

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus supplement, together with the accompanying short form base shelf prospectus dated June 28, 2021 to which it relates, as amended or supplemented, and each document incorporated or deemed to be incorporated by reference herein or therein, as amended or supplemented, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. See “Plan of Distribution”.*

*The offering of these securities has not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or the applicable securities laws of any state of the United States and, subject to certain exceptions, may not be offered or sold in the United States, its territories or possessions, any State of the United States or the District of Columbia (collectively, the “United States”) except in transactions exempt from registration under the U.S. Securities Act and under the securities laws of any applicable state. This prospectus supplement does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby in the United States. See “Plan of Distribution”.*

*Information has been incorporated by reference in this prospectus supplement, and in the accompanying short form base shelf prospectus dated June 28, 2021 from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from our Secretary at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada, and are also available electronically at [www.sedar.com](http://www.sedar.com).*

**PROSPECTUS SUPPLEMENT  
to the Short Form Base Shelf Prospectus dated June 28, 2021**

**New Issue**

**August 5, 2021**



**TANTALUS SYSTEMS HOLDING INC.**

**\$10,000,000**

**4,444,444 Common Shares**

This prospectus supplement (“**Prospectus Supplement**”) of Tantalus Systems Holding Inc. (the “**Company**”, “**Tantalus**”, “**us**”, “**we**” or “**our**”), together with the short form base shelf prospectus dated June 28, 2021 (the “**Prospectus**”), qualifies the distribution (the “**Offering**”) of 4,444,444 our common shares (the “**Offered Shares**”) at a price of \$2.25 per Offered Share (the “**Offering Price**”). The Offering is being made pursuant to the terms and conditions of an underwriting agreement dated August 5, 2021 (the “**Underwriting Agreement**”) between us, Canaccord Genuity Corp. (“**Canaccord**”) and Cormark Securities Inc. (“**Cormark**” and together with Canaccord, the “**Co-Lead Underwriters**”), as lead managers and joint book-runners, and Beacon Securities Limited, PI Financial Corp. and Paradigm Capital Inc. (collectively with the Co-Lead Underwriters, the “**Underwriters**”). The Offering Price was determined by arm’s length negotiation between us and the Co-Lead Underwriters with reference to the prevailing market price of our common shares (the “**Common Shares**”) and other factors. The Offering is being made concurrently in each of the provinces of Canada, except for Quebec, under the terms of this Prospectus Supplement and the Prospectus. See “*Plan of Distribution*”.

	<b>Price to the Public</b>	<b>Underwriting Commission<sup>(1)</sup></b>	<b>Net Proceeds to the Company<sup>(2)</sup></b>
Per Common Share	\$2.25	\$0.135	\$2.115
Total <sup>(3)</sup>	\$10,000,000	\$600,000	\$9,400,000

**Notes:**

- (1) Pursuant to the Underwriting Agreement, we have agreed to pay to the Underwriters a fee (the “**Underwriting Commission**”) representing 6% of the aggregate gross proceeds of the Offering (or \$0.135 per Offered Share), including any proceeds realized from the sale of any Over-Allotment Shares (as defined herein). As additional consideration for the services rendered in connection with the Offering, the Company has agreed to issue the Underwriters on the Closing Date that number of compensation warrants of the Company (the “**Compensation Warrants**”) as is equal to 6% of the number of Common Shares sold under the Offering, including in respect of any exercise of the Over-Allotment Option (as defined herein). Each Compensation Warrant will be exercisable to purchase, subject to adjustment in certain circumstances, one Common Share (a “**Compensation Share**”) at a price of \$2.25 for a period of 24 months following the Closing Date (as defined herein). This Prospectus Supplement also qualifies the issuance of the Compensation Warrants. See “*Plan of Distribution*”.
- (2) After deducting the Underwriting Commission, but before deducting expenses related to the Offering estimated at \$700,000 which will be paid from the proceeds of the Offering and prior to giving effect to the exercise of the Over-Allotment Option (as defined herein).
- (3) We have granted to the Underwriters an option (the “**Over-Allotment Option**”), exercisable in whole or in part in the sole discretion of the Underwriters at any time until the date which is 30 days following the Closing Date (as defined herein), to purchase up to an additional 15% of the Offering, or 666,666 Common Shares (the “**Over-Allotment Shares**”), at a price of \$2.25 per Over-Allotment Share to cover over-allotments, if any, and for market stabilization purposes. In all circumstances, the number of Over-Allotment Shares available to be sold is subject to the maximum amounts allowable under the Prospectus. If the Over-Allotment Option is exercised in full, the total “Price to the Public”, the “Underwriting Commission” and the “Net Proceeds to the Company” (before deducting expenses of the Offering) will be \$11,500,000, \$690,000, and \$10,810,000, respectively. This Prospectus Supplement and the Prospectus also qualify the grant of the Over-Allotment Option and the distribution of the Over-Allotment Shares upon exercise of the Over-Allotment Option. Any purchaser who acquires Common Shares forming part of the over-allotment position of the Underwriters pursuant to the Over-Allotment Option acquires such securities under this Prospectus Supplement and the Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See “*Plan of Distribution*”.

The following table sets out the maximum number of Over-Allotment Shares and Compensation Shares that may be issued by us to the Underwriters pursuant to the Over-Allotment Option and Compensation Warrants, respectively, granted to the Underwriters:

<b>Underwriters’ Position</b>	<b>Maximum Size</b>	<b>Exercise Period</b>	<b>Exercise Price</b>
Over-Allotment Option	666,666 Over-Allotment Shares	Up to 30 days from and including the Closing Date	\$2.25 per Over-Allotment Share
Compensation Warrants	306,666 Compensation Warrants	24 months from the Closing Date	\$2.25 per Compensation Warrant

Unless the context otherwise requires, all references to the “Offering”, “Offered Shares”, “Compensation Warrants” and “Compensation Shares” herein includes all Over-Allotment Shares issuable pursuant to the exercise of the Over-Allotment Option.

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by us and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “*Plan of Distribution*” and subject to approval of certain legal matters on our behalf by Osler, Hoskin & Harcourt LLP and on behalf of the Underwriters by Bennett Jones LLP.

Our Common Shares are currently listed and posted for trading on the Toronto Stock Exchange (the “TSX”) under the symbol “GRID”. On August 4, 2021, the last trading day completed prior to the public announcement of the Offering, the closing price of the Common Shares on the TSX was \$2.27. It is a condition to completion of the Offering that the Offered Shares issuable pursuant to this Offering (including the Compensation Shares issuable on exercise of the Compensation Warrants) be approved for listing on the TSX. Listing will be subject to us fulfilling all listing requirements of the TSX.

In connection with the Offering and subject to applicable laws, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares in accordance with applicable market stabilization rules. Such transactions, if commenced, may be discontinued at any time. The Offered Shares sold by the Underwriters to the public will initially be offered at the Offering Price. **After the Underwriters have made a reasonable effort**

**to sell all of the Offered Shares at the Offering Price specified on the cover page, the Underwriters may change the Offering Price and the other selling terms to an amount not greater than the Offering Price set forth on the cover page, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to us. Any such reduction in price will not affect the proceeds received by us. See “Plan of Distribution”.**

It is expected that the completion of the sale of the Offered Shares pursuant to the Offering (the “Closing”) will take place on August 12, 2021, or on such other date as may be agreed upon by us and the Underwriters (the “Closing Date”), however, the Offered Shares are to be taken up by the Underwriters, if at all, on or before the date that is not later than 42 days after the date hereof. Except as may be otherwise agreed by us and the Underwriters, the Offering will be conducted under the book-based system operated by CDS Clearing and Depository Services Inc. (“CDS”). A subscriber who purchases Offered Shares will receive a customary confirmation from the registered dealer from or through whom Offered Shares are purchased and who is a CDS participant. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system. Certificates evidencing the Offered Shares will not be issued unless specifically requested. See “Plan of Distribution”.

**An investment in the Offered Shares is highly speculative and involves a high degree of risk and should only be made by persons who can afford the total loss of their investment. Investors should carefully consider the risk factors described or incorporated by reference in this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein. See “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors” in this Prospectus Supplement as well as the Prospectus and other risk factors included in the documents incorporated by reference herein and therein which are available electronically at [www.sedar.com](http://www.sedar.com).**

**Prospective investors should be aware that the acquisition of the securities described herein may have tax consequences both in Canada and in the United States, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires Offered Shares. Such consequences for investors who are residents in, or citizens of, Canada or the United States are not fully described herein. Investors should read the tax discussion in this Prospectus Supplement and consult their own tax advisors with respect to their particular circumstances. See “Certain Canadian Federal Income Tax Considerations”.**

Peter Londa and Francis Harvey, each a director of the Company, reside outside of Canada and have appointed the Company at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada as agent for service of process in Canada. Purchasers are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the person has appointed an agent for service of process.

Tantalus’ head and registered office is located at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada.

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## IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this Prospectus Supplement, which describes the terms of the Offered Shares being offered and also adds to and updates information contained in the Prospectus and the documents incorporated by reference therein. The second part, the Prospectus, gives more general information, some of which may not apply to the Offered Shares being offered under this Prospectus Supplement.

You should read this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein. We have not authorized anyone to provide readers with information different from that contained in this Prospectus Supplement and the Prospectus (or incorporated by reference herein and therein). We take no responsibility for and can provide no assurance as to the reliability of any other information that others may give readers of this Prospectus Supplement or the Prospectus. We are not making an offer of Offered Shares in any jurisdiction where the offer is not permitted. Readers are required to inform themselves about, and to observe any restrictions relating to, any offer of Offered Shares and the possession or distribution of this Prospectus Supplement and the Prospectus.

Readers should not assume that the information contained or incorporated by reference in this Prospectus Supplement or the Prospectus is accurate as of any date other than the date of this Prospectus Supplement or the Prospectus or the respective dates of the documents incorporated by reference herein and therein, unless otherwise noted herein or as required by law. It should be assumed that the information appearing in this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein or therein are accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

This Prospectus Supplement shall not be used by anyone for any purpose other than in connection with the Offering in compliance with applicable securities laws. We do not undertake to update the information contained or incorporated by reference herein, except as required by applicable securities laws. Information contained on, or otherwise accessed through, our website shall not be deemed to be a part of this Prospectus Supplement and such information is not incorporated by reference herein.

Market data and certain industry forecasts used in this Prospectus Supplement and the Prospectus and the documents incorporated by reference herein and therein were obtained from market research, publicly available information and industry publications. We believe that these sources are generally reliable, but the accuracy and completeness of this information is not guaranteed. We have not independently verified such information, and we do not make any representation as to the accuracy of such information.

Unless otherwise indicated, all information in this Prospectus Supplement assumes no exercise of the Over Allotment Option.

In this Prospectus Supplement, unless the context otherwise requires, references to “we”, “us”, “our” or similar terms, as well as references to “Tantalus” or the “Company”, refer to Tantalus Systems Holding Inc. together with its subsidiaries.

## CURRENCY AND EXCHANGE RATE INFORMATION

In this Prospectus Supplement, all dollar amounts are expressed in Canadian dollars unless otherwise indicated. Our financial statements incorporated herein by reference are reported in U.S. dollars and are prepared in accordance with International Financial Reporting Standards (“IFRS”). Accordingly, all references to “\$” or “dollars” are to Canadian dollars, and all references to “US\$” are to U.S. dollars.

The following table sets forth for each period indicated: (i) the exchange rates in effect at the end of the periods indicated; (ii) the high and low exchange rates during each period; and (iii) the average exchange rates in effect during each period, in each case, as identified or calculated from the Bank of Canada rate in effect on each trading day during the relevant period. These rates are expressed as U.S. dollars per \$1.00.

Three Months Ended March 31,		Fiscal Year Ended December 31,		
2021	2020	2020	2019	2018

Highest rate during the period . . . . .	US\$1.2780	US\$1.3428	US\$1.4186	US\$1.3526	US\$1.3200
Lowest rate during the period . . . . .	US\$1.2686	US\$1.2989	US\$1.2965	US\$1.3087	US\$1.2427
Average rate for the period . . . . .	US\$1.2732	US\$1.3217	US\$1.3217	US\$1.3289	US\$1.2906
Rate at the end of the period . . . . .	US\$1.2686	US\$1.3428	US\$1.2965	US\$1.3289	US\$1.3200

On August 4, 2021, the exchange rate as quoted by the Bank of Canada was \$1.00 = US\$0.7971 (US\$1.00 = \$1.2545).

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein contain “forward-looking information” within the meaning of applicable securities laws. Forward-looking information is generally identifiable by use of the words “believes”, “may”, “plans”, “will”, “anticipates”, “intends”, “could”, “estimates”, “expects”, “forecasts”, “projects” and similar expressions, and the negative of such expressions. Forward-looking information in this Prospectus Supplement and the Prospectus includes statements regarding:

- expectations regarding industry trends and challenges, overall market growth rates and our growth rates and growth strategies;
- the long-term impact of the COVID-19 pandemic on our business, financial position, results of operations and/or cash flows;
- addressable markets for our solutions;
- the achievement of advances in and expansion of our offerings and markets;
- expectations regarding our revenue and the revenue generation potential of our products, services and other solutions;
- our business plans and strategies;
- our expectations regarding certain of our future results, including, among others, revenue, expenses, sales growth, expenditures, operations and use of future cash flow;
- our ability to execute on our strategic growth priorities and to successfully integrate acquisition targets;
- our competitive position in our industry and our expectations regarding competition;
- our anticipated cash needs and needs for additional financing;
- our plans for the timing and expansion of our services;
- our ability to attract and retain personnel;
- timing and closing of the Offering;
- the satisfaction of the conditions to closing of the Offering, including receipt, in a timely manner, of regulatory and other required approvals; and
- the proposed use of the proceeds of the Offering, including stated and inherent estimates regarding our ability to achieve the business, plans and objectives for the periods described.

