

INFORMATION MEMORANDUM

This memorandum is not confidential. The contents are to be reproduced and distributed to the public and / or the press. The information contained herein was obtained from sources deemed reliable, and can be read in conjunction with ProAction's marketing materials. This memorandum does not constitute an offer to sell or a solicitation of an offer to buy the securities but does represent an opportunity to support a worthy, local cause.

Initial Public Opportunity

March 2009



Guiding kids to a brighter future

Initial Public Opportunity ... to help our youth!

\$100.00 per Share

OUR MISSION

We believe that establishing a positive relationship between cops and kids at risk will strengthen our community today and for the future. By funding programs that bring local cops and kids together, we help create an environment that promotes mutual understanding and respect.

"I know first hand the great work ProAction Cops & Kids and Toronto police officers accomplish together in the City of Toronto. Please join me in supporting ProAction in their efforts to bring Toronto's youth and police officers together to make the city a better place – it is one investment that will never disappoint you." - Chief William Blair, Toronto Police Service

INVESTMENT HIGHLIGHTS**IMMEDIATE RETURNS FOR INVESTORS**

- Meaningful returns for investors by helping key groups in Toronto: Youth, Community and the Police.

STRONG RECORD OF GROWTH

- One of the only investments that has grown consistently over a 17-year period
- Consistent grants to Toronto Police-Youth Programs, totalling over \$4 million since inception
- Geographic growth has extended the program's reach outside of Toronto

TAX DEDUCTIBLE INVESTMENT

- Funds raised through the IPO are tax deductible, and will be used to support Toronto police programs for youth.

EXPERIENCED MANAGEMENT TEAM

- Diverse Board of Directors brings leading business experience and perspective to the ProAction charity
- ProAction is led by a broad panel of proven business leaders, committed to improving our communities through ProAction programs

**PROACTION VIDEO**

Access videos of ProAction Programs in Action at <http://www.copsandkids.ca/index.php/media/videos>

The following is a summary only, for additional information please call (416) 222-7011 or visit www.copsandkids.ca

SUMMARY OF THE OFFERING

Issuer:	ProAction Cops & Kids
Issue:	Share Units
Unit Price:	\$100.00 per Unit.
Offering Size:	\$150,000
Use of Proceeds:	All the proceeds of this offering will be used directly by ProAction to invest in youth-centric programs
General Partner:	Chief William Blair and the Toronto Police Service
Investment Objective:	To provide funding support for Police programs for at-risk youth. ProAction Cops & Kids funds many programs in high-need areas, many of which provide youth with opportunities that they may otherwise never experience
Investment Strategy:	<p>ProAction Cops & Kids believes that establishing a positive relationship between cops and at-risk youth will strengthen our community today and for the future. By funding programs that bring local cops and kids together, we help create an environment that promotes mutual understanding and respect. Safe communities are essential to economic and social growth as businesses, and the jobs they create are attracted to stable, secure communities.</p> <p>The role of Toronto's police is evolving from one of strictly enforcement, to one of a community builder. ProAction Cops & Kids programs provide great opportunities for police to participate in their communities. All of the programs involve officers who act as program managers, role models, friendly advisers, esteem builders and approachable adults. ProAction programs provide kids ages 7-18 with a safe place to go, the opportunity to develop leadership skills and a socializing experience to bond with others and the police.</p>
Status:	ProAction is a registered charity, wholly independent from the Toronto Police Service and relies on corporate Canada for financial support. ProAction is not a United Way-funded agency nor do they receive any government funding.
Risk Factors:	<p>The risks of not investing in our youth are many; some immediate while others may surface in the long term. Youth with too much time, negative influences and peer pressure can easily fall into trouble:</p> <ul style="list-style-type: none">➤ The number of families living in poverty in Ontario grew 3.2% in the first 5 years of the decade, with Toronto's poor families growing by 10%➤ Poverty rates for children in Aboriginal, visible minority and immigrant families are double the average rate➤ 16% of those charged with violent crime in Toronto in 2007 were 12-17 years old➤ According to a student census: 24% of students did not feel safe 'often' or 'all the time' in their neighbourhood or school property.➤ Almost one in ten students reported that they were a victim of crime, including assault, theft and bullying, in their school in the past year
Performance Bonus:	Both the investor and ProAction receive a performance bonus in the tangible effects of an improved community. Expect a feeling of pride and the admiration of colleagues for committing to improving the lives of Toronto's at-risk youth.
Subscription Process:	Shares can be subscribed for online at http://www.copsandkids.ca/index.php/donate/ipo or by filling out the attached subscription form and mailing it, along with payment and / or payment instructions to:
	ProAction Cops & Kids c/o Toronto Police Headquarters 40 College Street, 6 th Floor, Toronto, ON M5G 2J3
Expected Initial Closing:	May 2009

