

This offering document (the “**Offering Document**”) constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.

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.

AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

(Amending and Restating the Offering Document Under the Listed Issuer Financing Exemption
dated August 9, 2024)

August 16, 2024



BLENDER BITES LIMITED
 (“Blender Bites”, the “Company”, “we” or “our”)

SUMMARY OF OFFERING

What are we offering?

- Offering:** 1,875,000 units of the Company (the “**Units**”) at a price of \$0.64 per Unit (the “**Offering**”) pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 *Prospectus Exemptions* (“**NI 45-106**”). Each Unit will be comprised of one common share in the capital of the Company (each, a “**Common Share**”) and one-quarter-of-one common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant will entitle the holder thereof to purchase one additional Common Share of the Company (each, a “**Warrant Share**”) at a price of \$0.80 per Warrant Share for a period of 36 months after the Closing Date (as defined below).
- Offering Price:** \$0.64 per Unit.
- Offering Amount:** A minimum and maximum of 1,875,000 Units for gross proceeds of \$1,200,000.
- Closing Date:** On or about August 30, 2024, or on any other date as the Company may determine, 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 “**Closing Date**”).
- Exchanges:** The 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 (the “**FSE**”) under the symbol “**J4L**”.
- Last Closing Price:** On August 15, 2024, the last trading day completed prior to the date of this Offering Document, the closing price of the Common Shares on the CSE was \$0.81 and on the FSE was €0.425.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

Blender Bites is conducting a listed issuer financing under section 5A.2 of NI 45-106. 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 INFORMATION

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; expected operating results, including with respect to the sales volume of our products to retailers in the next 12-months and the revenue derived from those sales; anticipated levels of capital expenditures for the next 12-months; our believe that we have sufficient liquidity to fund our business operations over the next 12-months, the use of available funds and proceeds from the Offering; the achievement of expanding sales in Canada and the United States; 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 projected use of raw materials, sales and net revenue over the next 12-months (which are based on existing retail listings); sales projections for the next 12-months; our ability to meet the demand associated with our existing and anticipated sales contracts; our ability to successfully negotiate and close additional product listings; currency exchange rates and interest rates; favourable operating conditions, political stability, access to necessary financing; stability of labour markets and market conditions in general; availability of raw materials to produce our products; the accuracy of the estimates of costs and expenditures to complete the our programs and goals; the reliability and performance of the our commercial partners, including our co-packer; there being no significant disruptions affecting the development of the our products and operations, 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; 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 and our ability to effectively manage growth; 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 2017 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 the Company’s products are available in over 5,000 retail locations, including Walmart Canada, Walmart USA, Whole Foods Market, Loblaws, Publix Super Markets, Winn-Dixie, H-E-B and the Albertsons Group of Companies.

Recent developments

On August 18, 2023, the Company announced the launch of its 1-Step Smoothie products in approximately 1,600 Walmart stores across the United States.

On September 11, 2023, the Company announced it had closed a private placement of 276,867 Units at a price of \$3.00 per Unit for gross proceeds of \$830,601. Each Unit consisted of one Common Share and one Warrant, with each Warrant exercisable at \$3.30 and expiring on September 11, 2028. In connection with the closing of the offering, the Company paid cash finder’s fees of \$29,442, issued 5,537 Common Shares as administrative fees to a third-party and 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 1-Step Smoothie and frappe products in approximately 1,900 banner stores of Albertsons Companies Inc. across the United States, including Safeway, Albertsons, Jewel-Osco, Vons, Randalls, Pavilions, Tom Thumb and ACME.

October 31, 2023, the Company announced it had closed a private placement of 282,608 Units at a price of \$2.30 per Unit for gross proceeds of \$649,998. Each Unit consisted of one Common Share and one Warrant, with each Warrant exercisable at \$3.20 and expiring on October 31, 2025. In connection with the closing of the offering, the Company paid cash finder’s fees of \$45,499, issued 5,652 Common Shares as administrative fees to a third-party and issued 19,783 finder’s warrants with an exercise price of \$3.20 and expiring on October 31, 2025.

On November 16, 2023, the Company announced that it has completed the acquisition (the “**Acquisition**”) of the issued and outstanding share capital of 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. The Acquisition was completed pursuant to a share purchase agreement among the Company, ASN and the shareholders of ASN dated November 3, 2023. Pursuant to the Acquisition, and in consideration for all of the issued and outstanding share capital of ASN, the Company issued 2,013,333 Common Shares.

On December 19, 2023, the Company announced that it would not be renewing the services contract of Mr. Steve Pear in his role as Chief Operating Officer of the Company, effective December 11, 2023. The Company also announced that certain parties voluntarily agreed to return an aggregate of 410,000 Common Shares to the Company’s treasury which included Common Shares issued to an insider and certain consultants of the Company, including Common Shares issued pursuant to the Company’s equity incentive plan.

On February 9, 2024, the Company announced that Power Berry™, Liquid Sunshine™ and Daily Defen-C, three flavors of the Company’s 1-Step Smoothies, have been recognized as winners of the *Most Innovative Product in Healthy Beverage Category* of the 2024 Product of the Year USA Awards.