In connection with the forward-looking information contained in or incorporated by reference in this Prospectus Supplement and the Prospectus, we have made numerous assumptions, regarding, among other things: our ability to capitalize on growth opportunities and implement our growth strategy; our ability to retain key personnel; our ability to maintain existing customer relationships and to continue to expand our customers' use of our products solutions; our ability to acquire new customers; our ability to enhance our offerings to remain at the forefront of our industry; the impact of competition; the successful integration of future acquisitions; our ability to, and the means by which we can, raise additional capital; stability in market conditions; our expectations regarding tax rates, currency exchange rates, and interest rates; that financial markets will not in the long term be adversely impacted by the COVID-19 pandemic; the absence of material adverse changes in our business, our industry or the global economy; our ability to fulfill the requirements of the TSX in connection with the listing of the Offered Shares; and that the risks and uncertainties described under "*Risk Factors*" will not materialize. While we consider these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies.

Additionally, there are known and unknown risk factors which could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. Known risk factors include, among others:

- the impacts of the COVID-19 pandemic are unpredictable and could have significant impacts on our financial performance;
- sales cycles to our customers can be lengthy and unpredictable and require significant employee time with no assurances that a prospective customer will select our products and services;
- our financial and operational performance significantly depends on its ability to attract and retain customers and its ability to develop new products and to enhance and sustain the quality of existing products to retain such customers;
- we depend on a limited number of key suppliers and if such suppliers fail to provide us with sufficient quantities of components at acceptable levels of quality and at anticipated costs, our revenue and operating results could be materially and adversely affected;
- we have a prior history of operating losses and we may not sustain profitability on a quarterly or annual basis;
- our quarterly results are inherently unpredictable and subject to substantial fluctuations;
- our success depends in part on our ability to integrate our technology into devices and its relationship with device manufacturers;
- our marketing efforts depend significantly on our ability to receive positive references from our existing customers;
- the markets for our products and services, smart grid, smart city, and broader internet of things ("**IoT**") technology in general, are still developing - if the markets develop less extensively or more slowly than we expect, our business could be harmed;
- we operate in a highly competitive industry and we compete against many companies with substantially greater financial and other resources, and our market share and results of operations may be reduced if we are unable to respond to competitors effectively;
- we are dependent on the utility industry, which has experienced volatility in capital spending - this volatility could cause our results of operations to vary significantly from period to period;
- our reliance on certain infrastructure and information technology systems makes us vulnerable to the potential adverse effects of cyber-attacks and other breaches;

- if our products contain defects or otherwise fail to perform as expected, we could be liable for damages and incur unanticipated warranty, recall and other related expenses, our reputation could be damaged, we could lose market share and, as a result, our financial condition or results of operations could suffer;
- the nature of our business exposes us to the unpredictable risks of contractual disputes;
- the loss of key employees and the inability to attract and retain qualified personnel could harm our business;
- our business is exposed to potential risks associated with international sales and operations;
- foreign exchange rate fluctuations could harm our results or operations;
- we and our customers operate in a highly regulated business environment and changes in regulation could impose costs on us or make our products less economical;
- our inability to acquire and integrate other businesses, products or technologies could seriously harm our competitive position;
- intellectual property infringement claims could be costly and time-consuming to prosecute or defend;
- substantially all of our current products depend on the availability and are subject to the regulation of radio spectrum in the United States and abroad;
- interruptions or delays in services from our third-party data center facilities, or problems with the third-party hardware or software that we employ, could impair the delivery of our services and harm our business;
- the market price of our Common Shares may be volatile and your investment could suffer or decline in value;
- future sales of Common Shares by existing shareholders could adversely affect prevailing market prices for the Common Shares;
- as a public company, we are required to develop and maintain proper and effective internal controls over financial reporting. These internal controls may not be effective, which could adversely affect investor confidence in us and, as a result, negatively impact the value of our Common Shares;
- our articles provide that any derivative actions, actions relating to breach of fiduciary duties and other matters relating to our internal affairs will be required to be litigated in the Province of British Columbia, which could limit your ability to obtain a favorable judicial forum for disputes with us;
- our constating documents permit us to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series without additional shareholder approval;
- broad discretion in the use of proceeds;
- future sales or issuances of debt or equity securities could decrease the value of any existing Common Shares, dilute investors' voting power and reduce our earnings per share;
- the market price of our Common Shares could decline as a result of future issuances or sales of our securities, which could result in insufficient liquidity;
- we do not currently anticipate paying dividends;

- no assurance of active or liquid markets; and
- investors may lose their entire investment.

A more complete discussion of the risks and uncertainties facing us is disclosed under the heading “*Risk Factors*” of this Prospectus Supplement, the Prospectus and the AIF (as defined below). All forward-looking information herein or incorporated by reference herein is qualified in its entirety by this cautionary statement, and we disclaim any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein or incorporated by reference herein to reflect future results, events or developments, except as required by law.

### **NON-IFRS MEASURES**

This Prospectus Supplement, the Prospectus and certain documents incorporated by reference herein and therein contain non-IFRS financial measures. Terms by which non-IFRS financial measures are identified include, but are not limited to, “adjusted EBITDA”, “adjusted EBITDA margin”, “gross profit”, “gross profit margin”, “adjusted working capital” and other similar expressions. Non-IFRS financial measures are used to provide management and investors with additional measures of performance to facilitate the understanding of the results of its operations and financial position. However, non-IFRS financial measures do not have standardized meanings prescribed by IFRS and may not be comparable to similar measures presented by other companies. Please refer to the appropriate reconciliations of these non-IFRS financial measures to measures prescribed by IFRS in the Interim MD&A (as defined herein).

### **DOCUMENTS INCORPORATED BY REFERENCE**

This Prospectus Supplement is deemed to be incorporated by reference into the accompanying Prospectus solely for the purposes of the Offering. Other documents are also incorporated, or are deemed to be incorporated by reference, into the accompanying Prospectus and reference should be made to the accompanying Prospectus for full particulars thereof.

Information has been incorporated by reference into this Prospectus Supplement and the Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from our Secretary at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada, and are also available electronically at [www.sedar.com](http://www.sedar.com).

Under the short form prospectus system adopted by the securities commissions and similar authorities in Canada, we are permitted to incorporate by reference the information we file with those securities commissions and similar authorities in Canada, which means that we can disclose important information to you by referring you to those documents. Except to the extent that their contents are modified or superseded by a statement contained in this Prospectus Supplement or in any other subsequently filed document that is also incorporated by reference in this Prospectus Supplement or the Prospectus, the following documents filed by us with the applicable securities commissions or similar authorities in Canada are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement and the Prospectus:

- (a) our annual information form for the fiscal year ended December 31, 2020, dated as of May 18, 2021 (the “**AIF**”);
- (b) our unaudited interim condensed consolidated financial statements for the three months ended March 31, 2021 and 2020 (except the section “Notice of No Auditor Review of Interim Financial Statements”);
- (c) our management’s discussion and analysis of financial condition and results of operations for the three months ended March 31, 2021 (“**Interim MD&A**”);
- (d) the audited financial statements of the Predecessor Company (as defined below) for the years ended December 31, 2020 and 2019;

- (e) the management’s discussion and analysis of the Predecessor Company (as defined below) for the three and twelve months ended December 31, 2020;
- (f) our filing statement dated January 28, 2021, prepared in connection with the Qualifying Transaction (as defined below);
- (g) our audited financial statements (under our former name, RiseTech Capital Corp.) for the years ended December 31, 2020 and 2019;
- (h) our management’s discussion and analysis (under our former name, RiseTech Capital Corp.) for the years ended December 31, 2020 and 2019;
- (i) our management information circular dated November 16, 2020 in respect of our annual general and special meeting of shareholders held on December 18, 2020;
- (j) our material change report dated February 5, 2021, with respect to the completion of the Qualifying Transaction;
- (k) the template version (as such term is defined in National Instrument 41-101 – *General Prospectus Requirements* (“**NI 41-101**”)) of the term sheet of the Offering dated August 3, 2021 (the “**Initial Term Sheet**”); and
- (l) the template version (as such term is defined in NI 41-101) of the revised term sheet of the Offering dated August 5, 2021 (the “**Final Term Sheet**” and, together with the Initial Term Sheet, the “**Term Sheets**”).

Any documents of the type referred to in paragraphs (a)-(k) above or similar material and any documents required to be incorporated by reference herein pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions*, including any annual information form, all material change reports (excluding confidential reports, if any), all annual and interim consolidated financial statements and management’s discussion and analysis relating thereto, or information circular or amendments thereto that we file with any securities commission or similar regulatory authority in Canada after the date of this Prospectus Supplement and prior to the termination of the distribution will be deemed to be incorporated by reference in this Prospectus Supplement and will automatically update and supersede information contained or incorporated by reference in this Prospectus Supplement.

**Notwithstanding anything herein to the contrary, any statement contained in this Prospectus Supplement, in the Prospectus or in a document incorporated or deemed to be incorporated by reference herein or therein shall be deemed to be modified or superseded, for the purposes of this Prospectus Supplement, to the extent that a statement contained herein or in the Prospectus or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein or in the Prospectus modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document or statement which it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be considered in its unmodified or superseded form to constitute a part of this Prospectus Supplement, except as so modified or superseded. Without limiting the foregoing, each document incorporated by reference into the Prospectus prior to the date hereof shall be deemed to have been superseded in its entirety unless such document is also listed above as being incorporated by reference into this Prospectus Supplement.**

## MARKETING MATERIALS

Any template version of “marketing materials” (as defined in NI 41-101), including the Term Sheets, are not part of this Prospectus Supplement to the extent that the contents of the template version of such marketing materials have been modified or superseded by a statement contained in this Prospectus Supplement or any amendment. Any template version of “marketing materials” (as defined in NI 41-101) filed with the securities commission or similar authority in each of the provinces of Canada, except Quebec, in connection with this Offering after the date hereof but prior to the termination of the distribution of the Offered Shares under this Prospectus Supplement (including any

amendments to, or amended versions of, the Term Sheets) are deemed to be incorporated by reference in this Prospectus Supplement. A copy of the Term Sheet has been filed by the Company under its SEDAR profile.

## THE COMPANY

### Overview

Tantalus develops and delivers technology solutions to help public power and electric cooperative utilities digitally transform and automate their distribution grids, helping make their systems more reliable, stable and efficient. Our solutions are specifically designed to help utilities transition from aging one-way distribution grids to multi-directional intelligent systems capable of supporting the deployment of new technologies and services while meeting the changing expectations of customers. Our technology solutions establish smart grids for utilities which consist of an intelligent network of connected devices that work in a coordinated manner to provide visibility to the utility of changes in the flow, consumption and quality of power. Our solutions also help water and gas utilities identify leaks and automate the delivery and billing of water and gas, respectively. Our solutions include a comprehensive industrial IoT communications network, edge-computing endpoints, a suite of software applications that may be used across all departments within a utility and data analytic tools to help utilities proactively anticipate and manage their infrastructure and professional services.

Further information regarding us and our business is set out in the AIF, as well as the other documents incorporated by reference herein.

### Corporate History

We were incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on February 26, 2018 under the name “1154348 B.C. LTD.”. We changed our name to “RiseTech Capital Corp.” on March 23, 2018 and to “Tantalus Systems Holding Inc.” on January 29, 2021.

