



These securities 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 to, or for the account or benefit of, U.S. persons or persons in the United States without registration under the U.S. Securities Act and all applicable U.S. state securities laws or in compliance with exemptions therefrom. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities 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.

**OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION**

September 14, 2023

CALIFORNIA NANOTECHNOLOGIES CORP.

What are we offering?

Offering: California Nanotechnologies Corp. (the "**Corporation**") is offering up to 8,333,333 units of the Corporation (each, a "**Unit**") at a price of \$0.15 per Unit (the "**Offering Price**"), for gross proceeds of up to \$1,250,000 (the "**Base Offering**"), with an over-allotment option of up to an additional 1,666,667 Units for additional proceeds of up to \$250,000 (the "**Over-Allotment Option**", and together with the Base Offering, the "**Offering**").

Each Unit will be comprised of one common share of the Corporation (each, a "**Common Share**") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "**Warrant**"). Each Warrant shall entitle the holder to purchase one Common Share at a price of \$0.25 at any time on or before that date which is 24 months after the Closing Date (as herein defined).

Each Common Share carries one vote at all meetings of shareholders, is entitled to receive dividends as and when declared by the board of directors of the Corporation and is entitled to participate in the remaining property and assets of the Corporation upon dissolution or winding-up. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.

Offering Price: \$0.15 per Unit.

Offering Amount: Up to 10,000,000 Units for gross proceeds of up to \$1,500,000 subject to the terms and conditions set out herein, and subject to all necessary regulatory approvals.

Closing Date: The Offering is expected to close on or about October 25, 2023 (the "**Closing Date**").

Exchange: The Common Shares are listed for trading on the TSX Venture Exchange (“**TSXV**”) under the symbol “CNO” and on the OTC Pink Market (“**OTC**”) under the symbol “CANOF”.

Last Closing price On September 13, 2023, the closing price of the Common Shares on the TSXV and on the OTC was \$0.19 and US\$0.1430, respectively.

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.

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

- **The Corporation has active operations, and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Corporation 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.**
- **The Corporation will not close this Offering unless the issuer reasonably believes that it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Corporation 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 Corporation seeks security holder approval.**

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This offering document contains “forward-looking information” and “forward-looking statements” within the meaning of applicable securities laws, which is based upon the Corporation’s current internal expectations, estimates, projections, assumptions, and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, the expected future performance of the Corporation, information about the Offering, including the size thereof, the expected timing to complete the Offering, the exercise of the Over-Allotment Option, the ability to complete the Offering on the terms provided herein or at all; the Corporation’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; regulatory approvals for the Offering, including approval of the TSXV; completion of the Offering and the date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include

statements regarding the expectations and beliefs of management based on information currently available to the Corporation. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to the Offering not closing within the timeframe anticipated or at all, or not closing on the terms and conditions currently anticipated by the Corporation, the resale restrictions on the securities issued pursuant to the Offering, the issuance of the Units pursuant to the Listed Issuer Financing Exemption, timely receipt of all regulatory and third party approvals for the Offering, including that of the TSXV, the anticipated use of the net proceeds of the Offering, regulatory approval of the Offering, the use of available funds, general business and economic conditions, the Corporation’s objectives, goals or future plans, the effects of product development and need for continued technological change, the effect of government regulation and compliance on the Corporation and the industry, research and development risks, reliance on key personnel, operations in foreign jurisdictions, protection of intellectual property rights, contractual risk, third-party risk, risk of technological or scientific obsolescence, dependence of technical infrastructure, political risks, uncertainties relating to the availability and costs of financing needed in the future, capital markets conditions, inflation, changes in interest rates, changes in currency exchange rates, an inability to raise additional funding, the manner the Corporation uses its cash or the proceeds of an offering of the Corporation’s securities, other risks involved in the materials development industry, and those risks set out in the Corporation’s public documents filed on SEDAR+.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. For more information on the Corporation and the risks and challenges of its business, investors should review the Corporation’s annual filings that are available at www.sedarplus.ca.

