

Sagittarius Capital Corp.

(to be renamed Water Ways Technologies Inc.)

December 27, 2018



Water Ways
technologies

A final prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario. A copy of the final prospectus, and any amendment, is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final prospectus, and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

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A final prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in the Provinces of Ontario, Alberta and British Columbia. Copies of the final prospectus may be obtained from Leede Jones Gable Inc. A copy of the final prospectus, and any amendment, is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final prospectus, and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

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*The completion of the Offering (as defined in the prospectus) is subject to the Minimum Offering (as defined in the prospectus). If subscriptions are not received aggregating the Minimum Offering, the Offering will not be completed. Subscription proceeds will be received by the Agent, or by any other securities dealer authorized by Leede Jones Gable Inc. (the "**Agent**") and will be held by the Agents in trust until the initial closing of the Offering. An investment in the Company's securities should be considered highly speculative. There is no guarantee that an investment in the Company will earn any positive return in the short or long term. An investment in the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment. There are certain risk factors associated with an investment in the Company's securities.*

Executive Summary



WWT is an agriculture technology company that specializes in providing water irrigation solutions to agricultural producers. WWT competes in the global irrigation water systems market with a focus on developing solutions with commercial applications in the micro and precision irrigation segments of the overall market¹.

WWT delivers smart turnkey irrigation solutions to projects such as fish farms, vineyards, water reservoirs, etc.

WWT maintains 2 streams of revenue:

1 Sales of irrigation equipment assembled in-house and hardware produced by 3rd party OEMs (**39% of revenue**)²

2 Design, manufacturing, and installation of turnkey irrigation systems (**59% of revenue**)²

Generated revenue of
USD \$10.6M
and Operating profit of
USD \$1,024K
in 2017³

Ten project contracts
signed for 2018 totaling
USD \$9.8M
in scope

Conducting a public offering
of up to **CAD \$4.0M**
with a 15% over-allotment
option planned in **2018**

1 - The Company intends to acquire all of the issued and outstanding securities of Irri-AI-Tal Ltd. ("IAT") through a securities exchange concurrently with completing the offering and thereafter operate IAT's business. References herein to Water Ways Technologies or WWT refer to the issuer that results from this transaction.

2 - Percentages are based on IAT's revenues as presented in the IAT unaudited financial statements for the nine months ended September 30, 2018.

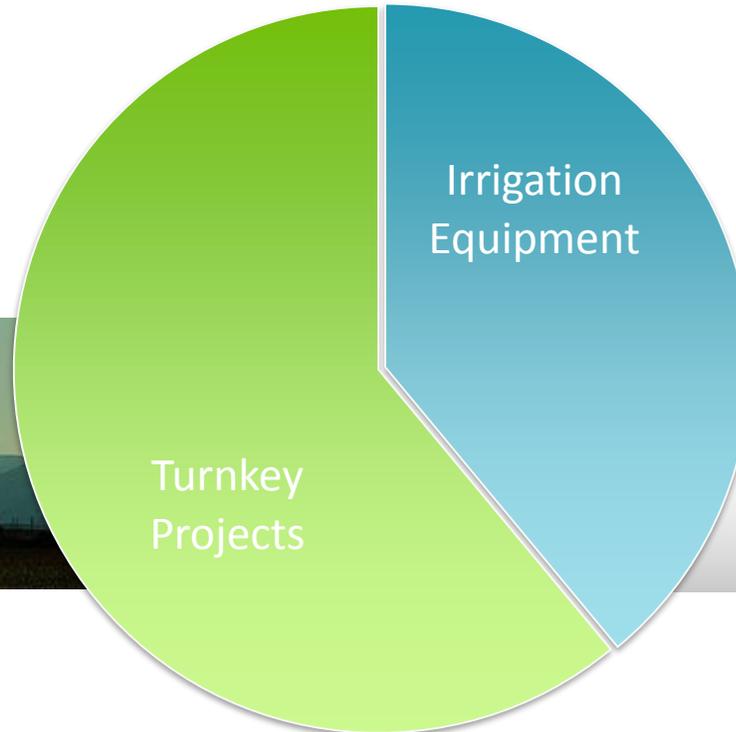
3 - See IAT audited financial statements for the year ended December 31, 2017.

Business Model

WWT'S BUSINESS MODEL IS TO PROVIDE INNOVATIVE IRRIGATION PRODUCTS AND SERVICES THROUGH 3 DISTINCT LINES OF BUSINESS.