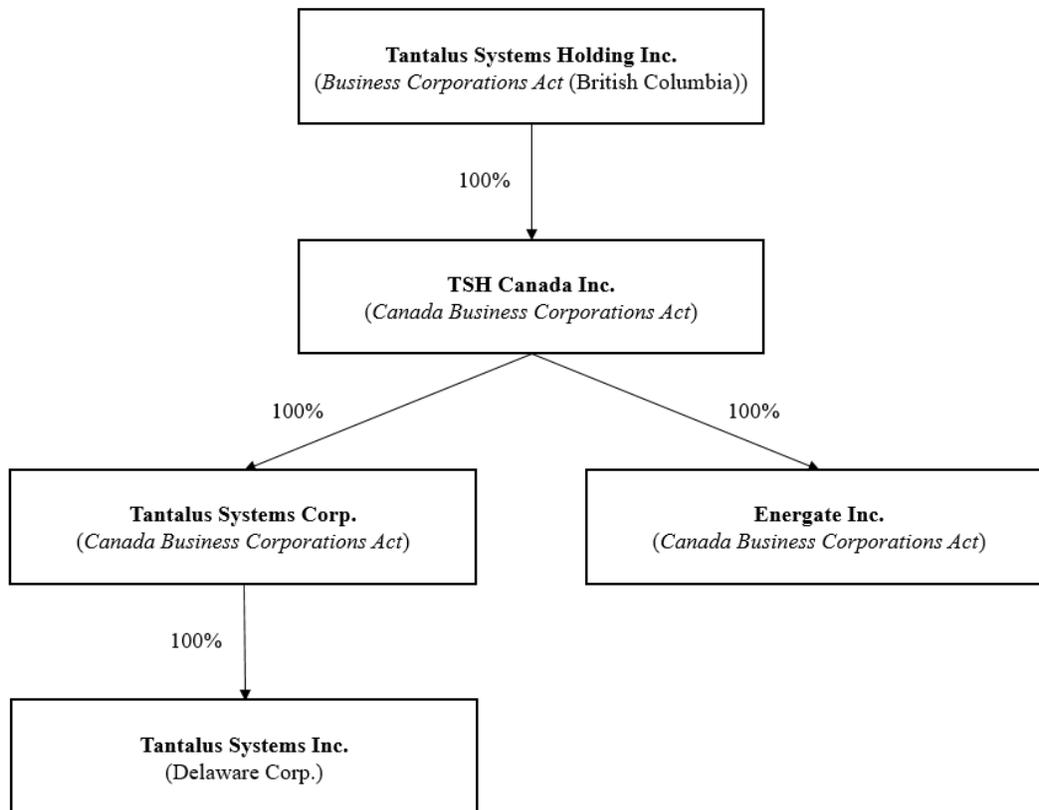
On January 29, 2021, we completed a transaction with Tantalus Systems Holding Inc., a corporation governed by the *Canada Business Corporations Act* (“CBCA”) and incorporated on July 26, 2017 (the “**Predecessor Company**”), and Tantalus Systems Shareholders Inc., a corporation governed by the CBCA (“**TSSI**”), pursuant to which, among other things and by way of plan of arrangement completed under the CBCA, the Predecessor Company and TSSI amalgamated and become our wholly-owned subsidiary and certain securities of the Predecessor Company and TSSI were exchanged for our securities (the “**Qualifying Transaction**”). Prior to the Qualifying Transaction, we were a “Capital Pool Company” pursuant to the policies of the TSX Venture Exchange (the “**TSXV**”). The Qualifying Transaction constituted our “Qualifying Transaction” pursuant to the policies of the TSXV. Following the Qualifying Transaction, we carry on the business of the Predecessor Company.

In connection with the Qualifying Transaction, we amended our notice of articles and articles on January 29, 2021 to, among other things, alter certain provisions relating to alterations to the articles, add advance notice provisions for the nomination of directors, create a class of an unlimited number of preferred shares, without par value and issuable in series, and attach special rights and restrictions to the new class of preferred shares.

Our head and registered office is located at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada, and our United States headquarters is located at 140 Rowayton Avenue, 2nd Floor, Norwalk, Connecticut, 06853, U.S.A.

### Intercorporate Relationships

The following diagram illustrates the intercorporate relationships among us and our subsidiaries (including jurisdiction of formation and percentage ownerships):



## Recent Developments

On May 10, 2021, we completed our graduation to the TSX and the Common Shares began trading on the TSX. In connection with our graduation to the TSX, the Common Shares were voluntarily delisted from the TSXV.

Tantalus entered into a lease extension agreement, dated as of June 4, 2021, with respect to its office located in Burnaby, British Columbia (the “**Lease Extension**”). The original lease was entered into on August 1, 2014 and would have expired on January 31, 2022. The Lease Extension expires on January 31, 2029 and resulted in an incremental lease liability of \$3.2 million on June 4, 2021 exclusive of related variable operating expenses.

## CONSOLIDATED CAPITALIZATION

Since March 31, 2021, the date of our most recently filed interim condensed consolidated financial statements, there have been no material changes in our consolidated share and debt capital other than as outlined under “*Prior Sales*”. For information on the issuance of Common Shares pursuant to the exercise of options pursuant to our omnibus long term incentive plan, see “*Prior Sales*”.

After giving effect to the Offering, the shareholders’ equity of the Company will increase by the amount of the net proceeds of the Offering and the number of issued and outstanding Common Shares will increase by the number of Offered Shares distributed under the Offering.

## USE OF PROCEEDS

The net proceeds to us from the Offering will be approximately \$9,400,000, or approximately \$10,810,000 if the Over-Allotment Option is exercised in full, after deducting the Underwriting Commission in the amount of \$600,000 or \$690,000 if the Over-Allotment Option is exercised in full. After deducting the estimated expenses of the

Offering of \$700,000, which will be paid out of the proceeds of the Offering, the net proceeds to us from the Offering will be approximately \$8,700,000, or approximately \$10,110,000 if the Over-Allotment Option is exercised in full.

The estimated net proceeds of the Offering (assuming no exercise of the Over-Allotment Option) are anticipated to be applied as follows:

<b>Activity or Nature of Expenditure</b>	<b>Estimated Net Proceeds Up To</b>
Strategic initiatives related to sales & marketing, research & development and corporate development	\$6,500,000
Working capital and general corporate expenses	\$2,200,000
Total	\$8,700,000

Although we intend to use the net proceeds from the Offering as set forth above, the actual allocation of the net proceeds may vary from those allocations set out above, depending on the time periods in which the proceeds are raised, future developments in relation to the advancement of projects, prevailing business opportunities and conditions or unforeseen events, including those listed under “*Risk Factors*” in this Prospectus Supplement, the Prospectus and the AIF. Potential investors are cautioned that notwithstanding our current intentions regarding the use of the net proceeds of the Offering, there may be circumstances where a reallocation of the net proceeds may be advisable for reasons that management believes, in its discretion, are in our best interests.

### **Business Objectives and Milestones**

Tantalus’ business objective is to build sustainable utilities by improving their efficiency and reliability by transforming legacy distribution grids into comprehensive digital networks capable of supporting the emergence of renewable sources of energy and proactively managing around the disruptions associated with extreme weather. To achieve our business objective, Tantalus is actively implementing a multi-pronged strategic initiative that aims to increase the number of utilities within our user community that we support and expand our portfolio of technology solutions that are sold to utilities through investments in sales and marketing, research and development and corporate development as set forth below, with allocations as to amount and timing of such investments at the discretion of management:

1. **Sales and Marketing:** Tantalus plans to continue to invest in our sales and marketing initiatives to enhance our brand and market position, focusing on targeted marketing campaigns, overall brand management, training of our sales organization and continuing to enhance our sales channel partnerships.
2. **Research and Development:** Tantalus plans to continue to invest in research and development initiatives to deliver next-generation connected devices to improve the performance of our communications network and edge-computing capabilities while also focusing on developing and delivering software and data analytics. Key milestones are tied to delivering our next-generation broadband/fiber-to-the-home connected device and continuing to commercialize our first AI-enabled data analytics tool focused on grid reliability. A portion of the proceeds from the Offering are planned to be used in conjunction with accelerating research and development initiatives over the next twelve to eighteen months.
3. **Corporate Development:** In order to meet our objective of building sustainable utilities, Tantalus will seek to diversify our solution offering through a variety of corporate development initiatives that may include targeted mergers and acquisitions of technology companies and/or strategic partnerships. Tantalus is seeking to expand our connected devices to access data and accelerate a variety of software solutions and data analytics. Tantalus plans to continue to explore potential corporate development investments. There can be no assurance that we will be able identify or complete any such potential transactions. A portion of the proceeds from this Offering are planned to be used in conjunction with the expenses associated with

evaluating and potentially executing corporate development initiatives over the next twelve to eighteen months.

### PRIOR SALES

The following table summarizes the issuances made by Tantalus of Common Shares within the 12 months prior to the date of this Prospectus Supplement:

Date	Type of Security	Price per Common Share	Number of Securities
November 9, 2020	Common Shares	\$1.64 <sup>(2)</sup>	5,502 <sup>(1)(2)</sup>
January 29, 2021	Common Shares	N/A	5,185,531 <sup>(2)(3)</sup>

**Notes:**

- (1) Represents the issuance of 90,280 Common Shares to PI Financial Corp. pursuant to the exercise of warrants.
- (2) After giving effect to a one (1) pre-consolidated share for 0.06094549 post-consolidation shares consolidation of the Common Shares that occurred on January 29, 2021.
- (3) Represents the issuance of Common Shares in connection with the Qualifying Transaction. See “*The Company*”.

The following table summarizes the grants made by Tantalus of stock options of Tantalus, within the 12 months prior to the date of this Prospectus Supplement<sup>(1)</sup>:

Date	Type of Security	Price per Security <sup>(2)</sup>	Number of Securities
September 28, 2020	Stock options	\$1.64 <sup>(4)</sup>	18,283 <sup>(3)(4)</sup>
February 9, 2021	Stock options	\$2.25	112,000 <sup>(5)</sup>
April 13, 2021	Stock options	\$2.17	100,000 <sup>(6)</sup>

**Notes:**

- (1) As of the date of this Prospectus Supplement, there were 5,048,758 stock options outstanding.
- (2) The “price per security” in the table above is the exercise price of the stock options granted.
- (3) Represents the issuance of options to purchase Common Shares to Manroop Padda and Tom Liston.
- (4) After giving effect to a one (1) pre-consolidated share for 0.06094549 post-consolidation shares consolidation of the Common Shares that occurred on January 29, 2021.
- (5) Represents the issuance of options to purchase Common Shares to certain employees of the Company pursuant to our long term omnibus incentive plan.
- (6) Represents the issuance of options to purchase Common Shares to Adelaide Capital in connection with Tantalus’ consulting agreement with Adelaide Capital to provide investor relations consulting services to the Company.

### TRADING PRICE AND VOLUME

The Common Shares are currently listed and posted for trading on the TSX under the symbol “GRID”. On May 10, 2021, we graduated to the TSX from the TSXV. The following table sets forth, for the 12-month period prior to the date of this Prospectus Supplement, the high and low trading prices and composite volume of trading of the Common Shares respectively as reported on the TSXV and the TSX, as applicable.

Month	Price Range		Volume
	High (\$)	Low (\$)	
<b>TSXV</b>			
August 2020	1.48 <sup>(3)</sup>	1.15 <sup>(3)</sup>	609 <sup>(3)</sup>
September 2020 <sup>(1)</sup>	1.56 <sup>(3)</sup>	1.48 <sup>(3)</sup>	304 <sup>(3)</sup>
October 2020 <sup>(1)</sup>	-	-	-
November 2020 <sup>(1)</sup>	-	-	-
December 2020 <sup>(1)</sup>	-	-	-
January 2021 <sup>(1)</sup>	-	-	-
February 2021 <sup>(1)</sup>	3.50	2.66	227,128
March 2021	2.77	1.95	143,067
April 2021	3.10	1.91	106,605
<b>TSX<sup>(2)</sup></b>			
May 2021	2.70	2.35	107,997
June 2021	2.54	2.40	67,824
July 2021	2.50	2.40	35,449
August 1, 2021 – August 4, 2021	2.48	2.24	708,750

Source: TMX Datalinx and Info TSX Venture

Notes:

- (1) On September 8, 2020, the trading of the Common Shares was halted in connection with the announcement of the proposed Qualifying Transaction. Trading remained halted until February 9, 2021.
- (2) Tantalus graduated to the TSX from the TSXV on May 10, 2021.
- (3) After giving effect to a one (1) pre-consolidated share for 0.06094549 post-consolidation shares consolidation of the Common Shares that occurred on January 29, 2021.

## CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following is a general summary, as of the date hereof, of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”) generally applicable to a holder who acquires, as a beneficial owner, Offered Shares pursuant to the Offering and who, for the purposes of the Tax Act and at all relevant times, (1) deals at arm’s length with the Company and each of the Underwriters, and (2) is not affiliated with the Company or any of the Underwriters (a “**Holder**”).

This summary is based upon the provisions of the Tax Act and *Canada-United States Tax Convention* (1980), as amended (the “**Treaty**”) in force as of the date hereof as well as counsel’s understanding of the current administrative policies and assessing policies and practices of the Canada Revenue Agency (the “**CRA**”) published in writing prior to the date hereof. This summary also takes into account all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “**Tax Proposals**”), and assumes that all such Tax Proposals will be enacted in the form proposed. No assurances can be given that the Tax Proposals will be enacted in the form proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative policy or assessing practice of the CRA, whether by way of legislative, judicial or administrative action or interpretation, nor does it take into account any provincial, territorial or foreign tax legislation or considerations, which may differ significantly from the Canadian federal income tax considerations discussed herein.

**This summary is of a general nature only, is not, and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, prospective purchasers of Offered Shares are urged to consult their own tax advisors having regard to their own particular circumstances.**

### Residents of Canada

This portion of the summary is generally applicable to a Holder who, for the purposes of the Tax Act, and at all relevant times, is, or is deemed to be, resident in Canada and holds the Offered Shares as capital property (a “**Resident Holder**”). An Offered Share will generally be capital property to a Resident Holder provided the Resident

Holder does not acquire or hold such Offered Share in the course of carrying on a business or as part of an adventure or concern in the nature of trade.