HISTORY

- In 1991 ProAction Cops & Kids was founded in Toronto by John L. Bitove Sr., and since that time ProAction has become the largest private donator of Toronto Police programs for at-risk youth. In 2007, ProAction opened its second Chapter in Durham Region and a third, Hamilton Chapter was established in 2008.
- The majority of ProAction program participants are 7 to 18 years old. Police officers and at-risk youth interact in constructive, non-confrontational circumstances and develop a better understanding of one another.
- Most programs focus on the arts, sports, education, safety, mentorship, or camping.
- Program participants may be identified by local police officers, schools, parole officers, or youth workers. Programs may be co-operative between community and the police. Programs must have a high ratio of police to youth, and ongoing (versus one-off) programs are encouraged to ensure the bonds created are real and lasting. ProAction-funded programs provide kids with safe places to go and engage in positive activities.

For more information about ProAction, please visit www.copsandkids.ca

INVESTMENT HIGHLIGHTS

"As the President of ProAction Cops & Kids, I take pride in our cost-effectiveness in funding Toronto police programs for youth. Just last year, ProAction funded 92 programs totalling over \$425,000, giving thousands of Toronto kids new police role models to look up to. Even in turbulent economic times, ProAction's winning formula is a true asset to our city."
 - Ross Sinclair, President, ProAction Cops & Kids

IMMEDIATE RETURNS FOR INVESTORS

- In today's volatile markets, immediate and reliable returns are almost impossible to capture; an investment in ProAction guarantees meaningful returns to the investor – community improvement and youth involvement is a great method of portfolio diversification for investors weary of the market rollercoaster.

STRONG RECORD OF GROWTH

- Strong, consistent growth exhibited by ProAction over the past 17-years. Total program funding has exceeded \$4 million, paying a distribution of approximately \$500,000 annually in recent years.
- Demonstrating strong fundamentals, ProAction shares have maintained their value throughout the recent market downturn.
- ProAction's record of growth proves a strong charity model. Geographic reach has expanded since inception in 1991, now reaching at-risk youth in Toronto, Durham and Hamilton.
- Geographic expansion is seen below:



Please note: all proceeds from this sale of shares will go towards funding police programs in the City of Toronto only.

TAX DEDUCTIBLE INVESTMENT

- Each investor receives a tax receipt for the full amount of their investment

EXPERIENCED MANAGEMENT TEAM



- Diverse Board of Directors brings experience and direction to ProAction; community leaders from all walks of life have committed their time to further this cause
- Leverage this opportunity to network with influential executives involved in business, government and sports administration throughout Toronto

"In these difficult economic times, no investment is a sure bet. But ProAction Cops & Kids is one stock you can count on to perform at its best, despite market conditions. Investing in our community should be a top priority for your portfolio this year – ProAction won't let you down." – Don Fox, Managing Director, CIBC World Markets

PROFILES OF PROACTION COPS & KIDS PROGRAMS

Toronto Police Recreation Out-tripping Outreach Program (TROOP)

This program engages at-risk youth living in Toronto to develop leadership and life skills and positive and sustainable relationships with police. "Graduates" of the program are usually less likely to offend. They have more confidence and self-esteem and the ability to make better choices. The youth learn about future employment opportunities and develop new skill sets. Most importantly, they gain the confidence to use these new skills.

For six weeks every summer different groups of at-risk youth participate in a five day canoeing adventure, led by Toronto Police Officers. About 140 youth (aged 12-19) participate in the program each year with 18 youth in each session.

Youth are identified for the program by teachers, youth-serving agencies, church groups, group homes and local police. While there are ProAction-funded programs in every police division in Toronto, many of the youth who participated in TROOP come from priority neighbourhoods identified by the City of Toronto, such as Jane-Finch. The majority of the youth have problems at home, at school or with the police. Many have never had the opportunity to go camping or canoeing before and are excited to take on the new challenges. The TROOP program has been funded by ProAction and helping youth for many years.