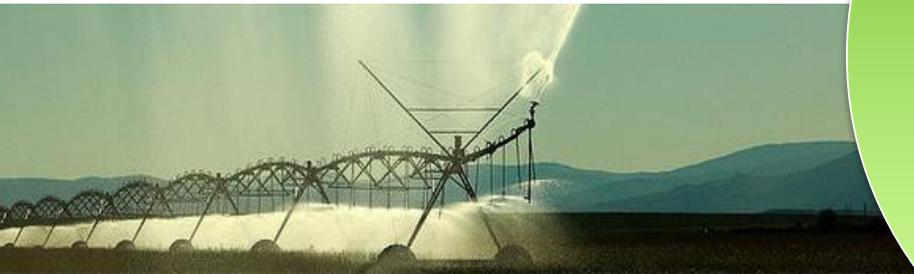
59% of revenue¹

Design, manufacturing, and installation of turnkey irrigation projects



39% of revenue¹

Sales of irrigation equipment assembled in-house and hardware produced by 3rd party OEMs



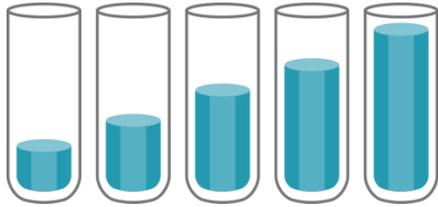
+ new business sub-unit: Project Financing services²

¹ - Percentages are based on IAT's revenues as presented in the IAT unaudited financial statements for the nine months ended September 30, 2018.

² - Project Financing Sub-Unit is a sub-segment of the Projects Business Unit that is being developed by IAT, which expected to rollout upon completing the offering.

Smart Irrigation Levered to Growth in Emerging Markets

ECONOMIC GROWTH IN EMERGING MARKETS IS DRIVING GROWING DEMAND FOR AGRICULTURAL PRODUCTS WHILE SIMULTANEOUSLY SUFFERING FROM INCREASINGLY LIMITED ACCESS TO WATER CAUSED BY FACTORS SUCH AS **URBANIZATION, POLLUTION AND DROUGHTS**.



Precision irrigation uses technology to collect data from the field and external data sources, to analyze this data, and to make recommendations to farmers



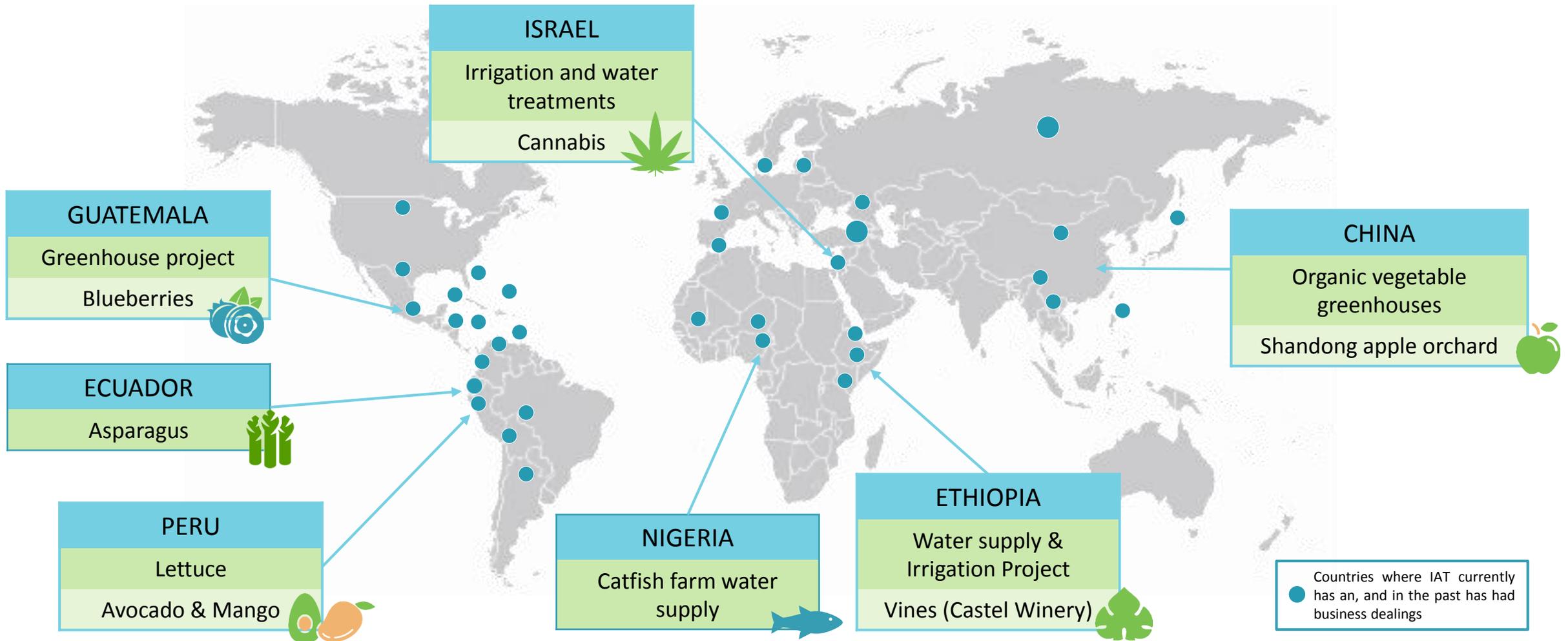
WWT's products & services aim to **transform otherwise infertile land into arable land**