This portion of the summary is not applicable to a Resident Holder: (a) that is a “financial institution” including for the purposes of the mark-to-market rules in the Tax Act; (b) an interest in which is a “tax shelter investment” as defined in the Tax Act; (c) that is a “specified financial institution” as defined in the Tax Act; (d) that reports its “Canadian tax results” (as defined in the Tax Act) in a currency other than the Canadian currency; (e) that has entered or will enter into a “derivative forward agreement” or a “synthetic disposition agreement”, as those terms are defined in the Tax Act with respect to the Offered Shares; (f) that receives dividends on the Offered Shares under or as part of a “dividend rental agreement” as defined in the Tax Act; or (g) that is a corporation resident in Canada that is or becomes (or does not deal at arm’s length for purposes of the Tax Act with a corporation resident in Canada that is or becomes), as part of a transaction or event or series of transactions or events that includes the acquisition of Offered Shares, controlled by a non-resident person (or a group of non-resident persons not dealing with each other at arm’s length) for the purposes of the “foreign affiliate dumping” rules in section 212.3 of the Tax Act. Such Resident Holders should consult their own tax advisor with respect to an investment in Offered Shares.

Certain Resident Holders to whom Offered Shares might not constitute capital property may, in certain circumstances, be entitled to make, or may have already made, an irrevocable election pursuant to subsection 39(4) of the Tax Act the effect of which may be to deem to be capital property any Offered Shares, and all other “Canadian Securities”, as defined in the Tax Act, owned by such Resident Holders in the taxation year in which the election is made and in all subsequent taxation years. Resident Holders should consult their own tax advisors as to whether they will hold their Offered Shares as capital property and whether this election is available or advisable in their particular circumstances.

### **Dividends on Common Shares**

A Resident Holder will be required to include in computing its income for a taxation year any taxable dividends received or deemed to be received on the Offered Shares in that year. In the case of a Resident Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules applicable under the Tax Act to taxable dividends received from “taxable Canadian corporations” as defined in the Tax Act, including the enhanced gross-up and dividend tax credit in respect of any dividends designated by the Company as an “eligible dividend” in accordance with the provisions of the Tax Act.

Taxable dividends received or deemed to be received by a Resident Holder that is an individual (other than certain trusts) may give rise to alternative minimum tax, as calculated under the detailed rules set out in the Tax Act. Such Resident Holders should consult their own tax advisors in this regard.

Taxable dividends received or deemed to be received on an Offered Share by a Resident Holder that is a corporation will generally be deductible in computing the corporation’s taxable income. In certain circumstances, a dividend received or deemed to be received by a Resident Holder that is a corporation may be deemed to be either proceeds of disposition or a gain from the disposition of a capital property. Resident Holders that are corporations should consult their own tax advisors regarding their particular circumstances.

A Resident Holder that is a “private corporation” or a “subject corporation”, each as defined in the Tax Act, will generally be liable to pay an additional tax under Part IV of the Tax Act on dividends received or deemed to be received on an Offered Share to the extent such dividends are deductible in computing the Resident Holder’s taxable income for the taxation year. Such additional tax may be refundable in certain circumstances.

### **Dispositions of Common Shares**

Generally, on a disposition or a deemed disposition of an Offered Share (other than a disposition to the Company, unless purchased by the Company in the open market in the manner in which shares are normally purchased by any member of the public in the open market), a Resident Holder will realize a capital gain (or a capital loss) equal to the amount, if any, by which the proceeds of disposition of the Offered Share, net of any reasonable costs of disposition, exceed (or are less than) the “adjusted cost base” (for the purposes of the Tax Act) of the Offered Share to the Resident Holder immediately before the disposition or deemed disposition. For this purpose, the adjusted cost

base to a Resident Holder of an Offered Share acquired pursuant to this Offering will be determined at any particular time by averaging the cost of such Offered Share with the adjusted cost base of all other Offered Shares owned by the Resident Holder as capital property at that time. Such capital gain (or capital loss) will be subject to the treatment described below under “Taxation of Capital Gains and Capital Losses”.

### **Taxation of Capital Gains and Capital Losses**

Generally, one-half of the amount of any capital gain (a “**taxable capital gain**”) realized by a Resident Holder for a taxation year must be included in computing the Resident Holder’s income for the year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder is required to deduct one-half of the amount of any capital loss (an “**allowable capital loss**”) realized in a taxation year from taxable capital gains realized by the Resident Holder in the year and allowable capital losses in excess of taxable capital gains for the year may be carried back and deducted in any of the three preceding taxation years, or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years.

The amount of any capital loss realized by a Resident Holder that is a corporation on the disposition of an Offered Share may be reduced by the amount of any dividends received or deemed to be received by the Resident Holder on such Offered Share (or a share for which the Offered Share has been substituted) to the extent and under the circumstances prescribed by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns an Offered Share, directly or indirectly, through a partnership or trust. Such Resident Holders should consult their own tax advisors.

A Resident Holder that is throughout the taxation year a “Canadian-controlled private corporation” (as defined in the Tax Act) may be liable for tax, a portion of which may be refundable, on “aggregate investment income”, which is defined in the Tax Act to include an amount in respect of taxable capital gains.

Capital gains realized by a Resident Holder that is an individual (other than certain trusts) may give rise to alternative minimum tax, as calculated under the detailed rules set out in the Tax Act. Such Resident Holders should consult their own tax advisors in this regard.

### **Non-Resident Holders**

This portion of the summary is generally applicable to a Holder who, for the purposes of the Tax Act and at all relevant times, is not (and is not deemed to be) resident in Canada and does not use or hold (and is not deemed to use or hold) the Offered Shares in, or in the course of, carrying on a business or part of a business in Canada (a “**Non-Resident Holder**”). This summary does not apply to a Non-Resident Holder that carries on an insurance business in Canada and elsewhere or an “authorized foreign bank” (as defined in the Tax Act). Such Non-Resident Holders should consult their own tax advisors with respect to an investment in Offered Shares.

### **Dividends on Common Shares**

Dividends paid or credited, or deemed to be paid or credited, on an Offered Share to a Non-Resident Holder will generally be subject to Canadian withholding tax under the Tax Act at the rate of 25%, subject to any reduction in the rate of withholding to which that Non-Resident Holder may be entitled under an applicable income tax treaty or convention. For example, under the Treaty, where dividends on the Offered Shares are considered to be paid to, or derived by, a Non-Resident Holder that is the beneficial owner of the dividends and is a U.S. resident for the purposes of, and is entitled to benefits of, the Treaty, the applicable rate of Canadian withholding tax is generally reduced to 15%.

### **Dispositions of Common Shares**

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition or deemed disposition of an Offered Share, unless the Offered Share constitutes “taxable Canadian property” (as defined in the Tax Act) of the Non-Resident Holder and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident.

Generally, Offered Shares will not constitute taxable Canadian property to a Non-Resident Holder at a particular time provided that the Offered Shares are listed at that time on a “designated stock exchange” as defined in the Tax Act (which includes the TSX), unless at any particular time during the 60-month period that ends at that time: (i) one or any combination of (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder does not deal with at arm’s length for purposes of the Tax Act, and (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships, has owned 25% or more of the issued shares of any class or series of the capital stock of the Company, and (ii) more than 50% of the fair market value of the Offered Shares was derived directly or indirectly from one or any combination of (a) real or immovable properties situated in Canada, (b) “Canadian resource property” (as defined in the Tax Act), (c) “timber resource property” (as defined in the Tax Act), and (d) options in respect of, or interests in, or for civil law rights in, property in any of the foregoing whether or not the property exists. Notwithstanding the foregoing, in certain circumstances set out in the Tax Act, an Offered Share could be deemed to be taxable Canadian property. Non-Resident Holders whose Offered Shares may constitute taxable Canadian property should consult their own tax advisors.

## **PLAN OF DISTRIBUTION**

Pursuant to the Underwriting Agreement, we have agreed to sell and the Underwriters have agreed to purchase on the Closing Date, an aggregate of 4,444,444 Offered Shares at a price of \$2.25 per Offered Share, payable in cash to us against delivery of such Offered Shares, subject to the terms and conditions of the Underwriting Agreement. The terms of the Offering, including the Offering Price, were determined based on arm’s length negotiations between us and the Co-Lead Underwriters. The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of certain stated events including restrictions on distribution of the Company’s securities, material change in respect of the Company, disaster or breach by the Company of a material term. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares if any of the Offered Shares are purchased under the Underwriting Agreement. Pursuant to the Underwriting Agreement, the Underwriters have reserved the right to form a selling group of appropriately registered dealers and brokers, with compensation to be negotiated between the Underwriters and such selling group participants, but at no additional cost to us.

The Underwriting Agreement provides that we will pay to the Underwriters the Underwriting Commission of \$0.135 per Offered Share or Over-Allotment Share, if any, sold pursuant to the exercise of the Over-Allotment Option, representing 6% of the gross proceeds per Offered Share or any Over-Allotment Share, as the case may be, for their services in connection with the distribution of the Offered Shares and Over-Allotment Shares. The Underwriters will also receive Compensation Warrants to purchase that number of Compensation Shares that is equal to 6% of the Common Shares sold pursuant to the Offering (including any exercise of the Over-Allotment Option). Each Compensation Warrant is exercisable to purchase one Compensation Share at a price of \$2.25 for a period of 24 months from the Closing Date. This Prospectus Supplement also qualifies the issuance of the Compensation Warrants.

The Offering Price was determined by arm’s length negotiation between us and the Co-Lead Underwriters, with reference to the prevailing market price of the Common Shares.

We have granted to the Underwriters the Over-Allotment Option, exercisable in whole or in part in the sole discretion of the Underwriters at any time until 30 days from the Closing Date, to purchase up to an additional amount of Offered Shares equal to 15% of the Offered Shares sold pursuant to the Offering, being 666,666 Over-Allotment Shares at the Offering Price, to cover over-allotments, if any, and for market stabilization purposes. This Prospectus Supplement qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Shares to be issued upon exercise of the Over-Allotment Option. A purchaser who acquires Over-Allotment Shares forming part of the Underwriters’ over-allocation position acquires those Over-Allotment Shares under this Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public will be \$11,500,000, the total Underwriting Commission will be \$690,000, and the net proceeds to us, before deducting the estimated expenses of the Offering, will be \$10,810,000.

The Underwriters propose to offer the Offered Shares initially at the Offering Price specified on the cover page of this Prospectus Supplement. After the Underwriters have made their best effort to sell all of the Offered Shares

at the price specified on the cover page, the Offering Price may be decreased and may be further changed from time to time to an amount not greater than that set out on the cover page, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by prospective purchasers for Offered Shares is less than the gross price paid by the Underwriters to us. Any such reduction in price will not affect the proceeds received by us.

We estimate that the total expenses of the Offering, excluding the Underwriting Commission and assuming no exercise of the Over-Allotment Option, will be approximately \$700,000.

The Underwriters have generally agreed to purchase all of the Offered Shares sold under the Underwriting Agreement, other than the Over-Allotment Shares covered by the Over-Allotment Option described above. The Underwriting Agreement provides that the Underwriters' obligation to purchase Offered Shares depends on the satisfaction of the conditions contained in the Underwriting Agreement including but not limited to:

- the representations and warranties made by us to the Underwriters are true;
- there is no adverse material change in our business prior to the Closing Date; and
- we deliver customary closing documents to the Underwriters.

We have agreed to indemnify the Underwriters, their affiliates, and their respective directors, officers, employees, partners, agents, and advisors against certain liabilities and expenses related to the Offering. We have also agreed to contribute to payments the Underwriters may be required to make in respect of such liabilities.

We have agreed with the Underwriters that we will not, directly or indirectly, without the prior written consent of the Co-Lead Underwriters (which consent shall not be unreasonably withheld or delayed) (a) issue, offer, sell, contract to sell, secure, pledge, grant any option, right or warrant to purchase or otherwise lend, transfer or dispose of (or announce any intention to do so) any equity securities of the Company or any securities convertible into, or exchangeable or exercisable for, equity securities of the Company; or (b) make any short sale, engage in any hedging transactions, or enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of equity securities of the Company or any securities convertible into, or exchangeable or exercisable for, equity securities of the Company, for a period ending 90 days following the Closing Date, except (i) pursuant to employee stock options and restricted share units granted to directors, officers, employees and consultants of the Company and shares issued upon their exercise pursuant to the Company's current omnibus long term incentive plan or any future stock option or incentive plan or arrangement, including the cancellation or redemption of Offered Securities issued pursuant to the Company's current omnibus long term incentive plan, or other proposed director or employee compensation plans; (ii) pursuant to the exercise of convertible securities, options or warrants outstanding at the date hereof; or (iii) in connection with an acquisition of assets or a business or a strategic partnership.

Pursuant to policies of certain Canadian securities regulatory authorities, the Underwriters may not, throughout the period of distribution under the Offering, bid for or purchase Common Shares for its own accounts or for accounts over which it exercises control or direction. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Common Shares. These exceptions include a bid or purchase permitted under Universal Market Integrity Rules for Canadian marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities, and a bid or purchase made for or on behalf of a customer where the order was not solicited during the period of distribution. Subject to the foregoing, the Underwriters may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market.

