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OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION
(this “Offering Document”)



ROCK TECH LITHIUM INC.
(the “Company” or “Rock Tech”)

SUMMARY OF OFFERING

New Issue

August 29, 2025

What are we offering?

Offering:

Non-brokered private placement of up to 2,975,111 units of the Company (each, a “Unit” and collectively, “Units”) at a price of \$0.90 per Unit for gross proceeds of up to \$2,677,600 (the “Offering”) pursuant to and in accordance with the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “LIFE Exemption”).

Each Unit will consist of one common share (a “Common Share”) in the capital of the Company (each, a “LIFE Share” and collectively, “LIFE Shares”) and one Common Share purchase warrant of the Company (each a “Warrant” and collectively, “Warrants”). Each Warrant will be exercisable to acquire one Common Share (each a “Warrant Share”; together with the LIFE Shares and Warrants, the “Offered Securities”) at a price of \$1.17 per Warrant Share for a period of 36 months from the Closing Date (as defined below).

The Offered Securities will not be subject to resale restrictions pursuant to applicable Canadian securities laws.

Each holder of LIFE Shares will be entitled to receive notice of and to attend any meetings of the Company’s shareholders and will be entitled to one vote for each LIFE Share held at such time. Each holder of LIFE Shares will be entitled to receive dividends, if any, as and when declared by the Company’s board of directors and participate equally in any distribution of net assets.

See “Summary Description of Business – Material Facts” below.
\$0.90 per Unit.

Offering Price:

Offering Amount:

Up to 2,975,111 Units for gross proceeds of \$2,677,600.

Closing Date:	On or about September 3, 2025, or on such other date or dates as the Company may determine (the “ Closing Date ”) and, in any event, no later than 45 days after the filing of this Offering Document.
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the “ TSXV ”) under the symbol “RCK”. The Common Shares are also quoted for trading on the OTCQX under the symbol “RCKTF” and trade on the Frankfurt Stock Exchange under the trading symbol “RJIB”.
Last Closing Price:	On August 28, 2025, the last trading day prior to the date of this Offering Document, the closing price of the Common Shares on the TSXV was \$1.03.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering 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.

Rock Tech is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 — *Prospectus Exemptions* (“NI 45-106”). In connection with this Offering, the Company represents the following is true:

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;
- The Company has filed all periodic and timely disclosure documents that it is required to have filed;
- The Company is relying on the exemptions in Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order;
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the LIFE Exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000;
- The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and
- The Company 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 the issuer seeks security holder approval.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Offering Document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “**forward-looking statements**”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “anticipates”, “believes”, “estimates”, “expects”, “confirm” and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might”, or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Offering Document speak only as of the date of this Offering Document or as of the date specified in such statement. Specifically, this Offering Document includes, but is not limited to, forward-looking statements regarding: the Company’s future business plans, objectives, strategies and goals, and the completion, time, costs and benefits thereof; the development and advancement of the Guben Converter; the amounts to be raised under the Offering and the Concurrent Financings (as defined below); expectations with respect to the use of net proceeds and the use of the available funds following completion of the Offering and the Concurrent Financings; the timing and completion of the Offering, if it is to be completed at all; the expected Closing Date; the completion of the Concurrent Financings, if completed at all; and the Company’s ability to obtain all necessary approvals, including the approval of the TSXV.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company’s ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, statements regarding: the Company’s ability to access investors for the Offering; the Company’s ability to operate as a going concern; the timeliness and success of regulatory approvals; the Company’s requirement of significant additional capital; the Company securing sufficient financing for its operations and properties on acceptable terms, on an acceptable timeline, or at all; the Company’s ability to implement its business strategies; risks inherent in mineral exploration; price volatility; fluctuations in lithium and other commodity prices; changes in global supply chains and geopolitical conditions; changes in debt and equity markets; the uncertainties involved in mineral resource estimation, interpreting geological data, and confirming title to the Company’s properties; the possibility that future exploration results will not be consistent with the Company’s expectations; increases in costs; environmental compliance; changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; other risks involved in the minerals exploration and development industry; and those other risks and uncertainties detailed from time to time in the Company’s reports and public filings with the Canadian securities administrators and filed on SEDAR+. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ and may differ materially from those expressed or implied by the forward-looking statements contained in the Offering Document. Such statements are based on a number of assumptions about the following: the availability of financing for the Company’s exploration and development activities; operating and exploration costs; the Company’s ability to maintain strategic partnerships; Rock Tech’s ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration projects and other operations; market competition; and general business and economic conditions.