The Corporation provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Corporation disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Corporation is a growth-oriented research and development (R&D) and manufacturing company in the applied materials sciences industry. The Corporation offers services in advanced processing and testing capabilities for materials research & production needs. The Corporation possesses multiple in-house Spark Plasma Sintering systems, cryogenic mills, mechanical testing, and tooling fabrication systems. R&D as well as production services are performed by the Corporation for customers from start-ups to fortune 500 companies across numerous industries, universities and US national labs. The Corporation serves industries including aerospace, nuclear, energy, defence, and others.

Recent Developments

On September 12, 2023, the Corporation announced an amendment to its debt with Omni-Lite Industries Canada Inc., including a removal of a demand provision and an immediate payment of US\$100,000 towards principal. These amendments should allow the loan to be no longer classified as a current liability on the Corporation's financial statements.

On June 5, 2023, the Corporation announced its expansion of Cryomilling capacity, one its core technologies, and its intention to expand its revenue from this segment of its business. The Corporation achieved this by purchasing a used machine that tripled its Cryomilling capacity.

On May 17, 2023, the Corporation announced that it received orders to provide its manufacturing services to a leading clean technology company involved in the production of decarbonized steel, which was valued at US\$275,000. The scope of work for the orders included the utilization of both of the Corporation's core technologies (Spark Plasma Sintering and Cryomilling) to assist the customer in improving the electrochemical performance of their proprietary and innovative green steel solution. These orders are expected to be delivered in fiscal 2024.

On April 25, 2023, the Corporation announced that it signed a Memorandum of Understanding with Fritsch Milling & Sizing, Inc aimed at facilitating collaboration on new business development opportunities. The agreement intends to complement and support each party's technologies and capabilities to bring wide range solutions for client industries and access markets that would have otherwise extended beyond the reach of one party. The MOU is expected to remain in effect for two years and will auto-renew for one-year periods unless otherwise canceled by either party.

On January 31, 2023, the Corporation announced sale of a Spark Plasma Sintering system to Lehigh University for US\$150,000. The Corporation expects revenue from this unit to be realized in fiscal 2024. The Corporation also announced a reduction of its debt owed to Omni-Lite Industries Canada Inc. by a voluntary pre-payment of US\$120,000.

On January 4, 2023, the Corporation announced the signing of a service agreement with Ontario-based Otis Investor Relations Inc., an investor relations consultant, to develop and execute a comprehensive, digital-first investor relations program. The program's goal is to broaden the Corporation's shareholder base, manage investor communications and expectations, and provide the Corporation with strategic capital markets advisory.

On December 6, 2022, the Corporation announced sale of a Spark Plasma Sintering system to the University of California Irvine for US\$145,000. Further, the Corporation announced that it has retained a business development and sales consultant to assist with its growth objectives.

On November 1, 2022, the Corporation announced that it was engaged by a biotech company to provide cryomilling services on an ongoing basis, with expected revenue of approximately \$50,000 per month.

On May 24, 2022, the Corporation announced that it has re-negotiated and re-priced the loan between Omni-Lite Industries Canada Inc. to adjust the interest rate to 7.5% and the loan maturity date to May 30, 2025. Interest repayments under this revised loan agreement commenced on June 22, 2022.

Material Facts

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

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

The Corporation's business objectives are to grow its Cryomilling and Spark Plasma Sintering business by increasing its customer base and acquiring equipment, infrastructure, and software to expand capacity.

The Corporation intends to use the available funds for expenses associated with its growth trajectory. Funds required are based on the Corporation's current budget and a one-year forecast. Spending will not increase for reasons other than what is forecasted, or if the forecast changes from time to time.

Business Objectives	Preceding significant events	Period in which event is expected to occur	Cost related to event
Growing customer base	Marketing Initiatives, trade shows, demonstrations of products and customer reach out campaigns	September 30, 2023 to December 31, 2024	\$250,000
Acquisitions of Equipment and Expansion of Capacity	Determination of specifications, installation and commercial testing	September 30, 2023 to December 31, 2024	\$1,000,000
		TOTAL:	\$1,250,000

USE OF AVAILABLE FUNDS

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

The expected availability of funds is \$2,900,551 in the case of the Base Offering, and \$3,150,551 assuming the Offering is fully subscribed, including the exercise of the Over-Allotment Option.