On March 4, 2024, the Company announced it had entered into a trademark license agreement with Orgain, LLC, a plant protein powder brand in the United States, in connection with its new post-workout smoothie product, Superberry Sport™.

On March 11, 2024, the Company announced it had entered into a definitive agreement with Export Development Canada for a term loan credit facility of up to \$2,000,000 (the “**EDC Loan**”), which was fully drawn down on March

18, 2024.

Only July 26, 2024, the Company announced that Publix Super Markets, Inc. will launch four of Blender Bites' 1-Step Smoothie products into 1,383 of its stores across the United States. The delivery of the four Blender Bites' products will be facilitated into the states of Alabama, Florida, Georgia, Kentucky, North Carolina, South Carolina, Tennessee and Virginia. These products include Green D-tox™, Daily Defen-C™, Liquid Sunshine™ and Superberry Sport™.

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?

The Company intends to use the available funds following the Offering to advance its primary business objective of increasing sales in Canada and the United States. In doing so, Blender Bites is focused on purchasing raw materials to meet production demands as well as engaging in product marketing and investor relations. See "How will we use the available funds?" for further details.

USE OF AVAILABLE FUNDS

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

Following the closing of the Offering, the Company expects to have funds available as set out in the following table:

		Assuming Minimum Offering Only	Assuming 100% of Offering
A	Amount to be raised by this offering	\$1,200,000	\$1,200,000
B	Selling commissions and fees	\$84,000	\$84,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$20,000	\$20,000
D	Net proceeds of offering: D = A - (B+C)	\$1,096,000	\$1,096,000
E	Working capital as at most recent month end	(\$223,520)	(\$223,520)
F	Additional sources of funding	N/A	N/A
G	Total available funds: G = D+E+F ⁽¹⁾	\$872,480	\$872,480

Note:

(1) Any shortfalls between anticipated expenditures to meet the Company's business objectives and liquidity requirements over the next 12-months and available funds at the Closing Date will be addressed from funding received from operations. The foregoing represents forward-looking information and readers are cautioned that actual cash flows may vary. Readers are encouraged to review the "Cautionary Note Regarding Forward-Looking Information" set out on page 2 and 3 of this Offering Document for further information.

Decline in Working Capital

The Company's working capital as at July 31, 2024 was a deficit of \$223,520 versus the Company's working capital as at October 31, 2023 of \$1,636,696. This decline was primarily attributed to the current portion of long-term debt reducing the Company's working capital position, as well as the use of cash for operating expenses, ongoing marketing efforts and general administrative expenditures.

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	Assuming Minimum Offering Only	Assuming 100% of Offering
Raw material purchases ⁽¹⁾	\$336,480	\$336,480
Retailer listing fees	\$200,000	\$200,000
Marketing related expenses ⁽²⁾	\$164,000	\$164,000
General working capital ⁽³⁾	\$172,000	\$172,000
Total:	\$872,480	\$872,480

Notes:

- (1) Represents products funded through available working capital as at the Closing Date. The majority of raw materials purchases are funded using the net revenue generated from product sales.
- (2) Includes marketing expenditures related to U.S. customers e-commerce platforms, social media, direct consumer engagement and investor relations campaigns over the next 12-months.
- (3) Includes salaries and wages, consulting fees, and other general and administration expenditures over the next 12-months. Additional working capital is continually generated through product sales.

The above noted allocation of capital and anticipated timing represents our current intentions with respect to the Company's available funds upon completion of the Offering and are 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 \$1,480,599 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
September 11, 2023	276,867 Units ⁽¹⁾	\$3.00	\$830,601
October 31, 2023	282,608 Units ⁽²⁾	\$2.30	\$649,998

Notes:

1. Each Unit is comprised of one Common Share and one Warrant, with each Warrant exercisable to acquire one additional Common Share for \$5.50 until September 11, 2028.

2. Each Unit is comprised of one Common Share and one Warrant, with each Warrant exercisable to acquire one additional Common Share for \$3.20 until October 31, 2025.

These 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	\$685,000	Increase in raw material purchases to handle load in orders for retailers
Consulting and professional fees	\$152,133	Increase in costs in relation to professional fees and additional support to operations
Freight expenses	\$120,450	Enhanced distribution resulted in an increase in LTL (less than truckload) shipments
Selling expenses	\$340,079	Additional listing fees and charges for distribution setup. Enhanced storage within the United States to fulfill orders. Increase in sales broker commissions
Transfer agent and filing fees	\$17,937	No variance
Marketing	\$165,000	Impact of ecommerce marketing for retailers wholesale

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 \$0.80 per share for a period of 36 months following the Closing Date.

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.ca 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 August 30, 2024:

- (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 August 16, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

August 16, 2024

“Chelsie Hodge”

Chelsie Hodge, Chief Executive Officer

“Geoff Balderson”

Geoff Balderson, Chief Financial Officer