Forward-looking statements may be affected by known and unknown risks, uncertainties and other factors including without limitation, those referred to in this Offering Document that may cause the Company’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If Rock Tech does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

CURRENCY

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this Offering Document refer to Canadian dollars, which is the Company’s functional currency.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Rock Tech's vision is to supply the electric vehicle and battery industry with sustainable, locally produced lithium, targeting a 100% recycling rate. To ensure resilient supply chains, the Company plans to build lithium converters at the doorstep of its customers, beginning with the Company's proposed Lithium Hydroxide Converter in Guben, Brandenburg, Germany. The second converter is planned to be built in Red Rock, Ontario, Canada. Rock Tech plans to source raw material from its own Georgia Lake spodumene project in the Thunder Bay Mining District of Ontario, Canada, and procure from other ESG-compliant mines. Ultimately, Rock Tech's goal is to create a closed-loop lithium production system. Rock Tech has gathered one of the strongest teams in the industry to close the most pressing gap in the clean mobility story. The Company has adopted strict environmental, social and governance standards and is developing a proprietary refining process to increase efficiency and sustainability further.

Recent Developments

Operations

- On August 26, 2025, the Company announced that it had entered into a strategic partnership with ENERTRAG SE for the long-term supply of renewable electricity to power the Company's planned lithium hydroxide converter in Guben, Brandenburg, Germany (the "**Guben Converter**"). Under the agreement, ENERTRAG will supply a minimum of 70 GWh of renewable electricity annually, representing at least 50% of the converter's projected electricity demand beginning in 2030. The initiative is expected to reduce Scope 2 CO₂ emissions by approximately 25%. The Guben converter project is recognized as a strategic initiative under the *European Commission's Critical Raw Materials Act*.
- On July 7, 2025, the Company clarified technical disclosure regarding the Lopare lithium project (the "**Lopare Project**") in Bosnia-Herzegovina and provided an update on its transaction (the "**Arcore Transaction**") with Arcore, the Swiss company that owns the Lopare Project. The Arcore Transaction aims to establish a fully-integrated European lithium company by combining the Company's Guben Converter with the Lopare Project. The Company emphasized that resource estimates for the Lopare Project are considered historical under Canadian securities regulations. The Company also provided a strategic update on the outstanding closing conditions for the Arcore Transaction, which include completion of technical and legal due diligence, receipt of corporate and regulatory approvals, a financing raise of at least €50,000,000 in the form of equity, equity-linked, or equity-like securities into the new joint venture, and execution of definitive agreements. The Company is targeting closing the Arcore Transaction in Q3 2025, however there can be no assurance that the Arcore Transaction will be completed as contemplated, or at all.
- On June 26, 2025, the Company signed a memorandum of understanding with Ronbay Technology, a company specializing in the development and manufacturing of lithium battery cathode materials, to establish a fully localized integrated lithium-ion battery materials supply chain in Europe.
- On March 20, 2025, the Company announced a partnership with GEA Group AG to supply key crystallization and zero-liquid discharge systems for the Guben Converter.
- On February 20, 2025, the Company announced that it had signed a binding agreement with Arcore to acquire the Lopare Project in connection with the Arcore Transaction.
- On January 30, 2025, the Company announced that it had a memorandum of understanding with Schwenk Cement Group to convert lithium-processing by-products into cement additives. The deal is designed to lower waste-management costs and generate new revenue streams for the Guben Converter.
- On September 27, 2024, the Company signed a framework agreement with the City of Guben in Germany to advance its lithium refinery project.

