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The securities offered in this offering document have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of the offered securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

SECOND AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

**(Amending and Restating the Amended and Restated Offering Document Under the Listed Issuer
Financing Exemption dated October 24, 2023)**

October 30, 2023

BLENDER BITES LIMITED



Up to \$650,000

282,608 Units

SUMMARY OF OFFERING

What are we offering?

Blender Bites Limited (the "**Company**", "**Blender Bites**", "**we**" or "**our**") is offering up to 282,608 units of the Company ("**Units**") at a price of \$2.30 per Unit (the "**Offering**"). Each Unit will consist of one common share in the capital of the Company and one common share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire one additional common share (each, a "**Warrant Share**"), at a price of \$3.20 per Warrant Share for a period of 24-months following the closing of the Offering. All monetary amounts are in Canadian dollars.

It is expected that the completion of the sale of the Units pursuant to the Offering will take place on or about October 31, 2023, or on such other date as may be determined by the Company and, in any event, on or before a date not later than 45 days after the date of the filing of this offering document.

The outstanding common shares are listed and posted for trading on the Canadian Securities Exchange (the "**CSE**") under the symbol "BITE" and on the Frankfurt Stock Exchange (FWB: J4L, WKN: A3DMEJ). On October 27, 2023, the last trading day completed prior to the date of this offering document, the closing price of the common shares on the CSE was \$2.25. All references in this offering document to "dollars", or "\$" are to Canadian dollars, unless otherwise stated.

Blender Bites is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this Offering, the Company represents the following is true:

- **Blender Bites has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **Blender Bites has filed all periodic and timely disclosure documents that it is required to have filed.**

- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000.**
- **Blender Bites will not close this Offering unless we reasonably believe that we have raised sufficient funds to meet our business objectives and liquidity requirements for a period of 12-months following the distribution.**
- **Blender Bites will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which we seek security holder approval.**

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This offering document contains “forward-looking information” within the meaning of applicable securities laws. Forward-looking information is generally identifiable by use of the words “believes”, “may”, “plans”, “will”, “anticipates”, “intends”, “could”, “estimates”, “expects”, “forecasts”, “projects” and similar expressions, and the negative of such expressions. Forward-looking information in this offering document includes, but is not limited to, statements related to our future plans, objectives and goals of our business; the use of available funds and proceeds from the Offering; the achievement of expanding sales in Canada and the United States; the development of new products; and the amount to be raised and the closing of the Offering.

Forward-looking information are necessarily based upon a number of factors and assumptions that, if untrue, could cause actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such information. Forward-looking information is based upon a number of estimates and assumptions that, while considered reasonable by us at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause our actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking information include, without limitation, our ability to capitalize on growth opportunities and implement our growth strategy; our ability to retain key personnel; our ability to maintain and expand our existing customer base; our ability to successfully expand sales in Canada and the United States; our ability to enhance our product offerings; the impact of competition; the successful integration of future acquisitions; the availability of acceptable financing; and general business and economic conditions.

There are known and unknown risk factors which could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained in this offering document. Known risk factors include, among others: our limited operating history; our ability to attract and retain customers; our ability to develop new products and to enhance and sustain the quality of existing products; regulatory compliance risks; the requirement to maintain all food safety and consumer health requirements; our operation in a competitive global food industry where the actions of competitors could impact revenues and profitability; changes in consumer food preferences; ongoing costs and obligations related to our expansion of product offerings and the jurisdictions in which they are offered; increases in raw material costs and transportation/delivery costs; adverse weather conditions and/or natural disasters could impact costs and availability of our inputs and raw materials; breaches of security at our facilities, or in respect of electronic documents and data storage and risks related to breaches of applicable privacy laws; our dependence on our suppliers and co-packers; the potential for product recalls; the risk of product contamination and product liability claims; our reliance upon management and certain key personnel; liability, both legal and reputational, for actions of employees, contractors, consultants and celebrity endorsements; litigation risks; inability to raise additional capital on favourable terms in order to sustain our business operations and expansion plans; the future use of proceeds; risks and uncertainties related to future sales or issuances of securities that adversely affect prevailing market prices for our common shares; share price volatility and liquidity; risks related to the costs of expanding our product offerings and volumes; uninsured or under-insured business risks; and foreign exchange rates risks.

