredited investors, Number of such non-accredited investors who a offering</li> <li>Regardless of whether securities in the offering to persons who do not qualify as accredited inv</li> </ul>	have been or may be sold estors, enter the total in the offering:

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.

Estimate

USD

Finders' Fees \$	USD	Esti	imate
Clarification of Response (if Necessary)			
16. Use of Proceeds			
Provide the amount of the gross proceeds of the any of the persons required to be named as exec If the amount is unknown, provide an estimate :	utive officers, directors or p	romoters in respo	
	\$	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
11 -	Red Cat Holdings, Inc.	/s/ Jeffrey Thompson	Jeffrey Thompson	Chief Executive Officer	2020-09-30