The global market for water irrigation systems was worth **USD \$9.2B** in 2016 and is anticipated to grow at a **7.7% CAGR** through to 2021¹

1 - Source: Frost & Sullivan, CEO 360 Degree Perspective on the Global Irrigation Water Systems Market, August 2016, MC 37-15

Global Project Execution Capabilities



Financial Summary

Sales in 2017 – US\$10.58M

From engineering, project management and financing services

Operating Profit in 2017 – US\$1.024M

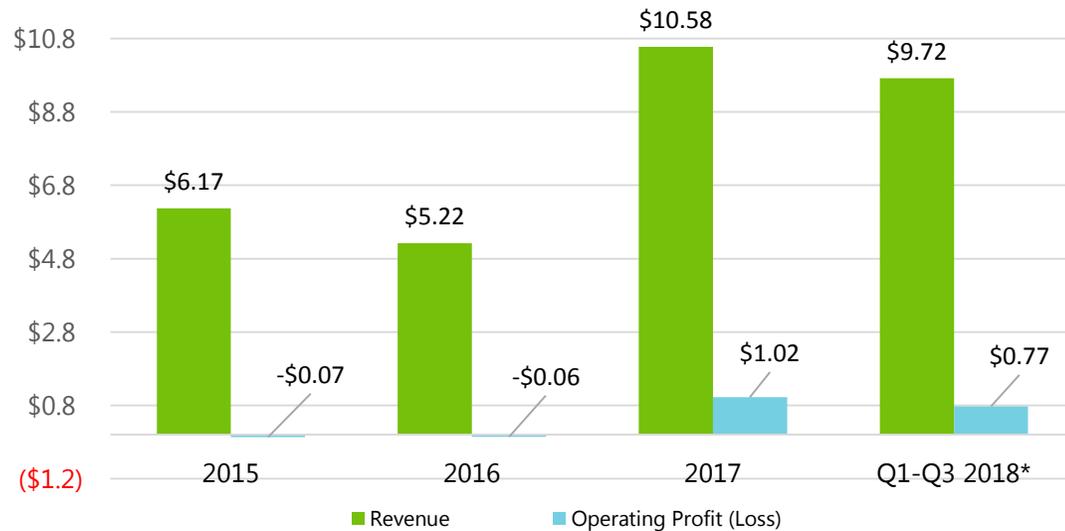
Profitable base

10 projects secured for execution in calendar 2018

Two of the 10 projects signed in Q4 2017

With a combined **\$9.775M** project backlog (based on invoices, net of transportation)

Financial Performance (\$USD MM)



WWT's audited financial information for the financial years ended December 31, 2015, 2016 and 2017, derived from IAT's audited financial statements for the financial years ended December 31, 2015, 2016 and 2017.

*WWT's unaudited financial information for the nine months ended September 30, 2018, derived from IAT's unaudited interim financial statements for the nine months ended September 30, 2018.