All forward-looking information contained in this offering document is given as of the date hereof or thereof, as the case may be, and is based upon the opinions and estimates of management and information available to management of the Company as at the date hereof or thereof. All forward-looking information contained in this offering document is qualified in its entirety by this cautionary statement and we disclaim any obligation to revise or update such forward-looking information to reflect future results, events or developments, except as required by law.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Blender Bites is an award-winning Canadian company focused on the development and sale of premium frozen beverage products, with a focus on convenience and functionality. Blender Bites was founded in 2016 with the mission to simplify the time-consuming steps required to make a satisfying, functional, nutrition and organic smoothie. Today, Blender Bites is a leader in the “easy smoothie” category in North America, and has continued to innovate and add to its product lines. Blender Bites products are certified organic, non-GMO, gluten free, dairy free and soy free and contain functional ingredients such as whole food vitamins, collagen, and probiotics. Blender Bites 1-Step Smoothies and 1-Step Frappes are distributed across Canada and the United States, and are currently sold in over 5000 stores, including Walmart Canada, Walmart USA and the Albertsons Group of Companies.

Recent developments

On June 16, 2022, the Company issued 95,000 common shares in exchange for services performed at a price of \$5.20 per share.

On December 13, 2022, the Company issued 795,000 Restricted Share Units (“RSUs”) to certain directors, officers, and consultants of the Company pursuant to the Company’s equity incentive plan.

On March 7, 2023, the Company closed a private placement of 238,500 units at a price of \$3.08 per unit for gross proceeds of \$734,580, with each unit comprised of one share and one warrant, and each warrant exercisable at a price of \$5.50 and expiring on March 7, 2028. In connection with the private placement, the Company also issued 2,385 common shares as administrative fees to a third-party for their assistance with the private placement.

On March 10, 2023, the Company announced the appointment of Steve Pear, an experienced executive in the beverage industry, as Chief Operating Officer of the Company.

On March 17, 2023, the Company closed a private placement of 410,850 units at a price of \$3.08 per unit for gross proceeds of \$1,265,420, with each unit comprised of one common share and one warrant, and each warrant exercisable at a price of \$5.50 per share and expiring on March 17, 2028. In accordance with the transaction, the Company issued 4,109 common shares as administrative fees to a third-party for their assistance in the transaction.

On March 22, 2023, the Company announced that it had listed its full product line with Walmart Canada for Canada-wide distribution.

On March 24, 2023, the Company signed an agreement with actress, performer and entrepreneur Julianne Hough as a brand partner, shareholder and strategic advisor in preparation for the Company’s product launch in the United States. In connection with the agreement to collaborate with the Company for a one-year term starting March 24, 2023, Ms. Hough received cash compensation, 307,000 common shares, 80,000 incentive stock options and 20,000 RSUs that vest on July 24, 2023.

On March 29, 2023, the Company issued 28,792 common shares with a fair value \$167,857 to settle outstanding debt of \$171,022, and issued 25,000 Shares with a fair value of \$145,750 to the Company’s Chief Executive Officer as a performance bonus in accordance with the fulfilment of the first aggregate revenue target stipulated in her employment agreement.

On April 14, 2023, the Company announced that it secured a product listing with the United States division of Walmart, with such product listings expected to commence in August 2023.

On May 29, 2023, the Company launched its “1-Step Frappé” product in three flavours:

- Mindful Mocha™ - featuring Lion’s Mane Mushroom and Vitamin D for focus and memory support;
- Caramel Collagen™ - featuring Bovine Collagen and Biotin for skin and joint support; and
- Vanilla Bean-Bio™ - featuring 3 billion CFU probiotics and chia for gut support.

On June 22, 2023, the Company completed a brokered offering of 443,072 units at a price of \$3.50 per unit for gross proceeds of \$1,550,752. Each unit was comprised of one common share and one half of one share purchase warrant,

with each whole warrant exercisable at \$4.55 per share and expiring on June 22, 2026. The offering was conducted under section 5A.2 of National Instrument 45-106 - *Prospectus Exemptions*, and the agent received \$108,553 in cash finder’s fees and 31,015 agent warrants with an exercise price of \$3.50 and expiring on June 22, 2025. The Company also issued 13,292 common shares as broker’s fees, and an additional 8,861 common shares as administrative fees to a third-party for their assistance in the transaction.

On August 18, 2023, the Company announced the launch of its one-step frozen smoothie product in approximately 1,600 Walmart stores across the United States.