Corporate Governance

- On May 12, 2025, the Company announced an executive management transition, appointing Mirco Wojnarowicz as CEO and Christopher Wright as CFO.
- On April 4, 2025, the Company appointed Dr. Beate Degen to its Board of Directors.

- On October 30, 2024, the Company announced the appointment of Kerstin Wedemann as Chief Legal & Corporate Officer.

Funding

- On August 12, 2025, the Company announced that it had been awarded €250,000 in funding from the German Federal Ministry for Research, Technology, and Space for the project “ELiSePro – Efficient Lithium Recovery Using Selective Processes” which is intended to further increase the Company’s lithium yield at the Guben Converter. The project will be implemented in collaboration with RWTH Aachen University.
- On June 23, 2025, the Company received CAD \$388,074 from Ontario’s Critical Minerals Innovation Fund to support ore sorting research for low-grade spodumene ores.
- On June 11, 2025, the Company was selected for funding under the KAVA grant program by EIT RawMaterials to advance its Lithium Refining Innovation Project.
- On May 21, 2025, the Company received €150,000,000 in government-backed support from export credit agencies via conditional, non-binding expressions of interest for its Guben Converter.
- On March 31, 2025, the Company announced its designation as a “Strategic Project” by the European Commission, one of only three lithium projects selected in Germany.
- On March 26, 2025, the Company was officially awarded “Strategic Project” status by the European Commission for its Guben Converter.
- On October 9, 2024, Rock Tech secured \$1,400,000 million in funding from the federal government of Canada’s Critical Minerals Infrastructure Fund (CMIF) to advance infrastructure at its Georgia Lake Project in Ontario. The funding was used to upgrade and extend a 10-kilometre access road north of Nipigon, Ontario. This road is expected to facilitate the transportation of lithium from the Georgia Lake Project mine site to the Company’s proposed downstream lithium converter facility in Red Rock, Ontario.

Financings

- On March 27, 2025, the Company closed the second tranche of its non-brokered private placement, issuing 1,364,000 units at \$1.00 per unit for gross proceeds of \$1,364,000.
- On March 25, 2025, the Company closed the first tranche of its non-brokered private placement, issuing 2,636,000 units at \$1.00 per unit for gross proceeds of \$2,636,000.

Concurrent Financings

Brokered Financing

In addition to the LIFE Units offered pursuant to this Offering, the Company is concurrently conducting a brokered private placement (the “**Brokered Financing**”) of 1,355,555 units at a price of \$0.90 per unit, comprised of one Common Share and one warrant with the same terms as the LIFE Warrants, for aggregate gross proceeds of \$1,220,000. The Brokered Financing is being conducted in the United States pursuant to Section 2.3 of Ontario Securities Commission Rule 72-503 – *Distributions Outside of Canada* and exemptions from the registration requirements of the U.S. Securities Act, including Rule 506(b) of Regulation D thereunder and is anticipated to close on September 2, 2025.

The Company entered into an engagement letter with Maxim Group LLC (the “**Agent**”) dated July 25, 2025 pursuant to which the Agent has agreed to serve as the exclusive placement agent for the Brokered Financing on a commercially reasonable efforts basis. The Company agreed to pay to the Agent a cash fee equal to eight percent (8.0%) of the gross proceeds received by the Company pursuant to the Brokered Financing, subject to reduction with respect to sales made to president’s list investors. The Company also agreed to reimburse the Agent for all reasonable accountable expenses, including, without limitation, fees and disbursements of the Agent’s counsel and all travel and other out-of-pocket expenses, incurred by the Agent in connection with the Brokered Financing. The Company currently intends to use the proceeds from the Brokered Financing to fund the advancement of the Guben Converter and for general corporate and working capital purposes.