2018 PROJECT INFORMATION

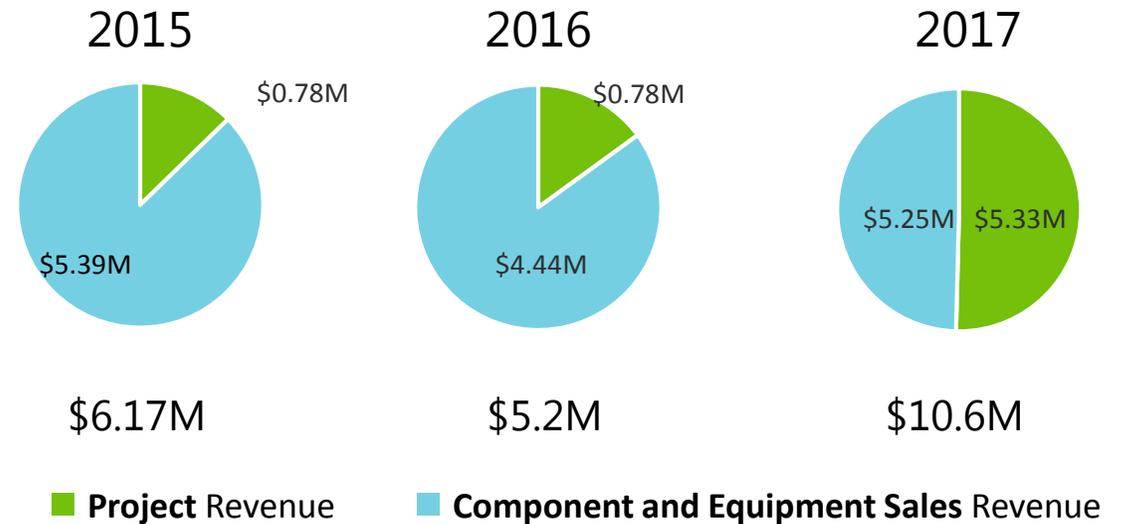
Countries of Focus

China, Guatemala, Nigeria, Peru, Ethiopia, Israel, Ecuador

Project Focus

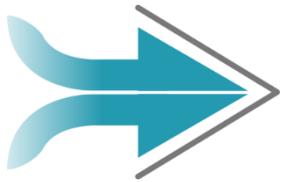
Fruits, Vegetables, Cannabis, Vineyards & Fish Farms

Revenue Breakdown



Growth Strategy

WWT'S STRATEGY IS TO **SCALE ITS BUSINESS GLOBALLY AND ACCELERATE GROWTH** THROUGH THE FOLLOWING INITIATIVES:



Organic Growth

Continue to cultivate business relationships within the small and medium agricultural operators sector and continue to fund projects from internally generated cashflow.

Technological Innovation

Complete the development of its Precise Irrigation System and include as a part of its existing service offering. In addition consider potential acquisitions of technologies in the precision agriculture sector that are synergistic to the existing product and service offerings.

Geographic Expansion

Open additional sales offices in new and existing markets in order to establish business relationships in new markets. Initial focus on Mexico, China and the Balkan region, where WWT's management sees an opportunity within the segment that it has strength in.

Project Financing

WWT intends to take advantage of the business opportunities it has to finance a portion of the equipment that is being provided to its customers in the Projects Business Unit.

2018 Project Pipeline

COUNTRY	DESCRIPTION	PERIOD SIGNED	EST. AMOUNT (USD) ¹
China	Irrigation system of organic vegetable greenhouses	Q2 2018	\$440K
China	Irrigation system of Shandong Apple Orchard	Q1 2018	\$220K
Guatemala	Restoration project of an existing greenhouse project blueberries	Q2 2018	\$420K
Guatemala	Irrigation system of a blueberries field	Q2 2018	\$2.8M
Peru	Irrigation system of an avocado and mango farm	Q4 2017	\$2.125M
Peru	Irrigation system of a lettuce farm	Q2 2018	\$770K
Ecuador	Irrigation of an asparagus farm	Q2 2018	\$290K
Ethiopia	120 hectare irrigation system upgrade for vineyards	Q1 2018	\$175K
Nigeria	Water supply for 1500 ton/year catfish farm	Q4 2017	\$2.035M
Israel	Irrigation system for Gan-Shmuel Cannabis Greenhouse ²	Q2 2018	\$500K
Total			\$9.775M

1 - The estimated amount represents the amounts that have been invoiced by Irri-Al-Tal net of transportation cost.

2 - See "Information Concerning Irri-Al-Tal – Principal Markets – Kibbutz Gan-Shmuel Project" in the final prospectus.

In-House Technology Development

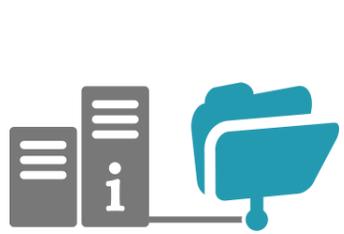
Precise Irrigation

- The Precise Irrigation System aims to bring to market a technological solution that will enable agricultural operators to make data-driven decisions as to how to irrigate their operation while also automating costly, time-consuming and labour-intensive processes.
- The Precise Irrigation System seeks to allow operators to remotely access a data gathering and analytics platform, which will be woven into various elements of their irrigation systems and interface with external sources of data.
- The Precise Irrigation System is currently in the prototype stage of research and development. WWT retained a third-party consulting company based in Israel that is focused on developing Internet of Things solutions to complete the development of the Precise Irrigation System¹.



1 - Estimated \$350,000 to complete development.

Precise Irrigation – How it works?



1

Primary data entry to the user's database
(type & conditions of growth, geographic data, etc.)



2

Real-time data collection through existing sensors.



3

Communication & synchronization between the field and the server / cloud.



4

On-going data analysis and processing in the cloud with expert supervision.



5

Processed data using smart algorithms is sent to the farmer in an accessible & simple format.