These stabilizing transactions and syndicate covering transactions may have the effect of preventing or mitigating a decline in the market price of the Common Shares, and may cause the price of the Offered Shares to be higher than would otherwise exist in the open market absent such stabilizing activities. As a result, the price of the Offered Shares may be higher than the price that might otherwise exist in the open market. These transactions, if commenced, may be discontinued at any time.

The Offering is being made in each of the provinces of Canada, except for Quebec. The Offered Shares and the Over-Allotment Shares, if any, will be offered in Canada through the Underwriters directly or through their broker-dealer affiliates registered in each jurisdiction, as applicable.

The Offered Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws, and accordingly may not be offered or sold in the United States except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. The Underwriters may offer and resell the Offered Shares that they have acquired pursuant to the Underwriting Agreement in the United States to persons who are “qualified institutional buyers”, as such term is defined in Rule 144A under the U.S. Securities Act, in compliance with Rule 144A under the U.S. Securities Act and applicable state securities laws. The Underwriters will offer and sell the Offered Shares outside the United States only in accordance with Rule 903 of Regulation S under the U.S. Securities Act. This prospectus supplement does not constitute an offer to sell or a solicitation of an offer to buy any of the Offered Shares in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Offered Shares in the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made other than in accordance with an exemption from such registration requirements.

The Underwriters may offer the Offered Shares outside of Canada and the United States in compliance with local securities laws. Offers and sales of Offered Shares outside of Canada and the United States will be made in accordance with applicable laws in such jurisdictions. We are not making, and this Prospectus Supplement and the Prospectus, does not constitute, an offer to sell or a solicitation of an offer to buy the Offered Shares in any jurisdiction where such offer or solicitation is not permitted.

This Prospectus Supplement and Prospectus in electronic format may be made available on the websites maintained by one or more of the Underwriters participating in the Offering. The Underwriters may agree to allocate a number of Common Shares for sale to their online brokerage account holders. Internet distributions will be allocated by the representative to the Underwriters that may make Internet distributions on the same basis as other allocations. Other than the Prospectus and Prospectus Supplement in electronic format, the information on these websites is not part of this Prospectus Supplement, has not been approved or endorsed by us or any of the Underwriters in its capacity as underwriter, and should not be relied upon by investors.

It is a condition to completion of the Offering that the Offered Shares issuable pursuant to this Offering (including the Compensation Shares issuable on exercise of the Compensation Warrants) be approved for listing on the TSX. Listing will be subject to Tantalus fulfilling all listing requirements of the TSX.

## **DESCRIPTION OF SECURITIES BEING DISTRIBUTED**

See “Description of Share Capital” in the Prospectus for a summary of certain rights, privileges, restrictions and conditions attaching to the Common Shares. As of August 4, 2021, there were 38,859,050 Common Shares issued and outstanding.

### **Compensation Warrants**

As partial consideration for their services in connection with the Offering, the Underwriters will receive 266,666 Compensation Warrants to purchase an aggregate of up to 266,666 Compensation Shares (or up to 306,666 Compensation Shares if the Over-Allotment Option is exercised in full) at a price of \$2.25 per Compensation Share. The Compensation Warrants will have a term of 24 months from the Closing Date. The terms to be set out in the certificates representing the Compensation Warrants will include, among other things, customary provisions for the appropriate adjustment of the number of Compensation Shares issuable pursuant to any exercise of the Compensation Warrants upon the occurrence of certain events. The Underwriters, as holder of the Compensation Warrants, will not as such have any voting rights or other rights attached to Common Shares until and unless the Compensation Warrants are duly exercised as provided for in the certificates representing the Compensation Warrants. The Compensation Warrants will be issued on a stand-alone certificated basis.

## RISK FACTORS

*Investing in the Common Shares involves a high degree of risk. In addition to all other information set out in this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein, including our financial statements and related notes thereto, the following specific factors could materially adversely affect us and should be considered when deciding whether to make an investment in the Company and our Common Shares. Other risks and uncertainties that we do not presently consider to be material, or of which we are not presently aware, may also become important factors that affect our future business, financial condition and results of operations. The occurrence of any of these risks could materially and adversely affect our business, prospects, financial condition, results of operations or cash flow. In these circumstances, the market price of our Common Shares could decline, and a purchaser of our Common Shares may lose all or part of their investment.*

### **Risks Related to Our Securities**

#### ***Broad discretion in the use of proceeds***

While information regarding the use of proceeds from the sale of the Offered Shares is described under the heading “*Use of Proceeds*”, we retain broad discretion over the use of the net proceeds from the Offering. We have identified certain forward-looking plans and objectives for the proceeds, including those listed under the heading “*Business Objectives and Milestones*”, but our ability to achieve such plans and objectives could change as a result of a number of internal and external factors, such as continued or new impacts of COVID-19 on society and our operations and our access to sufficient capital and resources. Because of the number and variability of factors that will determine our use of such proceeds, our ultimate use might vary substantially from its planned use. You may not agree with how we allocate or spend the proceeds from the Offering. We may pursue acquisitions, collaborations or other opportunities that do not result in an increase in the market value of our securities, including the market value of our Common Shares, and that may increase our losses.

***Future sales or issuances of debt or equity securities could decrease the value of any existing Common Shares, dilute investors’ voting power and reduce our earnings per share.***

Shareholders of Tantalus will incur immediate dilution as a result of the Offering. See “*Consolidated Capitalization*”. We may sell additional equity securities (including through the sale of securities convertible into Common Shares) and may issue additional debt or equity securities to finance our operations, development, acquisitions or other projects. We are authorized to issue an unlimited number of Common Shares. We cannot predict the size of future sales and issuances of debt or equity securities or the effect, if any, that future sales and issuances of debt or equity securities will have on the market price of the Common Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in our earnings per share.

***The market price of our Common Shares could decline as a result of future issuances or sales of our securities, which could result in insufficient liquidity.***

The market price of our Common Shares could decline as a result of issuances of securities by us or sales by our existing shareholders of Common Shares in the market, or the perception that these sales could occur. The issuance of Common Shares upon the exercise of our outstanding stock options and common share purchase warrants may also reduce the market price of the Common Shares. Additional Common Shares, stock options and common share purchase warrants may be issued in the future. A decrease in the market price of the Common Shares could adversely affect the liquidity of the Common Shares on the TSX. Our shareholders may be unable, as a result, to sell significant quantities of the Common Shares into the public trading markets. We may not, as a result, have sufficient liquidity to meet the continued listing requirements of the TSX. Sales of the Common Shares by shareholders might also make it more difficult for us to sell equity or debt securities at a time and price that it deems appropriate, which may have a material adverse effect on our business, financial conditions and results of operations.

***The Company does not currently anticipate paying dividends.***

We currently intend to retain any future earnings to fund the development and growth of our business and do not currently anticipate paying dividends on our Common Shares. Any determination to pay dividends in the future will be at the discretion of our Board and will depend on many factors, including, among others, our financial condition, current and anticipated cash requirements, contractual restrictions and financing agreement covenants, solvency tests imposed by applicable corporate law and other factors that our Board may deem relevant. During the three most recently completed financial years, no cash dividends or distributions have been declared with respect to the shares in the capital of Tantalus.

***No Assurance of Active or Liquid Market***

No assurance can be given that an active or liquid trading market for our Common Shares will be sustained. If an active or liquid market for the Common Shares fails to be sustained, the prices at which such shares trade may be adversely affected. Whether or not the Common Shares will trade at lower prices depends on many factors, including the liquidity of the Common Shares, prevailing interest rates and the markets for similar securities, general economic conditions and our financial condition, historic financial performance and future prospects.

***Investors May Lose their Entire Investment***

An investment in the Offered Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company.

**LEGAL MATTERS**

Certain legal matters relating to the Offering will be passed upon on our behalf by Osler, Hoskin & Harcourt LLP and on the Underwriters' behalf by Bennett Jones LLP.

The partners and associates of Osler, Hoskin & Harcourt LLP and Bennett Jones LLP, each as a group, hold beneficially, directly or indirectly, less than 1% of any class of our securities.

**AUDITORS, REGISTRAR AND TRANSFER AGENT**

Our auditors are KPMG LLP of 777 Dunsmuir Street, Vancouver, British Columbia, V7Y 1K3. Baker Tilly WM LLP of 900-400 Burrard Street, Vancouver, British Columbia, V6C 3B7 were previously our auditors prior to the closing of the Qualifying Transaction. KPMG LLP replaced Baker Tilly WM LLP in connection with the closing of the Qualifying Transaction. Baker Tilly WM LLP has prepared the audit report attached to our financial statements (under our former name, RiseTech Capital Corp.) for the years ended December 31, 2020 and 2019 and for the year ended December 31, 2019 and for the period from incorporation on February 26, 2018 to December 31, 2018. KPMG LLP has prepared the audit report attached to the Predecessor Company audited consolidated financial statements for the years ended December 31, 2020 and 2019, and the audit report attached to the Predecessor Company audited consolidated financial statements for the years ended December 31, 2019, 2018 and 2017. Baker Tilly WM LLP was independent from us within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia. KPMG LLP is independent from us within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The transfer agent and registrar for our Common Shares is TSX Trust Company at its principal office at 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1.

**ELIGIBILITY FOR INVESTMENT**

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to the Company, and Bennett Jones LLP, counsel to the Underwriters, based on the current provisions of the Tax Act, on the date of this Offering, provided that the Offered Shares are listed at that time on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSX), the Offered Shares will on that date be qualified investments under for trusts governed by registered

retirement savings plans (“RRSPs”), registered retirement income funds (“RRIFs”), registered disability savings plans (“RDSPs”), deferred profit sharing plans, tax-free savings accounts (“TFSA”) and registered education savings plans (“RESPs”), each as defined in the Tax Act.

Notwithstanding that Offered Shares may be qualified investments for a trust governed by an RRSP, RRIF, RDSP, TFSA or RESP, an annuitant under the RRSP or RRIF, a holder of the TFSA or RDSP or a subscriber of the RESP, as the case may be, will be subject to a penalty tax under the Tax Act with respect to the Offered Shares if such Offered Shares are “prohibited investments” for the RRSP, RRIF, RDSP, TFSA or RESP for the purposes of the Tax Act. An Offered Share will not be a prohibited investment for a trust governed by an RRSP, RRIF, RDSP, TFSA or RESP provided that the annuitant under the RRSP or RRIF, the holder of the TFSA or RDSP or the subscriber of the RESP, as the case may be, deals at arm’s length with the Company for the purposes of the Tax Act, and does not have a “significant interest” (as defined in the Tax Act) in the Company. In addition, the Offered Shares will not be a prohibited investment if the Offered Shares are “excluded property” as defined in the Tax Act for a trust governed by an RRSP, RRIF, RDSP, TFSA or RESP.

Holders of Offered Shares who intend to hold Offered Shares in an RRSP, RRIF, RDSP, TFSA or RESP should consult their own tax advisors as to whether such securities will be a “prohibited investment” or “excluded property” in their particular circumstances.

#### **PURCHASER’S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto. In several of the provinces, securities legislation further provides the purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto contain a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal advisor.

#### **ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS**

Peter Londa and Francis Harvey, each a director of the Company, reside outside of Canada and have appointed the Company at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada as agent for service of process in Canada. Purchasers are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the person has appointed an agent for service of process.

## CERTIFICATE OF THE COMPANY

August 5, 2021

This short form prospectus, together with the documents incorporated in this prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and this supplement as required by the securities legislation of each of the provinces of Canada, except Quebec.

(Signed) "*Peter Londa*"  
President and Chief Executive Officer

(Signed) "*George Reznik*"  
Chief Financial Officer

### On Behalf of the Board of Directors:

(Signed) "*Laura Formosa*"  
Chair and Director

(Signed) "*John McEwen*"  
Director

## CERTIFICATE OF THE UNDERWRITERS

August 5, 2021

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces of Canada, except Quebec.

Canaccord Genuity Corp.

(signed) "*Jamie Brown*"  
Managing Director, Head of Investment Banking –  
Western Canada

Cormark Securities Inc.

(signed) "*James Austen*"  
Managing Director, Investment Banking

Beacon Securities Limited

(signed) "*Justin Gilman*"  
Director, Investment Banking

PI Financial Corp.

(signed) "*Dan Barnholden*"  
Managing Director & Head of Investment Banking

Paradigm Capital Inc.