Toronto Oxmen Football Club

ProAction Cops & Kids is pleased to fund the Toronto Oxmen Football Club, a peewee level football team for at-risk youth in the Regent Park area. The goal of the program is to offer youth an affordable opportunity to play football while strengthening relationships with police officers.

The Toronto Oxmen Football Club operates out of 51 Division and consists of peewee and atom boys' teams. The majority of the youth on the teams are from Regent Park. Led by a team of 15 dedicated police officer coaches, the program is able to offer youth the opportunity to play football at no cost, while building strong relationships with police officers who are positive role models.

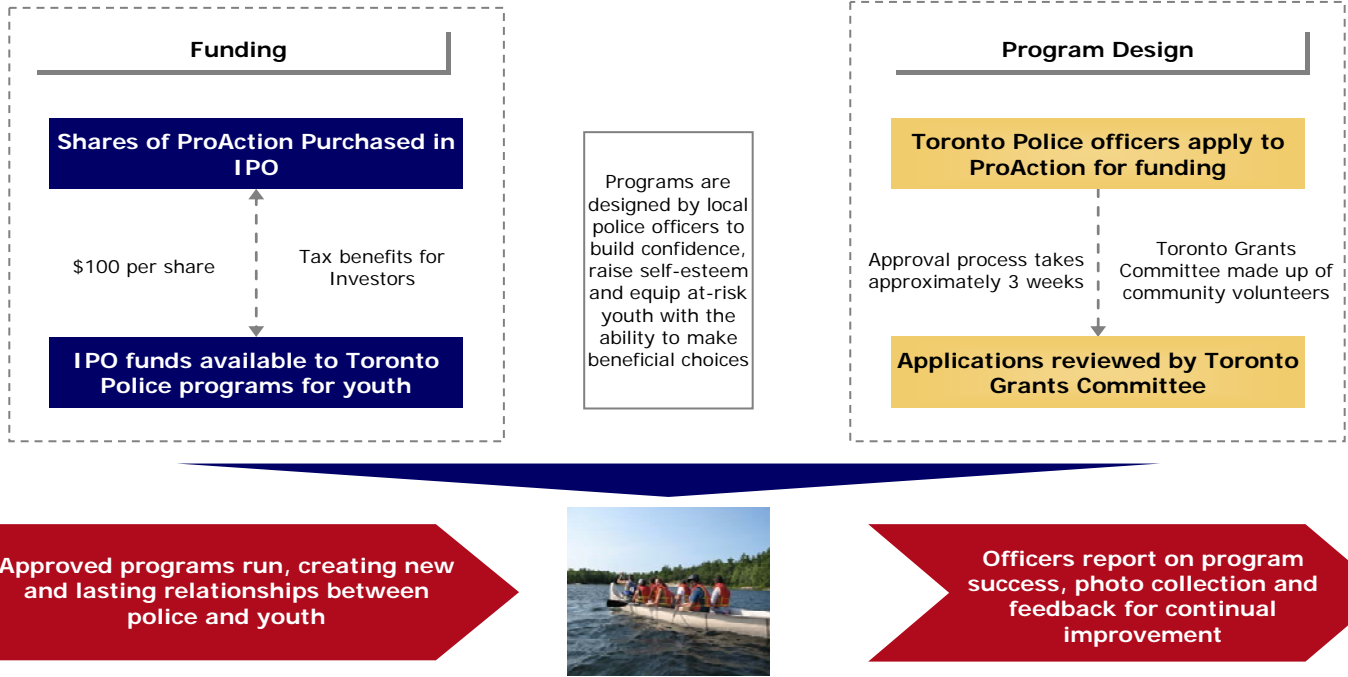
The officers running the program are passionate about football and realized that it was a truly inclusive game – all could play regardless of their body type or fitness level. The volunteer police coaches volunteered over 1500 of their off-duty hours to this program, truly creating a lasting relationship with involved youth.

This initiative was spearheaded by an officer with a passion for football and has grown to include 15 police officers from 51 Division. Officers act as coaches and mentors to the estimated 60 youth participants. They are also responsible for identifying the youth, setting the league rules, organizing travel to games, and running practices.