New Market Opportunity

Global Cannabis Sector

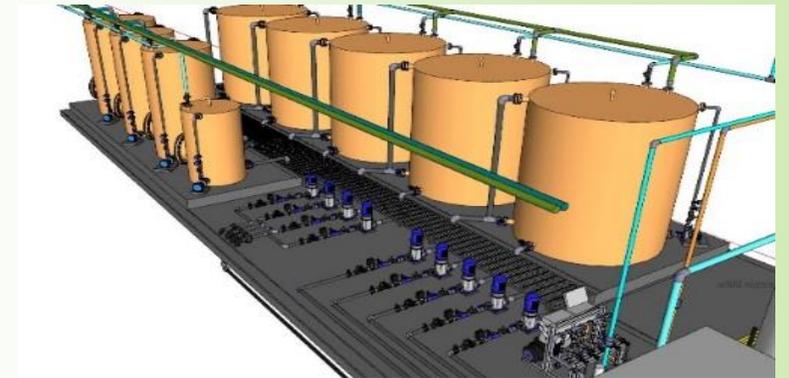
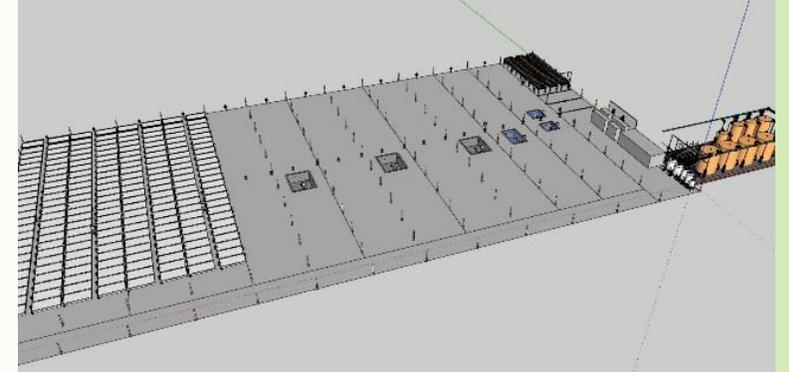
- The cannabis industry has seen rapid growth and opportunities for investment in agriculture, distribution, and retail.
- WWT offers a solution through a combination of drip irrigation acumen and its Precise Irrigation System, once operational, and is expected to be able to deploy specialty container drip solutions creating optimal conditions for cultivation.
- Competition within the global cannabis market is expected to drive cannabis prices down, pressuring companies to find new and innovative technology solutions to reduce costs.



First Cannabis Project



- WWT received an order to deliver a complete irrigation system to a company operating a licensed cannabis project in Israel which is a joint-venture between Kibbutz Gan Shmuel and Cronos Group Inc.
- WWT's role with respect to the Gan Shmuel project is to design an advanced customized irrigation system for growing cannabis in a 0.4 ha greenhouse. The system will include a central fertigation system, an irrigation controller and a climate controller.
- Project Size: USD \$500,000¹



¹ - See "Information Concerning Irri-Al-Tal – Principal Markets – Kibbutz Gan-Shmuel Project" in the final prospectus.

WWT's Competitive Advantages

- Management with over thirty years' experience and an understanding of the high-end, high-tech segment of the agriculture sector.
- Targeting the underserved small to medium projects segment of the market, providing these operators with access to irrigation systems and knowhow.
- Relationships with Israeli irrigation corporations, the world leaders in efficient micro/drip irrigation, without exclusivity provisions which provide Irri-Al-Tal with flexibility to adapt to changing customer needs.
- Serve as a technical and commercial information hub for both clients and suppliers.
- Not obligated to a single product or a supplier, allowing Irri-Al-Tal to serve its clients impartially and to deliver the solutions that are suited to clients' needs.
- Clients extending across five continents.
- Experience operating in regions with infrastructure challenges and limited access to clean water.
- WWT's team comprises experienced professionals from within the industry.

Our Competitors



Pioneer of the micro-irrigation market, and is the world's largest manufacturer of drip irrigation equipment (30% of the global market share). Netafim's activities revolve around large-scale irrigation projects, offering a broad portfolio of solutions, including complete drip irrigation systems, computerized monitoring and fertilization control systems for a variety of applications. Netafim operates in over 110 countries.

www.netafim.com



Established in 2017 from a merger between Israeli-based Rivulis Irrigation Ltd. and Greece-based Eurodrip S.A. The company focuses on hardware sales, primarily offering drip and micro-spray products. The company also has a services arm involved exclusively in project execution.

www.rivulis.com



Established in 2012 through the acquisition of NaanDan by Jain Irrigation. The company offers dripline systems, micro and mini sprinklers for climate control and irrigation, and metal and plastic agricultural sprinklers.

www.naandanjain.com



Israel-based company focused on micro-irrigation products and various types of pipelines. The company designs, upgrades and produces a wide range of irrigation driplines, Polyethylene conduction pipes for water, wastewater and gas, reduced-friction communication pipes, and corrosion-free thermally-insulated SP pipes.

www.metzer-group.com

Why Canada?