(signed) "*Barry Richards*"  
Managing Director, Investment Banking

*This short form prospectus is a base shelf prospectus. This short form prospectus has been filed under legislation in each of the provinces of Canada, except Québec, that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities (except where an exemption from such delivery requirement is available).*

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

*The offering of these securities has not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or the applicable securities laws of any state of the United States and, subject to certain exceptions, may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, its territories or possessions, any State of the United States or the District of Columbia (collectively, the “United States”) except in transactions exempt from registration under the U.S. Securities Act and under the securities laws of any applicable state. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby in the United States. See “Plan of Distribution”.*

*Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from our Secretary at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada, and are also available electronically at [www.sedar.com](http://www.sedar.com).*

## SHORT FORM BASE SHELF PROSPECTUS

New Issue

June 28, 2021



### TANTALUS SYSTEMS HOLDING INC.

**\$50,000,000**

**Common Shares**

**Preferred Shares**

**Debt Securities**

**Warrants**

**Subscription Receipts**

**Units**

Tantalus Systems Holding Inc. (the “**Company**”, “**Tantalus**”, “**us**”, “**we**” or “**our**”) may offer, issue and sell, as applicable, from time to time, common shares (“**Common Shares**”), preferred shares (“**Preferred Shares**”), debt securities (“**Debt Securities**”), warrants (“**Warrants**”) to acquire any of the other securities that are described in this short form base shelf prospectus (the “**Prospectus**”), subscription receipts (“**Subscription Receipts**”) to acquire any of the other securities that are described in this Prospectus, and units (“**Units**”) comprised of one or more of any of the other securities that are described in this Prospectus, or any combination of such securities (all of the foregoing collectively, the “**Securities**” and individually, a “**Security**”), for up to an aggregate offering price of \$50,000,000 in one or more transactions during the 25-month period that this Prospectus, including any amendments hereto, remains effective.

The Securities may be offered in amounts, at prices and on terms to be determined based on market conditions at the time of sale and set forth in one or more accompanying prospectus supplements (each, a “**Prospectus Supplement**”). The sale of Common Shares may be effected from time to time in one or more transactions at non-fixed prices pursuant to transactions that are deemed to be “at-the-market distributions” as defined in National Instrument 44-102 – *Shelf Distributions*, including sales made directly on the Toronto Stock Exchange (the “**TSX**”) or other existing trading markets for Common Shares, and as set forth in a Prospectus Supplement for such purpose. This Prospectus may qualify “at-the-market distributions”. In the event we establish an “at-the-market distribution” in the future, we will apply for the applicable exemptive relief. See “Plan of Distribution”.

All information permitted under applicable securities laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. For the purposes of applicable securities laws, each Prospectus Supplement will be incorporated by reference into this Prospectus as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which that Prospectus Supplement pertains. You should read this Prospectus and any applicable Prospectus Supplement carefully before you invest in any Securities offered pursuant to this Prospectus.

Our Securities may be offered and sold pursuant to this Prospectus through underwriters, dealers, directly or through agents designated from time to time at amounts and prices and other terms determined by us. In connection with any underwritten offering of Securities other than an “at-the-market distribution” (as defined in National Instrument 44-102 - *Shelf Distributions*), unless otherwise specified in the relevant Prospectus Supplement, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at levels other than those that might otherwise prevail on the open market. Such transactions, if commenced, may be commenced, interrupted or discontinued at any time. See “Plan of Distribution

A Prospectus Supplement will set out the names of any underwriters, dealers or agents involved in the sale of our Securities, the amounts, if any, to be purchased by underwriters, the plan of distribution for such Securities, including the net proceeds we expect to receive from the sale of such Securities, if any, the amounts and prices at which such Securities are sold, the compensation of such underwriters, dealers or agents and other material terms of the plan of distribution.

No underwriter or dealer involved in an “at-the-market distribution” under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such underwriter or dealer will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

Our Common Shares are currently listed and posted for trading on the TSX under the symbol “GRID”. On June 25, 2021, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSX was \$2.44. **Unless otherwise specified in the applicable Prospectus Supplement, Securities, other than Common Shares, will not be listed on any securities exchange. There is currently no market through which such Securities, other than Common Shares, may be sold and purchasers may not be able to resell any such Securities purchased under this Prospectus and the Prospectus Supplement relating to such Securities. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation.**

Purchasers of Securities should be aware that the acquisition of Securities may have tax consequences. This Prospectus does not discuss Canadian or other tax consequences and any such tax consequences may not be described fully in any applicable Prospectus Supplement with respect to a particular offering of Securities. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities.

**An investment in the Securities is highly speculative and involves a high degree of risk and should only be made by persons who can afford the total loss of their investment. Investors should carefully consider the risk factors described or incorporated by reference in this Prospectus. See “Forward-Looking Statements” in this Prospectus, as well as “Risk Factors” in this Prospectus and other risk factors included in the documents incorporated by reference herein which are available electronically at [www.sedar.com](http://www.sedar.com).**

No underwriter has been involved in the preparation of this Prospectus nor has any underwriter performed any review of the contents of this Prospectus.

Peter Londa and Francis Harvey, each a director of the Company, reside outside of Canada and have appointed the Company at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada as agent for service of process in Canada. Purchasers are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the person has appointed an agent for service of process.

Tantalus’ head and registered office is located at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada

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## ABOUT THIS PROSPECTUS

We have not authorized anyone to provide readers with information different from that contained in this Prospectus (or incorporated by reference herein). We take no responsibility for and can provide no assurance as to the reliability of any other information that others may give readers of this Prospectus. We are not making an offer of Securities in any jurisdiction where the offer is not permitted. Readers are required to inform themselves about, and to observe any restrictions relating to, any offer of Securities and the possession or distribution of this Prospectus and any applicable Prospectus Supplement.

Readers should not assume that the information contained or incorporated by reference in this Prospectus is accurate as of any date other than the date of this Prospectus or the respective dates of the documents incorporated by reference herein, unless otherwise noted herein or as required by law. It should be assumed that the information appearing in this Prospectus, any Prospectus Supplement and the documents incorporated by reference herein and therein are accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

This Prospectus shall not be used by anyone for any purpose other than in connection with an offering of Securities in compliance with applicable securities laws. We do not undertake to update the information contained or incorporated by reference herein, including any Prospectus Supplement, except as required by applicable securities laws. Information contained on, or otherwise accessed through, our website shall not be deemed to be a part of this Prospectus and such information is not incorporated by reference herein.

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus, any Prospectus Supplement and the documents incorporated by reference herein contain “forward-looking information” within the meaning of applicable securities laws. Forward-looking information is generally identifiable by use of the words “believes”, “may”, “plans”, “will”, “anticipates”, “intends”, “could”, “estimates”, “expects”, “forecasts”, “projects” and similar expressions, and the negative of such expressions. Forward-looking information in this Prospectus includes statements regarding:

- expectations regarding industry trends and challenges, overall market growth rates and our growth rates and growth strategies;
- the long-term impact of the COVID-19 pandemic on our business, financial position, results of operations and/or cash flows;
- addressable markets for our solutions;
- the achievement of advances in and expansion of our offerings and markets;
- expectations regarding our revenue and the revenue generation potential of our products, services and other solutions;
- our business plans and strategies;
- our expectations regarding certain of our future results, including, among others, revenue, expenses, sales growth, expenditures, operations and use of future cash flow;
- our ability to execute on our strategic growth priorities and to successfully integrate acquisition targets;
- our competitive position in our industry and our expectations regarding competition;
- our anticipated cash needs and needs for additional financing;
- our plans for the timing and expansion of our services; and

- our ability to attract and retain personnel.

In connection with the forward-looking information contained in or incorporated by reference in this Prospectus and any Prospectus Supplement, we have made numerous assumptions, regarding, among other things: our ability to capitalize on growth opportunities and implement our growth strategy; our ability to retain key personnel; our ability to maintain existing customer relationships and to continue to expand our customers' use of our products solutions; our ability to acquire new customers; our ability to enhance our offerings to remain at the forefront of our industry; the impact of competition; the successful integration of future acquisitions; the absence of material adverse changes in our business, our industry or the global economy; and that the risks and uncertainties described under "Risk Factors" will not materialize. While we consider these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies.

Additionally, there are known and unknown risk factors which could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. Known risk factors include, among others:

- the impacts of the COVID-19 pandemic are unpredictable and could have significant impacts on our financial performance;
- sales cycles to our customers can be lengthy and unpredictable and require significant employee time with no assurances that a prospective customer will select our products and services;
- our financial and operational performance significantly depends on its ability to attract and retain customers and its ability to develop new products and to enhance and sustain the quality of existing products to retain such customers;
- we depend on a limited number of key suppliers and if such suppliers fail to provide us with sufficient quantities of components at acceptable levels of quality and at anticipated costs, our revenue and operating results could be materially and adversely affected;
- we have a prior history of operating losses and we may not sustain profitability on a quarterly or annual basis;
- our quarterly results are inherently unpredictable and subject to substantial fluctuations;
- our success depends in part on our ability to integrate our technology into devices and its relationship with device manufacturers;
- our marketing efforts depend significantly on our ability to receive positive references from our existing customers;
- the markets for our products and services, smart grid, smart city, and broader IoT technology in general, are still developing - if the markets develop less extensively or more slowly than we expect, our business could be harmed;
- we operate in a highly competitive industry and we compete against many companies with substantially greater financial and other resources, and our market share and results of operations may be reduced if we are unable to respond to competitors effectively;
- we are dependent on the utility industry, which has experienced volatility in capital spending - this volatility could cause our results of operations to vary significantly from period to period;
- our reliance on certain infrastructure and information technology systems makes us vulnerable to the potential adverse effects of cyber-attacks and other breaches;

- if our products contain defects or otherwise fail to perform as expected, we could be liable for damages and incur unanticipated warranty, recall and other related expenses, our reputation could be damaged, we could lose market share and, as a result, our financial condition or results of operations could suffer;
- the nature of our business exposes us to the unpredictable risks of contractual disputes;
- the loss of key employees and the inability to attract and retain qualified personnel could harm our business;
- our business is exposed to potential risks associated with international sales and operations;
- foreign exchange rate fluctuations could harm our results or operations;
- we and our customers operate in a highly regulated business environment and changes in regulation could impose costs on us or make our products less economical;
- our inability to acquire and integrate other businesses, products or technologies could seriously harm our competitive position;
- intellectual property infringement claims could be costly and time-consuming to prosecute or defend;
- substantially all of our current products depend on the availability and are subject to the regulation of radio spectrum in the United States and abroad; and
- interruptions or delays in services from our third-party data center facilities, or problems with the third-party hardware or software that we employ, could impair the delivery of our services and harm our business.

A more complete discussion of the risks and uncertainties facing us is disclosed under the heading “Risk Factors” of this Prospectus and the AIF (as defined below). All forward-looking information herein or incorporated by reference herein is qualified in its entirety by this cautionary statement, and we disclaim any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein or incorporated by reference herein to reflect future results, events or developments, except as required by law.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Information has been incorporated by reference into this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from our Secretary at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada, and are also available electronically at [www.sedar.com](http://www.sedar.com).

Under the short form prospectus system adopted by the securities commissions and similar authorities in Canada, we are permitted to incorporate by reference the information we file with those securities commissions and similar authorities in Canada, which means that we can disclose important information to you by referring you to those documents. Except to the extent that their contents are modified or superseded by a statement contained in this Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus, the following documents filed by us with the applicable securities commissions or similar authorities in Canada are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- (a) our annual information form for the fiscal year ended December 31, 2020, dated as of May 18, 2021 (the “AIF”);
- (b) our unaudited interim condensed consolidated financial statements for the three months ended March 31, 2021 and 2020 (except the section “Notice of No Auditor Review of Interim Financial Statements”);

- (c) our management's discussion and analysis of financial condition and results of operations for the three months ended March 31, 2021;
- (d) the audited financial statements of the Predecessor Company (as defined below) for the years ended December 31, 2020 and 2019;
- (e) the management's discussion and analysis of the Predecessor Company (as defined below) for the years ended December 31, 2020 and 2019;
- (f) our filing statement dated January 28, 2021, prepared in connection with the Qualifying Transaction (as defined below);
- (g) our audited financial statements (under our former name, RiseTech Capital Corp.) for the years ended December 31, 2020 and 2019;
- (h) our management's discussion and analysis (under our former name, RiseTech Capital Corp.) for the years ended December 31, 2020 and 2019;
- (i) our management information circular dated November 16, 2020 in respect of our annual general and special meeting of shareholders held on December 18, 2020; and
- (j) our material change report dated February 5, 2021, with respect to the completion of the Qualifying Transaction.

Any documents of the type referred to in paragraphs (a)-(h) above or similar material and any documents required to be incorporated by reference herein pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions*, including any annual information form, all material change reports (excluding confidential reports, if any), all annual and interim consolidated financial statements and management's discussion and analysis relating thereto, or information circular or amendments thereto that we file with any securities commission or similar regulatory authority in Canada after the date of this Prospectus and until the expiry of this Prospectus will be deemed to be incorporated by reference in this Prospectus and will automatically update and supersede information contained or incorporated by reference in this Prospectus

Upon a new annual information form, and annual consolidated financial statements and the accompanying management's discussion and analysis being filed by us with the applicable securities commissions or similar authorities in Canada during the period that this Prospectus is effective, the relevant sections of the previous annual information form, as applicable, and the previous annual consolidated financial statements and all interim condensed consolidated financial statements and in each case the accompanying management's discussion and analysis filed prior to the commencement of the financial year in which the new annual consolidated financial statements and the accompanying management's discussion and analysis is filed, shall be deemed to no longer be incorporated into this Prospectus for purpose of future offers and sales of Securities under this Prospectus. Upon interim condensed consolidated financial statements and the accompanying management's discussion and analysis being filed by us with the applicable securities commissions or similar authorities in Canada during the period that this Prospectus is effective, all interim condensed consolidated financial statements and the accompanying management's discussion and analysis filed prior to such new interim condensed consolidated financial statements and management's discussion and analysis shall be deemed to no longer be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. In addition, upon a new management information circular for an annual meeting of shareholders being filed by us with the applicable securities commissions or similar authorities in Canada during the period that this Prospectus is effective, the relevant sections of the previous management information circular filed in respect of the prior annual meeting of shareholders, as applicable, shall no longer be deemed to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

A Prospectus Supplement containing the specific variable terms in respect of an offering of the Securities will be delivered to purchasers of such Securities together with this Prospectus and will be deemed to be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement only for the purposes of the offering of the Securities covered by such Prospectus Supplement.