On September 11, 2023, the Company closed a private placement of 276,867 units at a price of \$3.00 per unit for gross proceeds of \$830,601. Each unit was comprised of one common share and one common share purchase warrant, with each warrant exercisable at \$3.30 and expiring on September 11, 2028. In accordance with the transaction, the Company paid cash finder’s fees of \$29,442 and issued 5,537 common shares as administrative fees to a third-party. In connection with the transaction, the Company also issued 9,814 agent warrants with an exercise price of \$3.30 and expiring on September 11, 2028.

On October 18, 2023, the Company announced the launch of its one-step frozen smoothie and frappe products in approximately 1,900 banner stores of Albertsons Companies Inc. (“**Albertsons**”) across the United States, including Safeway, Albertsons, Jewel-Osco, Vons, Randalls, Pavilions, Tom Thumb and ACME.

On October 20, 2023, the Company announced that it signed a letter of intent to acquire Advanced Sports Nutrition Inc. (“**ASN**”), a company involved with medical research into the use of cannabidiol (CBD) in the treatment of concussions and for pain management. Completion of the proposed acquisition of ASN remains subject to a number of conditions, including the satisfactory completion of due diligence, receipt of any required regulatory approvals and the negotiation of definitive documentation.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by Blender Bites in the last 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

We intend to use the available funds from the Offering to advance our primary business objective of expanding sales in Canada and the United States. In doing so, we are focused on purchasing raw materials to meet production demands, continuing product marketing campaigns that align with our strategic growth initiatives and paying retailer listing fees. See “*How will we use the available funds*” below for additional details on the allocation and timing for raw material purchases, marketing and retailer fees.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

Based on Blender Bites’ existing estimated working capital of \$1,262,445, Blender Bites is expected to have approximately \$1,856,945 in available funds upon completion of the Offering.

		Assuming 100% of Offering
A	Amount to be raised by this offering	\$650,000
B	Selling commissions and fees	\$45,500
C	Estimated offering costs (e.g., legal, accounting, audit)	\$10,000
D	Net proceeds of offering: D = A - (B+C)	\$594,500
E	Working capital as at most recent month end	\$1,262,445
F	Additional sources of funding	N/A
G	Total available funds: G = D+E+F	\$1,856,945

How will we use the available funds?

Blender Bites expects to use the available funds as follows:

Description of intended use of available funds listed in order of priority	No Offering	Assuming 100% of Offering
Raw material purchases ⁽¹⁾	\$511,611	\$806,111
Product related marketing campaigns ⁽²⁾	\$180,000	\$480,000
Retailer listing fees ⁽³⁾	\$50,000	\$50,000
General working capital ⁽⁴⁾	\$520,834	\$520,834
Total:	\$1,262,445	\$1,856,945

Notes: (1) Includes ingredients and packaging for the production of our products over the next 12 months.

(2) Includes in-store and online product promotions at Walmart and Albertsons, online product promotion through “Instacart”, social media marketing on Meta platforms (Facebook and Instagram) and other marketing initiatives through our marketing agency. The majority of spending is anticipated to occur in the next six-months.

(3) Listing fees payable in the next two months.

(4) Includes general and administrative expenses as well as tolling fees from co-manufacturer/packer over the next 12 months.

The above noted allocation of capital and anticipated timing represents our current intentions with respect to the Company’s use of proceeds and based on management’s current knowledge, present plans, expectations and business conditions, which could change in the future as our plans and business conditions evolve. Although we intend to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including our ability to execute on its business plan. See the “*Cautionary Statement Regarding Forward-Looking Information*” section above.

The most recent interim financial report of the Company included the following going-concern note:

“The Company’s continued existence is dependent upon its ability to raise additional capital and to achieve profitable operations and positive cash flows. Failure to do so would have an adverse effect on the financial position of the Company and its ability to continue as a going concern. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. If the going concern assumption were not appropriate for these financial statements, then adjustments may be necessary in the carrying values of assets and liabilities, the reported expenses, and the statement of financial position classifications used. Such adjustments could be material.”

The Offering is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

In the 12 months prior to the date of this offering document, Blender Bites has raised total gross proceeds of approximately \$4,381,353 through the sale of securities of the of the Company, as set out in the table below:

Date Issued	Number and Type of Security	Issue Price per Security	Gross Proceeds
March 7, 2023	238,500 units ⁽¹⁾	\$3.08	\$734,508
March 17, 2023	410,850 units ⁽¹⁾	\$3.08	\$1,265,420
June 22, 2023	443,072 units ⁽²⁾	\$3.50	\$1,550,752
September 11, 2023	276,867 units ⁽³⁾	\$3.00	\$830,601

Notes: (1) Each unit comprised of one common share and one share purchase warrant of the Company, with each warrant exercisable to acquire one additional common share of the Company for \$5.50 for a period of five years from the date

- of issue.
- (2) Each unit comprised of one common share and one half of one share purchase warrant of the Company, with each warrant exercisable to acquire one additional common share of the Company for \$5.50 for a period of five years from the date of issue.
- (3) Each unit comprised of one common share and one share purchase warrant of the Company, with each warrant exercisable to acquire one additional common share of the Company for \$5.50 for a period of five years from the date of issue.