The integrity of the capital markets in which the public listing is sought and the effectiveness of regulatory oversight, which will promote investor confidence



Investor appeal for both Irri-Al-Tal's growth potential and positive cash flow track record



Investor appeal for Israel-based companies



Access to an investor base that understands the agricultural industry and agricultural technologies



Access to an investor base that understands the growth opportunities for businesses that synergize with emerging legal cannabis markets



A jurisdiction in which a potential market may exist for Irri-Al-Tal's products and services, and where it may eventually establish operations



A jurisdiction with a robust small-cap public venture capital environment, with an experienced investor base, service providers and, through the capital pool program, regulatory regime established to support such issuers

Leadership Team



Ohad Haber

President, CEO & Proposed Director of Resulting Issuer

Ohad has over 30 years of experience in project management, sales, and marketing in the agricultural industry. Former sales and operation manager of Latin America at Dan Sprinklers – an Israeli manufacturer of sprinklers and irrigation systems.



Tal Weil

Head Agronomist

Mr. Weil has over ten years of experience in open field vegetable growing, operating irrigation & fertilization systems. Mr. Weil also has experience in the legal cannabis sector, as he was involved with a legal cannabis cultivation project over a period of two years in Western United States.



Meira Zada

CFO

Ms. Zada is a certified public accountant and has over 13 years of public accounting experience. Between January 2012 and January 2013 Ms. Zada served as the CFO of Supermom SuperCom Ltd. (NASDAQ:SPCB).



Tomer Bachar

CTO

Prior to IAT, Mr. Bachar held the position of Water System and Irrigation Engineer in Metzgerplas, as well as in NaanDanJain designing irrigation and water supply systems for numerous projects.



Amir Eylon

Vice President of Operations and Projects

Mr. Eylon has 30 years of experience in the area of pressurized irrigation and agricultural products. He brings a depth of experience designing and managing the installation of turnkey irrigation projects located in developing regions.



Oded Gilboa

Marketing & Business Development Manager

Mr. Gilboa has worked with IAT in a consulting capacity for several years and has recently joined IAT on full time basis. Mr. Gilboa has over 35 years of experience in global water industry and is leading WWT's business development efforts in the global cannabis industry.

Proposed Board of the Resulting Issuer



Ronnie Jaegermann

Head of Investment Banking Advisory at Aloni Haft, a Tel-Aviv-based boutique investment bank focused on helping Israeli companies navigate international capital markets.



Yehuda Doron

Managing Director at Medton Hedim, a hearing aid retail and manufacturing company and a Chairman of Polymer G, an Israeli-based chemical products company.



Ohad Haber

President and CEO of WWT.



Adam K. Szweras

Partner at Fogler, Rubinoff LLP and Chairman of Foundation Markets Inc., and FMI Capital Advisory Inc.



James Lanthier

James has vast experience in senior management and director capacities with public Canadian technology and media companies.



Use of Proceeds

Sources	Minimum Offering	Maximum Offering	Maximum Offering including over full exercise of the Over-Allotment Option
Estimated Net Proceeds from Offering ¹	\$1,840,000	\$3,680,000	\$4,232,000
Estimated Net Proceeds from the Concurrent Private Placement ³	\$1,840,000	\$1,840,000	\$1,840,000
Estimate of Consolidated Pro Forma Working Capital of Resulting Issuer as at November 30, 2018 ²	\$3,233,520	\$3,233,520	\$3,233,520
Total	\$6,913,520	\$8,753,520	\$9,305,520

Notes:

1 - Gross proceeds of the Offering net of the Agent's Commission.

2 - Based on unaudited internal estimate prepared by the management and converted into CAD at the prevailing USD:CAD exchange rate of 1.3301 on November 30, 2018 and excluding the funds raised under the Concurrent Private Placement (if any) and including estimated expenses relating to the Offering of \$250,000.

3 – Assuming that the Concurrent Private Placement is fully subscribed.

Use of Proceeds

Uses	Amount of Funds after Share Exchange and Offering		
	Minimum Offering	Maximum Offering	Maximum Offering and Over-Allotment
Open Marketing Offices - establish up to 3 new marketing offices			
Mexico	\$500,000	\$500,000	\$500,000
Balkans	\$450,000	\$450,000	\$450,000
China	\$750,000	\$750,000	\$750,000
Project Finance Initiatives - finance up to 3 turn-key Smart Irrigation projects			
Colombia - Open Field Avocado	\$850,000	\$850,000	\$850,000
Argentina - Open Field Wine Grapes	\$350,000	\$350,000	\$350,000
Colombia – Open Field Blueberries		\$850,000	\$850,000
Precise Irrigation Technology - finalize R&D efforts and commercialize.	\$350,000	\$600,000	\$600,000
General Working Capital	\$500,000	\$500,000	\$500,000
Unallocated Working Capital	\$3,163,520	\$3,903,520	\$4,455,520
Total:	\$6,913,520	\$8,753,520	\$9,305,520