Offshore Non-Brokered Private Placement

The Company is also concurrently conducting a non-brokered private placement of 4,002,667 units at a price of \$0.90 per unit, each comprised of one Common Share and one Common Share purchase warrant with the same terms as the LIFE Warrants, in certain international jurisdictions outside of Canada and the United States pursuant to Section 2.3 of Ontario Securities Commission Rule 72-503 – *Distributions Outside of Canada* for aggregate gross proceeds of \$3,602,400 (the “**Offshore Financing**”; together with the Brokered Financing, the “**Concurrent Financings**”). The Offshore Financing is anticipated to close on September 2, 2025. The Company currently intends to use the proceeds from the Offshore Financing to fund the advancement of the Guben Converter and for general corporate and working capital purposes.

The Company may upsize the Offshore Financing by an additional \$2.5 million, subject to investor demand, for aggregate gross proceeds of up to \$6,102,400.

Material Facts

There are no material facts about the Units that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document and the date the Company’s most recent audited annual financial statements were filed.

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

The net proceeds of the Offering, together with net proceeds raised from the Concurrent Financings, are expected to be used to fund the advancement of the Company’s Guben Converter and for general corporate and working capital purposes.

Business Objectives and Milestones

Guben Converter

General Admin for Guben Converter

Projected Cost

\$500,000

USE OF AVAILABLE FUNDS

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

Based on the Company’s existing working capital as at July 31, 2025, of approximately \$500,000, the Company’s expected availability of funds following closing of the Offering and the Concurrent Financings is expected to be approximately \$7,588,192 in the case of the maximum Offering amount.

		<u>Assuming 100% of Offering</u>
A	Amount to be raised by this Offering:	\$2,677,600
B	Finder’s Fees ⁽¹⁾ :	\$214,208
C	Estimated Offering costs: (e.g., legal, accounting, audit)	\$100,000
D	Net proceeds of Offering: ($D = A - (B + C)$)	\$2,363,392
E	Working capital as at most recent month end:	\$500,000
F	Additional sources of funding:	\$4,724,800 ⁽²⁾
G	Total available funds: ($G = D + E + F$)	\$7,588,192

Notes:

(1) See “*Fees and Commissions.*”

- (2) The Company anticipates raising proceeds of (A) \$1,122,400 under the Brokered Financing, after the deduction of the Agent's fee but before the deduction of any other fees or related expenses; and (B) \$3,602,400 under the Offshore Financing before deduction of any fees, commissions, or other related expenses, for aggregate net proceeds of approximately \$4,724,800 under the Concurrent Financings.

How will we use the available funds?

The Company intends to use the net proceeds from the Offering and the Concurrent Financings to fund the advancement of the Guben Converter and for general corporate and working capital purposes as follows:

Intended Use of Available Funds	Assuming 100% of Offering
Guben Converter	\$500,000
General working capital ⁽¹⁾	\$7,088,192
Total:	\$7,588,192

Notes:

- (1) Funds included in general working capital may be allocated to corporate expenses, marketing, investor relations activities, business development, and to other activities.

The above noted allocation represents the Company's current intentions with respect to its use of net proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the net proceeds from this Offering and the Concurrent Financings 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 the Company's ability to execute on its business plan and financing objectives. The Company has had negative cash flow from operating activities and reported a net loss and comprehensive loss of \$15,290,898 for the year ended December 31, 2024. The Company anticipates that negative operating cash flows will continue as long as it remains in the exploration stage, and to the extent that the Company has negative cash flows from operating activities in the future periods, the net proceeds from this Offering and the Concurrent Financings may be used to fund such negative cash flow from operating activities in future periods.

The Company's most recent audited and interim financial statements included a going concern note. The Company does not yet have a source of revenue and its continuation as a going-concern is dependent upon the successful results of its mineral property exploration and downstream development activities and its ability to raise equity capital sufficient to meet current and future obligations. Among other steps being taken by the Company, the Offering and the Concurrent Financings are intended to permit the Company to continue to advancing its projects and 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?