The proceeds from these financings were used as follows:

Description	Amount	Variances to what was previously disclosed, if any and why
Raw material and packaging purchases	\$1,344,456	Not Applicable
Consulting and professional fees	\$645,170	Not Applicable
Advertising and promotion costs	\$162,189	Not Applicable
Salaries and benefits	\$251,709	Not Applicable
Freight expenses	\$164,484	Not Applicable
New product development	\$168,882	Not Applicable
General and administrative expenses	\$106,982	Not Applicable
Selling expenses	\$171,035	Not Applicable
Travel expenses	\$110,323	Not Applicable
Transfer agent and filing fees	\$8,280	Not Applicable
Product related marketing	\$712,771	Not Applicable
Investor relations and promotion	\$535,000	Not Applicable

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

The Company may pay registrants and eligible finders who introduce investors that participate in the Offering a finder's fee comprised of (i) a cash commission of 7% of gross proceeds raised from investors introduced by such registrants or finders and (ii) non-transferable finder warrants in such number as is equal to 7.0% of the number of Units sold under the Offering to investors introduced by such registrants or finders. Each such finder warrant will entitle the holder to acquire one (1) common share of the Company at a price of \$3.20 per share for a period of 24 months following the date of closing.

Additionally, the Company will issue common shares equal to 2.0% of the number of Units issued in the Offering ("**Admin Fee Shares**") to Amalfi Corporate Services Ltd. ("**Amalfi**") as an administrative fee for Amalfi's assistance with the Offering. Amalfi is a private company controlled by Geoff Balderson, Chief Financial Officer of the Company, and an issuance of Admin Fee Shares to Amalfi is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the issuance of the Admin Fee Shares issued to Amalfi will not exceed twenty-five percent (25%) of the market capitalization of the Company, as determined in accordance with MI 61-101.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- (a) to rescind your purchase of these securities with Blender Bites, or

- (b) to damages against Blender Bites and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where you can find more information about us?

Security holders can access Blender Bites' continuous disclosure at www.sedarplus.com and may find additional information at our website at www.blenderbites.ca.

Please refer to Appendix "A" – "Acknowledgements, Covenants, Representations and Warranties of the Purchaser" and Appendix "B" – "Indirect Collection of Personal Information" attached hereto.

Purchasers should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of the Units.

APPENDIX A
ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES
OF THE PURCHASER

Each purchaser of the Units (the “**Purchaser**”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the closing date which will take place on or about October 31, 2023:

- (a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- (b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document (other than an annual or interim report, financial statements or any other document, other than an offering memorandum, the content of which is prescribed by statute or regulation) describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Units pursuant to the Offering;
- (c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this offering document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re-sell or re-purchase the Units or refund any of the purchase price of the Units, or that the Units will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system, and no person has given any undertaking to the Purchaser relating to the future value or price of the Units;
- (d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent legal and tax advice as it considers appropriate in connection with the performance of this offering document and the transactions contemplated under this offering document, and that the Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- (e) the Purchaser acknowledges that:
 - (i) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
 - (ii) there is no government or other insurance covering the Offering;
 - (iii) there are risks associated with the purchase of the Offering;
- (f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Units through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Units pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given; and
- (g) the Purchaser either (A) is not an “insider” of the Company or a “registrant” (each as defined under applicable securities laws of British Columbia) or (B) has identified itself to the Company as either an “insider” or a “registrant” (each as defined under applicable securities laws of British Columbia);

- (h) if the Purchaser is:
- (i) a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Units pursuant to the terms set out in this offering document;
 - (ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Units pursuant to the terms set out in this offering document and has obtained all necessary approvals in respect thereof; or
 - (iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Units pursuant to the terms set out in this offering document;
- (i) the subscription for the Units and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- (j) the Purchaser is not purchasing the Units with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon this offering document;
- (k) the Purchaser is aware that the Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or the securities laws of any state of the United States and that the Units may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Units;
- (l) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company hereunder, as applicable, will not represent proceeds of crime for the purposes of the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada) (the “**PCMLTFA**”) or for the purposes of the United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, as may be amended from time to time (the “**PATRIOT Act**”) and the Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser’s name and other information relating to the Purchaser’s subscription of the Units, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Purchaser (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;
- (m) neither the Company, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Purchaser: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the purchase price of the shares acquired by the Purchaser; or (iii) as to the future price or value of the Units;
- (n) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Units as may be required by any securities commission, stock exchange or other regulatory authority;

- (o) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Units pursuant to the terms set out in this offering document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Units and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser's subscription;
- (p) the Purchaser is purchasing the Units for investment purposes only and not with a view to resale or distribution; and
- (q) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering.