Pro-Forma Capital Structure

	Number of Securities and Percentage Held After Giving Effect to the Share Exchange and Minimum Offering		Number of Securities and Percentage Held After Giving Effect to the Share Exchange and Maximum Offering		Number of Securities and Percentage Held After Giving Effect to the Share Exchange, Maximum Offering and Over-Allotment	
	Post-Consolidation Shares	% of fully-diluted total	Post-Consolidation Shares	% of fully-diluted total	Post-Consolidation Shares	% of fully-diluted total
Current shareholders of the Company after Consolidation	2,800,000	2.9%	2,800,000	2.6%	2,800,000	2.5%
	2,800,000	2.6%	2,800,000	2.3%	2,800,000	2.2%
Current IAT Shareholders (including the Common Shares issuable pursuant to the Concurrent Private Placement, if applicable)	74,443,922	77.9%	74,443,922	68.5%	74,443,922	66.1%
	82,443,922	75.9%	82,443,922	67.7%	82,443,922	65.6%
Stock Success Fee Issuances	(548,322)	-0.6%	(42,722)	0.0%	108,958	0.1%
	(42,722)	0.0%	462,878	0.4%	614,558	0.5%
Purchasers Under the Offering	8,000,000	8.4%	16,000,000	14.7%	18,400,000	16.3%
	8,000,000	7.4%	16,000,000	13.1%	18,400,000	14.6%
Total:	84,695,600	88.7%	93,201,200	85.8%	95,752,880	85.0%
	93,201,200	85.8%	101,706,800	83.5%	104,258,480	82.9%
Common Shares issuable upon exercise of Consideration Warrants issued to replace Initial Warrants	5,000,000	5.2%	5,000,000	4.6%	5,000,000	4.4%
	5,000,000	4.6%	5,000,000	4.1%	5,000,000	4.0%
Common Shares issuable upon exercise of Consideration Warrants issued to replace Concurrent Warrants	-	0.0%	-	0.0%	-	0.0%
	4,000,000	3.7%	4,000,000	3.3%	4,000,000	3.2%
Common Shares issuable upon exercise of Consideration Comp Options issued to replace Initial Financing Finder's Warrants and Consideration Warrants underlying the Initial Financing Finder's Warrants	1,200,000	1.3%	1,200,000	1.1%	1,200,000	1.1%
	1,200,000	1.1%	1,200,000	1.0%	1,200,000	1.0%

Pro-Forma Capital Structure (Continued)

	Number of Securities and Percentage Held After Giving Effect to the Share Exchange and Minimum Offering		Number of Securities and Percentage Held After Giving Effect to the Share Exchange and Maximum Offering		Number of Securities and Percentage Held After Giving Effect to the Share Exchange, Maximum Offering and Over-Allotment	
	Post-Consolidation Shares	% of fully-diluted total	Post-Consolidation Shares	% of fully-diluted total	Post-Consolidation Shares	% of fully-diluted total
Common Shares issuable upon exercise of Consideration Finder's Warrants issued to replace Concurrent Finder's Warrants	-	0.0%	-	0.0%	-	0.0%
	640,000	0.6%	640,000	0.5%	640,000	0.5%
Common Shares issuable upon exercise of Unit Warrants	4,000,000	4.2%	8,000,000	7.4%	9,200,000	8.2%
	4,000,000	3.7%	8,000,000	6.6%	9,200,000	7.3%
Common Shares issuable upon exercise of Broker Warrants	640,000	0.7%	1,280,000	1.2%	1,472,000	1.3%
	640,000	0.6%	1,280,000	1.1%	1,472,000	1.2%
Total Common Shares Reserve for Issuance:	10,840,000	11.3%	15,480,000	14.2%	16,872,000	15.0%
	15,480,000	14.2%	20,120,000	16.5%	21,512,000	17.1%
Total Number of Fully Diluted Common Shares:	95,535,600	100.0%	108,681,200	100.0%	112,624,880	100.0%
	108,681,200	100.0%	121,826,800	100.0%	125,770,480	100.0%

Thank You!



RONNIE JAEGERMANN

Water Ways Technologies Inc.

Resulting Issuer Director Nominee

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VICTOR TABOIKA

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Executive VP and Investment Advisor