		Assuming Base Offering Only	Assuming Exercise of Over-Allotment Option ⁽¹⁾
A	Amount to be raised by this offering	\$1,250,000	\$1,500,000
B	Selling commissions and fees ⁽²⁾	\$nil	\$nil
C	Estimated offering costs (e.g. legal, accounting, audit)	\$(25,000)	\$(25,000)
D	Net proceeds of offering: $D = A - (B + C)$	\$1,225,000	\$1,475,000

E	Working capital as at most recent month end ⁽³⁾	\$275,551	\$275,551
F	Additional sources of funding ⁽⁴⁾	\$1,400,000	\$1,400,000
G	Total available funds: G = D + E + F	\$2,900,551	\$3,150,551

Notes

- (1) Assuming the Offering is fully subscribed and the Over-Allotment Option is exercised in full.
- (2) Assuming no finder's fees are payable. Finder's fees may be payable to eligible arms-length persons with respect to certain subscriptions accepted by the Corporation. See "*Fees and Commissions*", below.
- (3) Assuming the reclassification of the Omni-Lite debt from current liability to long-term liability, as per the Corporation's press release dated September 12, 2023.
- (4) This is estimated based on management's current expectations for anticipated revenue over the next 12 months. The purpose of this estimate is to provide the reader with an estimate of the funds the Corporation anticipates receiving in the course of its ordinary course operations, and may not be appropriate for other purposes.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming Base Offering Only	Assuming Exercise of Over-Allotment Option ⁽¹⁾
Working capital	\$750,551	\$1,000,551
Corporate general and administrative	\$600,000	\$600,000
Cost of goods sold ⁽³⁾	\$300,000	\$300,000
Acquisitions of equipment and expansion of capacity	\$1,000,000	\$1,000,000
Marketing initiatives and other customer base expansion expenses	\$250,000	\$250,000
Total: Equal to "G" Total Available Funds in Chart Above	\$2,900,551	\$3,150,551

Notes

- (1) Assuming the Offering is fully subscribed and the Over-Allotment Option is exercised in full.
- (2) Assuming expenditures based on levels of activity for Base Offering, and Base Offering assuming full exercise of the Over-Allotment Option.

The above-mentioned allocation and anticipated timing represents the Corporation's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Corporation. Although the Corporation intends to expend the proceeds from this 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 the Corporation's ability to execute on its business plan and financing objectives. See the "*Cautionary Note Regarding Forward-Looking Statements*" section above.

The most recent unaudited interim financial statements of the Corporation included a going concern note. Management is aware, in making its going concern assessment, of recurring losses, on-going negative cash flow and an ongoing dependence on financing activities that may cast significant doubt on the Corporation's ability to continue as a going concern. The Corporation expects that available funds from this Offering will be sufficient to cover the Corporation's operating costs for the next 12 months. However, the Offering is not expected to affect the decision to include a going concern note in the next financial statements of the Corporation.

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

The Corporation has not conducted a financing in the past 12 months.

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 Offering is a non-brokered private placement with no finder participation. Finder's fees may be payable to eligible arms-length persons with respect to certain subscriptions accepted by the Corporation.

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 Corporation; or**
- (b) to damages against the Corporation 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 advisor.

ADDITIONAL INFORMATION

Where can you find more information about us?

You can access the Corporation's continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Corporation's profile.

For further information regarding the Corporation, visit our website at www.calnanocorp.com.

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

Investors 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 Units.

DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after September 14, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: September 14, 2023

(sg) "*Eric Eyerman*"

Eric Eyerman

Chief Executive Officer and
Director

(sg) "*Roger Dent*"

Roger Dent
Director and Chief Financial
Officer

APPENDIX A

ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES OF THE INVESTOR

Each purchaser of the Units (the “Investor”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Corporation and the Agents, as at the date hereof, and as of the Closing Date:

- a) the Investor confirms that it: (i) has such knowledge and experience in financial and business affairs as to be capable of evaluating the merits and risks of its investment in the Units (including the potential loss of his, her or its entire investment); (ii) is aware of the characteristics of the Units (and the underlying securities) and understands the risks relating to an investment therein; and (iii) is able to bear the economic risk of loss of its investment in the Units and understands that it may lose its entire investment in the Units;
- b) the Investor is resident in the jurisdiction disclosed to the Agents or the Corporation and the Investor was solicited to purchase in such jurisdiction;
- c) the subscription for the Units by the Investor does not contravene any of the applicable securities legislation in the jurisdiction in which the Investor resides and does not give rise to any obligation of the Corporation to: (i) prepare and file a prospectus or similar document or to register the Units (or underlying securities) or to be registered with or to file any report or notice with any governmental or regulatory authority; or (ii) be subject to any ongoing disclosure requirements under the securities legislation of such jurisdiction;
- d) unless the Investor has separately delivered to the Corporation and the Agents a U.S. Representation Letter (in which case the Investor makes the representations, warranties and covenants set forth therein), the Investor (i) is not in the United States, its territories or possessions, any State of the United States or the District of Columbia (collectively, 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 of a person in the United States, (iv) is not subscribing for the Units for resale in the United States, and (v) was not offered the Units in the United States;
- e) the Investor is aware that the Common Shares and Warrants 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 Common Shares and Warrants 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 Corporation 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 Common Shares and Warrants;
- f) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Corporation 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 Investor acknowledges that the Corporation may in the future be required by law to disclose the Investor’s name and other information relating to the Investor’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 Investor (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 Investor; and (ii) it will promptly notify the Corporation if the Investor discovers that any of such representations ceases to be true, and to provide the Corporation with appropriate information in connection therewith;

- g) neither the Corporation, the Agents, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Investor: (i) that any person will resell or repurchase the Common Shares or Warrants comprising the Units; (ii) that any person will refund all or any part of the subscription amount; or (iii) as to the future price or value of the Common Shares or Warrants comprising the Units;
- h) the Investor is not purchasing the Units with knowledge of any material information concerning the Corporation that has not been generally disclosed. The Investor's Units are not being purchased by the Investor as a result of, nor does the Investor, if any, have knowledge of, any material fact (as defined in securities laws, regulations and rules, and the blanket rulings and policies and written interpretations of, and multilateral or national instruments adopted by, the securities regulatory authorities in the jurisdiction in which the Investor is resident or subject to (the "**Securities Laws**")) or material change (as defined in Securities Laws) concerning the Corporation that has not been generally disclosed and the decision of the Investor, to tender this offer and acquire the Investor's 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 Corporation or any other person and is based entirely upon the offering document;
- i) the Investor will not become a "control person" within the meaning of Canadian Securities Laws by virtue of the purchase of the Units, and does not intend to act in concert with any other person to form a control group of the Corporation in connection with the acquisition of the Units;
- j) the Investor has not received, nor does it expect to receive, any financial assistance from the Corporation, directly or indirectly, in respect of the Investor's subscription for Units;
- k) if required by applicable Securities Laws or the Corporation, the Investor will execute, deliver and file or assist the Corporation 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;
- l) the Corporation is relying on an exemption from the requirement to provide the Investor with a prospectus under the Securities Laws and, as a consequence of acquiring the Units pursuant to such exemption, the Investor may not receive information that would otherwise be required to be given under the Securities Laws;
- m) if the Investor is:
 - i. a corporation, the Investor 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 Investor 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 Investor 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;

- n) the Investor is responsible for obtaining such 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 Investor is not relying on legal or tax advice provided by the Corporation or its counsel;
- o) the subscription for the Units and the completion of the transactions described herein by the Investor 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 Investor if the Investor is not an individual, the Securities Laws or any other laws applicable to the Investor, any agreement to which the Investor is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Investor;
- p) the Investor 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 Investor 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 Investor has not taken any action which will or may result in the Corporation acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Investor's subscription;
- q) the Investor is purchasing the Units for investment purposes only and not with a view to resale or distribution; and
- r) the Investor acknowledges that certain fees and commissions may be payable by the Corporation in connection with the Offering.

APPENDIX B

INDIRECT COLLECTION OF PERSONAL INFORMATION

By purchasing Units, the Investor acknowledges that the Corporation and the Agents and their respective agents and advisers may each collect, use and disclose the Investor'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 Common Shares and Warrants (underlying the Units) to be issued to the Investor. The Information may also be disclosed by the Corporation 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 Investor is deemed to be consenting to the disclosure of the Information.

By purchasing Units the Investor acknowledges (A) that Information concerning the Investor 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 Investor 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 Investor shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

The Investor 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@fcnb.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