**Notwithstanding anything herein to the contrary, any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or**

superseded, for the purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document or statement which it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

## THE COMPANY

### Overview

Tantalus develops and delivers technology solutions to help public power and electric cooperative utilities digitally transform and automate their distribution grids, helping make their systems more reliable, stable and efficient. Our solutions are specifically designed to help utilities transition from aging one-way distribution grids to multi-directional intelligent systems capable of supporting the deployment of new technologies and services while meeting the changing expectations of customers. Our technology solutions establish smart grids for utilities which consist of an intelligent network of connected devices that work in a coordinated manner to provide visibility to the utility of changes in the flow, consumption and quality of power. Our solutions also help water and gas utilities identify leaks and automate the delivery and billing of water and gas, respectively. Our solutions include a comprehensive industrial IoT communications network, edge-computing endpoints, a suite of software applications that are used across all departments within a utility and data analytic tools to help utilities proactively anticipate and manage their infrastructure and professional services.

Further information regarding us and our business is set out in the AIF, as well as the other documents incorporated by reference herein.

### Corporate History

We were incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on February 26, 2018 under the name “1154348 B.C. LTD.”. We changed our name to “RiseTech Capital Corp.” on March 23, 2018 and to “Tantalus Systems Holding Inc.” on January 29, 2021.

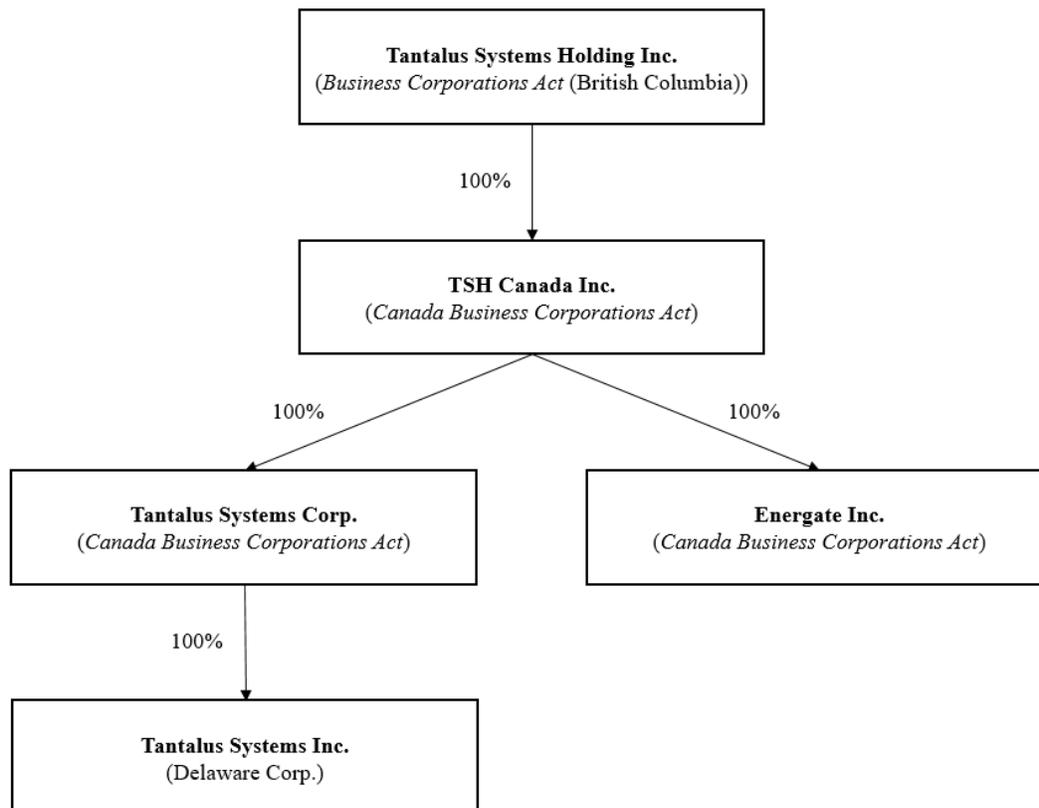
On January 29, 2021, we completed a transaction with Tantalus Systems Holding Inc., a corporation governed by the *Canada Business Corporations Act* (“CBCA”) and incorporated on July 26, 2017 (the “**Predecessor Company**”), and Tantalus Systems Shareholders Inc., a corporation governed by the CBCA (“TSSI”), pursuant to which, among other things and by way of plan of arrangement completed under the CBCA, the Predecessor Company and TSSI amalgamated and become our wholly-owned subsidiary and certain securities of the Predecessor Company and TSSI were exchanged for our securities (the “**Qualifying Transaction**”). Prior to the Qualifying Transaction, we were a “Capital Pool Company” pursuant to the policies of the TSXV. The Qualifying Transaction constituted our “Qualifying Transaction” pursuant to the policies of the TSXV. Following the Qualifying Transaction, we carry on the business of the Predecessor Company.

In connection with the Qualifying Transaction, we amended our notice of articles and articles on January 29, 2021 to, among other things, alter certain provisions relating to alterations to the articles, add advance notice provisions for the nomination of directors, create a class of an unlimited number of preferred shares, without par value and issuable in series, and attach special rights and restrictions to the new class of preferred shares.

Our head and registered office is located at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada, and our United States headquarters is located at 140 Rowayton Avenue, 2nd Floor, Norwalk, Connecticut, 06853, U.S.A.

### Intercorporate Relationships

The following diagram illustrates the intercorporate relationships among us and our subsidiaries (including jurisdiction of formation and percentage ownerships):



## Recent Developments

On May 10, 2021, we completed our graduation to the TSX and the Common Shares began trading on the TSX. In connection with our graduation to the TSX, the Common Shares were voluntarily delisted from the TSXV.

## USE OF PROCEEDS

The net proceeds to us from any offering of Securities and the proposed use of those proceeds will be set forth in the applicable Prospectus Supplement relating to that offering of Securities.

## DESCRIPTION OF SHARE CAPITAL

*The following description of our share capital summarizes certain provisions contained in our articles (the “Articles”). These summaries do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all of the provisions of our Articles.*

Our authorized share capital consists of an unlimited number of Common Shares and an unlimited number of Preferred Shares.

### Common Shares

Holders of Common Shares are entitled to receive notice of any meeting of our shareholders and may attend and vote at such meetings, except those meetings where only the holders of shares of another class or of a particular series are entitled to vote. Holders of Common Shares are entitled to one vote per Common Share on all matters upon which holders of Common Shares are entitled to vote.

Holders of Common Shares are also entitled to receive dividends out of our assets legally available for the payment of dividends at such times and in such amount and form as our board of directors (the “**Board**”) may from time to time determine, subject to any preferential rights of the holders of any outstanding Preferred Shares. Upon our liquidation, dissolution or winding-up, whether voluntary or involuntary, the holders of Common Shares, without preference or distinction, will be entitled to receive rateably all of our assets remaining after payment of all debts and other liabilities, subject to any preferential rights of the holders of any outstanding Preferred Shares. The Common Shares do not carry any pre-emptive, redemption, retraction, conversion or exchange rights, nor do they contain any cancellation, surrender, sinking or purchase fund provisions.

### ***Preferred Shares***

We are authorized to issue an unlimited number of Preferred Shares, issuable in series. Each series of Preferred Shares shall consist of such number of Preferred Shares having such identifying name and special rights or restrictions attaching thereto, including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions, as may be determined by our Board prior to the issuance thereof.

The Preferred Shares of each series will, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of Tantalus, or any other return of capital or distribution of our assets among its shareholders for the purpose of winding-up its affairs, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and over any other shares of Tantalus ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given such other preferences, not inconsistent with the Articles, over the Common Shares and any other shares of Tantalus ranking junior to such Preferred Shares. If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares will participate rateably in respect of accumulative dividends and return of capital.

If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares will participate rateably in respect of accumulative dividends and return of capital.

Unless the Board otherwise determines when designating a series, the holder of each share of a series of Preferred Shares will not, except as otherwise specifically provided in the *Business Corporations Act* (British Columbia), be entitled to receive notice of or vote at any meeting of the shareholders.

## **DESCRIPTION OF DEBT SECURITIES**

We may issue Debt Securities, separately or together, with Common Shares, Preferred Shares, Warrants, Subscription Receipts or Units or any combination thereof, as the case may be. The Debt Securities will be issued in one or more series under an indenture to be entered into between us and one or more trustees that will be named in a Prospectus Supplement for a series of Debt Securities. The description of certain provisions of the Indenture in this section do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the provisions of the Indenture. Terms used in this summary that are not otherwise defined herein have the meaning ascribed to them in the Indenture. The particular terms relating to Debt Securities offered by a Prospectus Supplement will be described in the related Prospectus Supplement. This description may include, but may not be limited to, any of the following, if applicable:

- the specific designation of the Debt Securities;
- the price or prices at which the Debt Securities will be issued;
- any limit on the aggregate principal amount of the Debt Securities;
- the date or dates, if any, on which the Debt Securities will mature and the portion (if less than all of the principal amount) of the Debt Securities to be payable upon declaration of acceleration of maturity;

- the rate or rates (whether fixed or variable) at which the Debt Securities will bear interest, if any, the date or dates from which any such interest will accrue and on which any such interest will be payable and the record dates for any interest payable on the Debt Securities that are in registered form;
- the terms and conditions under which we may be obligated to redeem, repay or purchase the Debt Securities pursuant to any sinking fund or analogous provisions or otherwise;
- the terms and conditions upon which we may redeem the Debt Securities, in whole or in part, at our option;
- the covenants and events of default applicable to the Debt Securities;
- the terms and conditions for any conversion or exchange of the Debt Securities for any other securities;
- whether the Debt Securities will be issuable in registered form or bearer form or both, and, if issuable in bearer form, the restrictions as to the offer, sale and delivery of the Debt Securities which are in bearer form and as to exchanges between registered form and bearer form;
- whether the Debt Securities will be issuable in the form of registered global securities, and, if so, the identity of the depository for such registered global securities;
- the authorized denominations in which registered Debt Securities and bearer Debt Securities will be issuable, as applicable;
- each office or agency where payments on the Debt Securities will be made and each office or agency where the Debt Securities may be presented for registration of transfer or exchange;
- the currency in which the Debt Securities are denominated or the currency in which we will make payments on the Debt Securities;
- any index, formula or other method used to determine the amount of payments of principal of (and premium, if any) or interest, if any, on the Debt Securities; and
- any other terms of the Debt Securities which apply solely to the Debt Securities.

Each series of Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

The terms on which a series of Debt Securities may be convertible into or exchangeable for Common Shares or other of our securities will be described in the applicable Prospectus Supplement. These terms may include provisions as to whether conversion or exchange is mandatory, at the option of the holder or at our option, and may include provisions pursuant to which the number of Common Shares or other securities to be received by the holders of such series of Debt Securities would be subject to adjustment.

To the extent any Debt Securities are convertible into Common Shares or other of our securities, prior to such conversion the holders of such Debt Securities will not have any of the rights of holders of the securities into which the Debt Securities are convertible, including the right to receive payments of dividends or the right to vote such underlying securities.

## **DESCRIPTION OF WARRANTS**

We may issue Warrants, separately or together, with Common Shares, Preferred Shares, Debt Securities, Subscription Receipts or Units or any combination thereof, as the case may be. The Warrants would be issued under a separate Warrant agreement or indenture. The specific terms and provisions that will apply to any Warrants that may be offered by us pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Warrants offered;
- the price or prices, if any, at which the Warrants will be issued;
- the currency at which the Warrants will be offered and in which the exercise price under the Warrants may be payable;
- upon exercise of the Warrant, the events or conditions under which the amount of Securities may be subject to adjustment;
- the date on which the right to exercise such Warrants shall commence and the date on which such right shall expire;
- if applicable, the identity of the Warrant agent;
- whether the Warrants will be listed on any securities exchange;
- whether the Warrants will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Warrants are to be issued in registered form, “book-entry only” form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Warrants and the Securities to be issued upon exercise of the Warrants;
- any other rights, privileges, restrictions and conditions attaching to the Warrants and the Securities to be issued upon exercise of the Warrants; and
- any other material terms or conditions of the Warrants and the Securities to be issued upon exercise of the Warrants.

The terms and provisions of any Warrants offered under a Prospectus Supplement may differ from the terms described above, and may not be subject to or contain any or all of the terms described above.

Prior to the exercise of any Warrants, holders of such Warrants will not have any of the rights of holders of the securities purchasable upon such exercise, including the right to receive payments of dividends or the right to vote such underlying securities.