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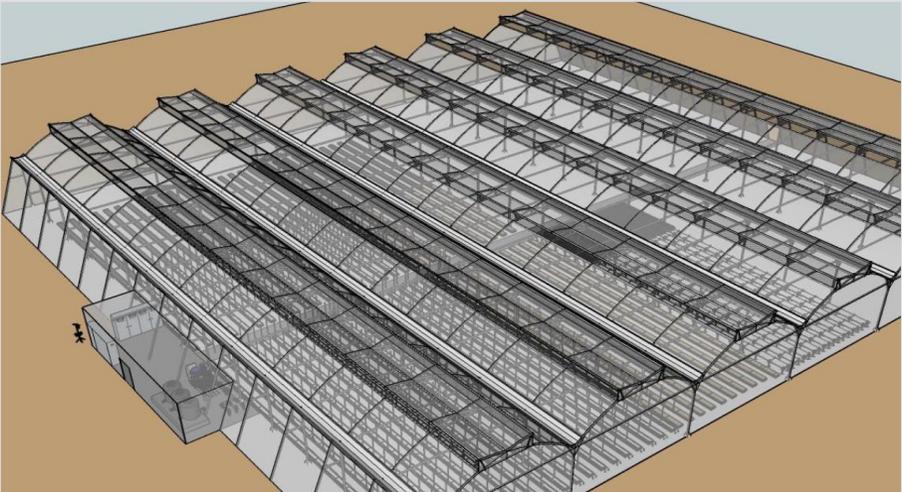
Appendix - Project Capabilities: Examples of Past Work

Greenhouse – China

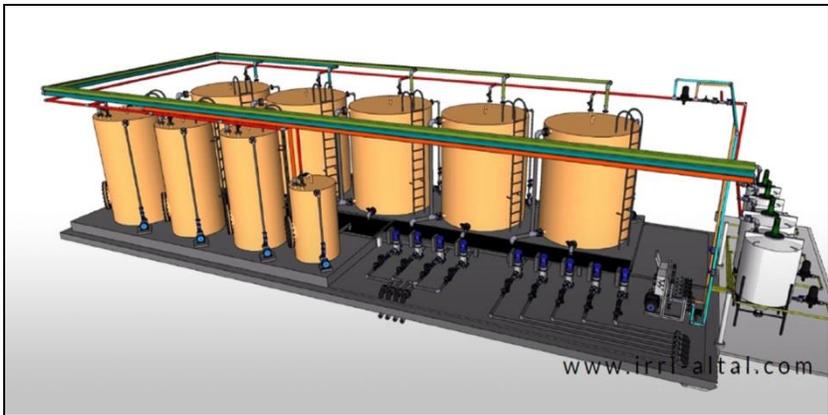


Appendix - Project Capabilities: Examples of Past Work

Greenhouse - Peru



Greenhouse – Israel



Risk Factors

The company is seeking to expand its current business by pursuing projects in new geographies, which inherently contains a high degree of risk. The subscribers in the Offering are cautioned to review and consider the following risk factors, relating to the Company: (i) New Business Areas and Geographic Markets, and the Resulting Issuer's Ability to Implement the Business Strategy In those Markets; (ii) Dependence on Key Personnel and Employees; (iii) Credit Risk; (iv) Inability to Manage Rapid Growth and Retain its Customers; (v) Foreign Operations; (vi) Liquidity Risk; (vii) Competition; (viii) Lack of Revenue Growth; (ix) Limited Number of Customers; (x) Defects in Products and Services; (xi) The Resulting Issuer may be Unable to Respond to Customers' Demands; (xii) Operational and Financial Infrastructure; (xiii) Cyclicalities; (xiv) Uncertain Economic Health of the Wider Economy; (xv) Currency Fluctuations; (xvi) Potential Political, Economic and Military Instability in Middle East and Israel, where the Resulting Issuer's Corporate Office are Located; (xvii) Reduction of Project Backlog; (xviii) Reliance on Independent Manufacturing Companies for Supply of Products; (xix) Crime and Business Corruption Risk; (xx) International Operations and Markets; (xxi) Components; (xxii) Rapid Technology Developments; (xxiii) Use of Proceeds of the Offering and Additional Funding Requirements; (xxiv) Changes in Taxation; (xxv) Risks Related to Intellectual Property Protection; (xxvi) Environmental Risks and Hazards; (xxvii) Reliance on Collaborative Partners; (xxviii) Differences Between the Canadian Law and Applicable Provisions of the Israeli Law; (xxix) Additional Risks to Doing Business Internationally; (xxx) Difficulty in Enforcement of Judgements; (xxxi) Risk of Litigation; (xxxii) User Data/Cybersecurity; (xxxiii) Internal Controls; (xxxiv) Insurance Risks; (xxxv) Difficulty Enforcing Canadian Law Against an Israeli Company; (xxxvi) Transaction Risk; (xxxvii) Major Shareholder; (xxxviii) Absence of Operating History as a Public Company; (xxxix) Substantial Capital Requirements; (xxxx) Future Sales of Common Shares by Existing Shareholders; (xli) Market Price and Trading Volume of Common Shares; (xlii) Dividend Policy; (xliii) Lack of Liquidity for Common Shares; (xliv) An Active Trading Market for the Common Shares; (xlv) The Market Price of the Common Shares May be Volatile; (xlvi) No Market for Unit Warrants; (xlvii) Conflicts of Interest; (xlviii) Market Research and Reports; (xlix) Non-Operating Parent Corporation Structure; and (l) TSX Venture Exchange Restrictions on Business.