Previous Financings	Intended Use of Funds	Use of Funds to Date	Variance and Impact of on Business Objectives and Milestones
<u>March 25 and 27, 2025:</u> Private placement closed with the issuance of 4,000,000 units of the Company at a price of \$1.00 per unit for aggregate gross proceeds of \$4,000,000.	Development of integrated lithium conversion strategy and general working capital.	Approximately \$2,000,000 has been used to date as of July 31, with \$2,000,000 remaining	Funds used as initially intended.
<u>October 7, 2024:</u> Private placement closed with the issuance of 6,620,000 units of the Company at a	Development of North American converter, recycling	Full amount of funds have been used to date (\$3,310,00).	Funds used as initially intended.

<u>Previous Financings</u>	<u>Intended Use of Funds</u>	<u>Use of Funds to Date</u>	<u>Variance and Impact of on Business Objectives and Milestones</u>
price of \$0.50 per unit for aggregate gross proceeds of \$3,310,000.	strategy and general working capital.		

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?

Finder: Research Capital Corporation (the “Finder”).

Compensation Type: Cash fee.

Cash Fee: The Company has agreed to pay the Finder a cash fee equal to 8.0% of the gross proceeds of the Offering (the “Finder’s Fee”).

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 the Company, or
- (b) to damages against the Company 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 Units.

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.

The rights provided for under the LIFE Exemption are for the benefit of all purchasers.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company’s continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company’s profile on the System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca.

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

For further information regarding Rock Tech, visit our website at: <https://www.rocktechlithium.com/>

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.

CERTIFICATE

Dated: August 29, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after August 29, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

ROCK TECH LITHIUM INC.

“Mirco Wojnarowicz”

Mirco Wojnarowicz
Chief Executive Officer

“Christopher Wright”

Christopher Wright
Chief Financial Officer

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 September 3, 2025:

- (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 Offered Securities or refund any of the purchase price of the Offered Securities, or that the Offered Securities 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 Offered Securities;
- (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, the Agents or their 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; and
 - (iii) there are risks associated with the purchase of the Offering;
- (f) the Purchaser either (A) is not an “insider” of the Company or a “registrant” (each as defined under applicable securities laws of Ontario) or (B) has identified itself to the Company as either an “insider” or a “registrant” (each as defined under applicable securities laws of Ontario);
- (g) 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;
- (h) 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;
- (i) 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 the Offering Document;
- (j) unless the Purchaser has separately delivered to the Company and the Agents a U.S. investor agreement, certification or representation letter (in which case the Purchaser makes the representations, warranties and covenants set forth therein), the Purchaser (i) is not in the United States, (ii) was outside of the United States at the time the buy order for the Units was originated, (iii) is not subscribing for the Units for the account or benefit of a person in the United States, (iv) is not subscribing for the Offered Securities for resale in the United States, (v) was not offered the Units in the United States, (vi) is not acquiring the Units as part of plan or scheme to evade the registration requirements of the U.S. Securities Act, and (vii) is not acquiring the Units as a result of any “directed selling efforts” as that term is defined in Regulations S under the U.S. Securities Act;
- (k) the Purchaser is aware that the Offered Securities have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and that the Offered Securities may not be offered, sold, pledged or otherwise disposed of, directly or indirectly, in the United States without registration under the U.S. Securities Act and all applicable U.S. 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 Offered Securities;
- (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 Offered Securities; (ii) that any person will refund all or any part of the purchase price of the Offered Securities acquired by the Purchaser; or (iii) as to the future price or value of the Offered Securities;
- (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 Offered Securities 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;
- (q) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering; and
- (r) the Purchaser has not and will not receive any financial assistance from the Company, directly or indirectly, in respect of the purchase of the Units.

APPENDIX “B”
INDIRECT COLLECTION OF PERSONAL INFORMATION

Indirect Collection of Personal Information

By purchasing the Units, the Purchaser acknowledges that the Company, the Agents 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 Offered Securities 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](mailto: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](mailto: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](mailto: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