APPENDIX B
INDIRECT COLLECTION OF PERSONAL INFORMATION

By purchasing the Units, the Purchaser acknowledges that the Company and their respective agents and advisers may each collect, use and disclose the Purchaser's name and other specified personally identifiable information (including his, her or its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Units that it has purchased) (the "**Information**"), for purposes of (i) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation, and (ii) issuing ownership statements issued under a direct registration system or other electronic book-entry system, or certificates that may be issued, as applicable, representing the Units to be issued to the Purchaser. The Information may also be disclosed by the Company to: (i) stock exchanges, (ii) revenue or taxing authorities and (iii) any of the other parties involved in the Offering, including legal counsel, and may be included in record books in connection with the Offering. The Purchaser is deemed to be consenting to the disclosure of the Information.

By purchasing the Units the Purchaser acknowledges (A) that Information concerning the Purchaser will be disclosed to the relevant Canadian securities regulatory authorities and may become available to the public in accordance with the requirements of applicable securities and freedom of information laws and the Purchaser consents to the disclosure of the Information; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Units, the Purchaser shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

The Purchaser may contact the following public official in the applicable province with respect to questions about the commission's indirect collection of such Information at the following address, telephone number and email address (if any):

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4
Telephone: 403-297-6454
Toll free in Canada: 1-877-355-0585
Facsimile: 403-297-2082
Public official contact regarding indirect collection of information: FOIP Coordinator

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Inquiries: 604-899-6854
Toll free in Canada: 1-800-373-6393
Facsimile: 604-899-6581
Email: FOI-privacy@bcsc.bc.ca
Public official contact regarding indirect collection of information: FOI Inquiries

The Manitoba Securities Commission
500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: 204-945-2561
Toll free in Manitoba: 1-800-655-5244
Facsimile: 204-945-0330
Public official contact regarding indirect collection of information: Director

Financial and Consumer Services Commission (New Brunswick)
85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: 506-658-3060
Toll free in Canada: 1-866-933-2222
Facsimile: 506-658-3059
Email: info@fcnbc.ca
Public official contact regarding indirect collection of information: Chief Executive

Officer and Privacy Officer Government of Newfoundland and Labrador

Financial Services Regulation Division
P.O. Box 8700
Confederation Building
2nd Floor, West Block
Prince Philip Drive
St. John's, Newfoundland and Labrador A1B 4J6
Attention: Director of Securities
Telephone: 709-729-4189
Facsimile: 709-729-6187
Public official contact regarding indirect collection of information: Superintendent of Securities

Nova Scotia Securities Commission
Suite 400, 5251 Duke Street
Duke Tower
P.O. Box 458
Halifax, Nova Scotia B3J 2P8
Telephone: 902-424-7768
Facsimile: 902-424-4625
Public official contact regarding indirect collection of information: Executive Director

Ontario Securities Commission
20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8
Telephone: 416-593-8314
Toll free in Canada: 1-877-785-1555
Facsimile: 416-593-8122
Email: exemptmarketfilings@osc.gov.on.ca
Public official contact regarding indirect collection of information: Inquiries Officer

Prince Edward Island Securities Office
95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: 902-368-4569
Facsimile: 902-368-5283
Public official contact regarding indirect collection of information: Superintendent of Securities

Financial and Consumer Affairs Authority of Saskatchewan
Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: 306-787-5842
Facsimile: 306-787-5899
Public official contact regarding indirect collection of information: Director

Autorité des Marchés Financiers
800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: 514 395-0337 or 1 877 525-0337
Facsimile: 514 864-6381
Public official contact regarding indirect collection of information: Secrétaire générale

CERTIFICATE OF THE COMPANY

This offering document, together with any document filed under Canadian securities legislation on or after October 30, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

October 30, 2023

“Chelsie Hodge”

Chief Executive Officer

“Geoff Balderson”

Chief Financial Officer