The preceding is only a sample of the great programs that ProAction is involved in – for more information visit www.copsandkids.ca/

FUNDING PROCESS



ANTICIPATED SCHEDULE OF EVENTS

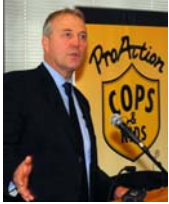
Date	Event
March 10, 2009	ProAction Cops & Kids Opens the Toronto Stock Exchange (TSX)
March 12, 2009	Launch of ProAction Charity IPO
May 12, 2009	ProAction Annual General Meeting – Showcasing ProAction-funded programs in 2008, along with police officer volunteers and participating youth. All shareholders are welcome to attend.
May 30, 2009	ProAction IPO closes



ProAction Cops & Kids opens the TSX on March 10, 2009

LEAD INVESTORS

CHIEF WILLIAM BLAIR



"I know first hand the great work ProAction Cops & Kids and Toronto police officers accomplish together in the City of Toronto. Please join me in supporting ProAction in their efforts to bring Toronto's youth and police officers together to make the city a better place – it is one investment that will never disappoint you."

– CHIEF WILLIAM BLAIR, TORONTO POLICE SERVICE

EUGENE LEVY



"Opening the lines of communication between police and this city's youth is a sure fire way to make Toronto stronger and safer. Keep up the good work ProAction Cops & Kids!"

– EUGENE LEVY, ICON OF CANADIAN FILM & TELEVISION

KEVIN O'LEARY



"I have never heard of a better investment opportunity than investing in the great leadership potential of Toronto's young people, with the ProAction Cops & Kids Fund."

– KEVIN O'LEARY, VENTURE CAPITALIST AND TELEVISION PERSONALITY - CBC'S DRAGONS' DEN, BNN'S SQUEEZE PLAY

JIM TRELIVING



"Toronto police officers work hard to keep our city safe 365 days a year. It's great to have the opportunity to invest in their work as community builders to better our neighbourhoods with the ProAction Cops & Kids IPO."

– JIM TRELIVING, FORMER RCMP OFFICER, CHAIRMAN OF BOSTON PIZZA INTERNATIONAL, TELEVISION PERSONALITY - CBC'S DRAGONS' DEN

SYNDICATE MEMBERS

CIBC WORLD MARKETS INC.

Don Fox (416) 956-3087
Scott Smith (416) 594-7750

BLACKMONT CAPITAL INC.

Charles Pennock (416) 864 2059

BMO CAPITAL MARKETS

John Manning (416) 359 6588

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Ron Sedran (416) 869-3198

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Beth Shaw (416) 867 3589

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TD SECURITIES INC.

Geoff Bertram (416) 982 4190

WELLINGTON WEST CAPITAL INC.

Scott Larin (416) 640 4893



ProAction Cops & Kids

Charitable IPO (Initial Public Opportunity)

For a simple and secure way to purchase shares, please visit the ProAction Cops & Kids website at <http://www.copsandkids.ca/index.php/donate/ipo>, and purchase your shares online!

Alternatively, you may complete the form below:

Share Purchase Form

CONTACT INFORMATION			
First Name	Last Name	<input type="checkbox"/> Ms. <input type="checkbox"/> Mrs. <input type="checkbox"/> Mr. <input type="checkbox"/> Dr	
Address		Apt#	
City	Province	Postal Code	This address is <input type="checkbox"/> Home <input type="checkbox"/> Business
Daytime Phone - This phone is <input type="checkbox"/> Home <input type="checkbox"/> Business <input type="checkbox"/> Cell		Company Name	
Email			

PAYMENT INFORMATION	
<input type="checkbox"/> 1 Share \$100	Credit Card: <input type="checkbox"/> Visa <input type="checkbox"/> MasterCard
<input type="checkbox"/> Block of 5 shares \$500	Card #
<input type="checkbox"/> Block of 10 shares \$1,000	Expiry Date:
<input type="checkbox"/> Other _____ shares at \$100/each	<input type="checkbox"/> Cheque (Payable to ProAction Cops & Kids) Mail to: <p style="text-align: center;">ProAction Cops & Kids 40 College Street, 6th Floor Toronto, ON M5G 2J3 Phone: (416) 222-7011</p>
Name to appear on Share Certificate: one Share Certificate will be issued per purchase	

Please fax completed form to: (416) 222-0310

Charitable Registration Number 887700862 RR001

Funds raised during this IPO are tax deductible. You will receive a charitable tax receipt equivalent to the value of your "share purchase" in lieu of any tangible assets of ProAction. You will not actually own any shares or securities in the ProAction. This does not constitute an offer to sell any shares or securities but does constitute a unique opportunity to support a worthy, local cause.



Guiding kids to a brighter future

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