#### **DESCRIPTION OF SUBSCRIPTION RECEIPTS**

We may issue Subscription Receipts, separately or together, with Common Shares, Preferred Shares, Debt Securities, Warrants or Units or any combination thereof, as the case may be. The Subscription Receipts would be issued under an agreement or indenture. The specific terms and provisions that will apply to any Subscription Receipts that may be offered by us pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Subscription Receipts offered;
- the price or prices, if any, at which the Subscription Receipts will be issued;
- the manner of determining the offering price(s);

- the currency at which the Subscription Receipts will be offered and whether the price is payable in installments;
- the Securities into which the Subscription Receipts may be exchanged;
- conditions to the exchange of Subscription Receipts into other Securities and the consequences of such conditions not being satisfied;
- the number of Securities that may be issued upon the exchange of each Subscription Receipt and the price per Security or the aggregate principal amount, denominations and terms of the series of Debt Securities that may be issued upon exchange of the Subscription Receipts, and the events or conditions under which the amount of Securities may be subject to adjustment;
- the dates or periods during which the Subscription Receipts may be exchanged;
- the circumstances, if any, which will cause the Subscription Receipts to be deemed to be automatically exchanged;
- provisions applicable to any escrow of the gross or net proceeds from the sale of the Subscription Receipts plus any interest or income earned thereon, and for the release of such proceeds from such escrow;
- if applicable, the identity of the Subscription Receipt agent;
- whether the Subscription Receipts will be listed on any securities exchange;
- whether the Subscription Receipts will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Subscription Receipts are to be issued in registered form, “book-entry only” form, noncertificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts;
- any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts; and
- any other material terms or conditions of the Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts.

The terms and provisions of any Subscription Receipts offered under a Prospectus Supplement may differ from the terms described above and may not be subject to or contain any or all of the terms described above.

Prior to the exchange of any Subscription Receipts, holders of such Subscription Receipts will not have any of the rights of holders of the securities for which the Subscription Receipts may be exchanged, including the right to receive payments of dividends (other than dividend equivalent payments, if any, or as otherwise set forth in any applicable Prospectus Supplement) or the right to vote such underlying securities.

#### **DESCRIPTION OF UNITS**

We may issue Units, separately or together, with Common Shares, Preferred Shares, Debt Securities, Warrants or Subscription Receipts or any combination thereof, as the case may be. Each Unit would be issued so that the holder

of the Unit is also the holder of each Security comprising the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each applicable Security. The specific terms and provisions that will apply to any Units that may be offered by us pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Units offered;
- the price or prices, if any, at which the Units will be issued;
- the manner of determining the offering price(s);
- the currency at which the Units will be offered;
- the Securities comprising the Units;
- whether the Units will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Units and the Securities comprising the Units are to be issued in registered form, “book-entry only” form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Units or the Securities comprising the Units;
- any other rights, privileges, restrictions and conditions attaching to the Units or the Securities comprising the Units; and
- any other material terms or conditions of the Units or the Securities comprising the Units, including whether and under what circumstances the Securities comprising the Units may be held or transferred separately.

The terms and provisions of any Units offered under a Prospectus Supplement may differ from the terms described above, and may not be subject to or contain any or all of the terms described above.

### **CONSOLIDATED CAPITALIZATION**

There have been no material changes in our consolidated share and loan capital since March 31, 2021, the date of our most recently filed interim condensed consolidated financial statements.

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on our share and loan capitalization that will result from the issuance of Securities pursuant to such Prospectus Supplement.

### **PRIOR SALES**

Information in respect of prior sales of the Common Shares or other securities distributed under this Prospectus and for securities that are convertible or exchangeable into the Common Shares or such other securities within the previous 12-month period will be provided, as required, in a prospectus supplement with respect to the issuance of the common shares or other securities pursuant to such prospectus supplement.

### **TRADING PRICE AND VOLUME**

The Common Shares are listed and posted for trading on the TSX under the symbol “GRID”. Trading price and volume of the Common Shares will be provided, as required, in each Prospectus Supplement.

## DIVIDENDS

We currently intend to retain any future earnings to fund the development and growth of our business and do not currently anticipate paying dividends on our Common Shares. Any determination to pay dividends in the future will be at the discretion of our Board and will depend on many factors, including, among others, our financial condition, current and anticipated cash requirements, contractual restrictions and financing agreement covenants, solvency tests imposed by applicable corporate law and other factors that our Board may deem relevant. During the three most recently completed financial years, no cash dividends or distributions have been declared with respect to the shares in the capital of Tantalus.

## EARNINGS COVERAGE RATIOS

The applicable Prospectus Supplement will provide, as required, the earnings coverage ratios with respect to the issuance of Securities pursuant to such Prospectus Supplement.

## PLAN OF DISTRIBUTION

We may offer and sell Securities directly to one or more purchasers, through agents, or through underwriters or dealers designated by us from time to time. We may distribute the Securities from time to time in one or more transactions at fixed prices (which may be changed from time to time), at market prices prevailing at the times of sale, at varying prices determined at the time of sale, at prices related to prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be “at-the-market distributions” as defined in National Instrument 44-102—*Shelf Distributions*, including sales made directly on the TSX or other existing trading markets for the Securities. A description of such pricing will be disclosed in the applicable Prospectus Supplement. In the event we establish an “at-the-market distribution” in the future, we will apply for the applicable exemptive relief. We may offer Securities in the same offering, or we may offer Securities in separate offerings.

A Prospectus Supplement will describe the terms of each specific offering of Securities, including (i) the terms of the Securities to which the Prospectus Supplement relates, including the type of Security being offered; (ii) the name or names of any agents, underwriters or dealers involved in such offering of Securities; (iii) the purchase price of the Securities offered thereby and the proceeds to us from the sale of such Securities; (iv) any agents’ commission, underwriting discounts and other items constituting compensation payable to agents, underwriters or dealers; and (v) any discounts or concessions allowed or re-allowed or paid to agents, underwriters or dealers.

If underwriters are used in an offering, the Securities offered thereby will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The obligations of the underwriters to purchase Securities will be subject to the conditions precedent agreed upon by the parties and the underwriters will be obligated to purchase all Securities under that offering if any are purchased. Any public offering price and any discounts or concessions allowed or re-allowed or paid to agents, underwriters or dealers may be changed from time to time.

The Securities may also be sold: (i) directly by us at such prices and upon such terms as agreed to; or (ii) through agents designated by us from time to time. Any agent involved in the offering and sale of the Securities in respect of which this Prospectus is delivered will be named, and any commissions payable by us to such agent will be set forth, in the Prospectus Supplement. Unless otherwise indicated in the Prospectus Supplement, any agent is acting on a “best efforts” basis for the period of its appointment.

We may agree to pay the underwriters a commission for various services relating to the issue and sale of any Securities offered under any Prospectus Supplement. Agents, underwriters or dealers who participate in the distribution of the Securities may be entitled under agreements to be entered into with us to indemnification by us against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof.

We may authorize agents or underwriters to solicit offers by eligible institutions to purchase Securities from us at the public offering price set forth in the applicable Prospectus Supplement under delayed delivery contracts

providing for payment and delivery on a specified date in the future. The conditions to these contracts and the commissions payable for solicitation of these contracts will be set forth in the applicable Prospectus Supplement.

Each class or series of Preferred Shares, Debt Securities, Subscription Receipts, Warrants and Units will be a new issue of Securities with no established trading market. **Unless otherwise specified in the applicable Prospectus Supplement, the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units will not be listed on any securities or stock exchange. Unless otherwise specified in the applicable Prospectus Supplement, there is no market through which the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units may be sold and purchasers may not be able to resell Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation.** Subject to applicable laws, certain dealers may make a market in the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units, as applicable, but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that any dealer will make a market in the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units or as to the liquidity of the trading market, if any, for the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units.

In connection with any offering of Securities other than an “at-the-market distribution”, unless otherwise specified in a Prospectus Supplement, underwriters or agents may over-allot or effect transactions which stabilize, maintain or otherwise affect the market price of Securities offered at levels other than those which might otherwise prevail on the open market. Such transactions may be commenced, interrupted or discontinued at any time. No underwriter or dealer involved in an “at-the-market distribution” under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such underwriter or dealer will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

## TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax consequences to an investor acquiring any Securities offered thereunder. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities.

## RISK FACTORS

Before making an investment decision, prospective purchasers of Securities should carefully consider the information described in this Prospectus and the documents incorporated by reference herein, including any applicable Prospectus Supplement. Additional risk factors relating to a specific offering of Securities may be described in the applicable Prospectus Supplement. Some of the risk factors described herein and in the documents incorporated by reference herein, including the applicable Prospectus Supplement, are interrelated and, consequently, investors should treat such risk factors as a whole. If any event arising from these risks occurs, our business, prospects, financial condition, results of operations and cash flows, and the prospective investor’s investment in the Securities could be materially adversely affected. Additional risks and uncertainties of which we are currently unaware or that are unknown or that we currently deem to be immaterial could have a material adverse effect on our business, financial condition and results of operations. We cannot assure that it will successfully address any or all of these risks.

For additional information in respect of the risks affecting our business, see “Risk Factors” in the AIF, which is available under our profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## LEGAL MATTERS

Unless otherwise specified in the Prospectus Supplement relating to the Securities, certain legal matters will be passed upon on our behalf by Osler, Hoskin & Harcourt LLP.

## **AUDITORS, REGISTRAR AND TRANSFER AGENT**

Our auditors are KPMG LLP of 777 Dunsmuir Street, Vancouver, British Columbia, V7Y 1K3. Baker Tilly WM LLP of 900-400 Burrard Street, Vancouver, British Columbia, V6C 3B7 were previously our auditors prior to the closing of the Qualifying Transaction. KPMG LLP replaced Baker Tilly WM LLP in connection with the closing of the Qualifying Transaction. Baker Tilly WM LLP has prepared the audit report attached to our financial statements (under our former name, RiseTech Capital Corp.) for the years ended December 31, 2020 and 2019 and for the year ended December 31, 2019 and for the period from incorporation on February 26, 2018 to December 31, 2018. KPMG LLP has prepared the audit report attached to the Predecessor Company audited consolidated financial statements for the years ended December 31, 2020 and 2019, and the audit report attached to the Predecessor Company audited consolidated financial statements for the years ended December 31, 2019, 2018 and 2017. Baker Tilly WM LLP was independent from us within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia. KPMG LLP is independent from us within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The transfer agent and registrar for our Common Shares is TSX Trust Company at its principal office at 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1.

## **PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto. In several of the provinces, securities legislation further provides the purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto contain a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

In addition, original purchasers of convertible, exchangeable or exercisable Securities (unless the Securities are reasonably regarded by the Company as incidental to the applicable offering as a whole) will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of the convertible, exchangeable or exercisable Security. The contractual right of rescission will be further described in any applicable Prospectus Supplement, but will, in general, entitle such original purchasers to receive the amount paid for the applicable convertible, exchangeable or exercisable Security (and any additional amount paid upon conversion, exchange or exercise) upon surrender of the underlying securities acquired thereby in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable Security under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia), and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

In an offering of convertible, exchangeable or exercisable Preferred Shares, Subscription Receipts, Warrants or convertible, exchangeable or exercisable Debt Securities (or Units comprised partly thereof), investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial and territorial securities legislation, to the price at which convertible, exchangeable or exercisable Securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon the conversion, exchange or exercise of the Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces or territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal advisor.

## ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Peter Londa and Francis Harvey, each a director of the Company, reside outside of Canada and have appointed the Company at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada as agent for service of process in Canada. Purchasers are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the person has appointed an agent for service of process.

## USE OF PROCEEDS FROM PRIVATE PLACEMENT

On January 29, 2021, the Predecessor Company completed a private placement and issued 4,418,210 Common Shares for aggregate gross proceeds of \$7,778,539 (including proceeds from an over-allotment option). The following table shows the total proceeds with estimated use of actual proceeds, compared with the actual use of proceeds as at March 31, 2021 and estimated future use of proceeds:

(in US\$)	Estimated Use of Actual Proceeds	Actual Use of Proceeds	Estimated Future Use of Proceeds	Variance
Expansion of product offerings through research and development	\$ 500,000	\$ 56,000	\$ 444,000	\$ (444,000)
Development of strategic partnerships and / or strategic acquisitions	500,000	60,000	440,000	(440,000)
General working capital and corporate	3,478,152	351,046	3,127,106	(3,127,106)
Remaining as at March 31, 2021	-	4,011,106	n/a	4,011,106
Total net proceeds	4,478,152	4,478,152	4,011,106	-
Reverse acquisition of RiseTech expenses (1)	1,154,054	1,154,054		
Share issuance costs	2,146,333	2,146,333		
Gross Proceeds	\$ 7,778,539	\$ 7,778,539		

(1) - Excludes non-cash listing fee arising from excess purchase price over net RiseTech assets assumed.

## CERTIFICATE OF THE COMPANY

Dated: June 28, 2021

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces of Canada, except Québec.

(Signed) "*Peter Londa*"  
President and Chief Executive Officer

(Signed) "*George Reznik*"  
Chief Financial Officer

### On Behalf of the Board of Directors:

(Signed) "*Laura Formusa*"  
Director

(Signed) "*John McEwen*"  
Director