

AMENDED AND RESTATED OFFERING DOCUMENT

(Amending and Restating the Offering Document dated June 10, 2024)

UNDER THE LISTED ISSUER FINANCING EXEMPTION

July 8, 2024



TRIBE PROPERTY TECHNOLOGIES INC.
(the "Company")

SUMMARY OF OFFERING

What are we offering?

<p>Offering:</p>	<p>A non-brokered private placement (the "Offering") of units (each, a "Unit"). Each Unit consisted of one common share of the Company ("Common Share") and one-half of one Common Share purchase warrant of the Company (each whole Common Share purchase warrant, a "Warrant"). Each Warrant entitles the holder thereof to acquire one Common Share (each, a "Warrant Share") at an exercise price of \$0.82 per Warrant Share for a period of five (5) years following the Closing Date (as defined below).</p> <p>All the issued Common Shares rank equally as to voting rights, participation, and distribution of the Company's assets on liquidation, dissolution or winding-up and the entitlement to dividends. Holders of Common Shares are entitled to receive notice of, attend and vote at all meetings of shareholders of the Company. Each Common Share carries one vote at such meetings. Holders of Common Shares are entitled to dividends if declared by the board of directors of the Company and, upon liquidation, to receive such portion of the assets of the Company as may be distributable to such holders. There are currently no other series or class of shares which rank senior, in priority to, or pari passu with the Common Shares. Common Shares do not carry any pre-emptive, subscription, redemption, or conversion rights, nor do they contain any sinking or purchase fund provisions.</p> <p>The terms and conditions which govern the Warrants are referred to on the certificates representing the Warrants and, among other things, include provisions for the appropriate adjustment in the class, number and price of the Warrant Shares issuable upon exercise of the Warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Common Shares, the payment of stock dividends and the amalgamation, arrangement or reorganization of the Company. The issue of the Warrants does not restrict or prevent the Company from obtaining any other financing, or from issuing additional securities or rights, during the period within which the Warrants may be exercised.</p>
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Offering Price:	\$0.52 per Unit.
Offering Amount:	Up to 4,807,693 Units for gross proceeds of approximately \$2,500,000.
Closing Date:	The closing of the Offering occurred on June 21, 2024 (“ Closing Date ”).
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the “ TSXV ”) under the symbol “TRBE”.
Last Closing Price:	On July 5 2024, the last trading day prior to the date of this amended and restated offering document, the closing price of the Common Shares on the TSXV was \$0.49.

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

The Company conducted a listed issuer financing under section 5A.2 of National Instrument 45-106 — *Prospectus Exemptions*. In connection with the Offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed;**
- **The total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this amended and restated offering document, will not exceed \$5,000,000;**
- **The Company will not close the Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and**
- **The Company will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This amended and restated offering document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “anticipates”, “believes”, “estimates”, “expects” and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might”, or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this amended and restated offering document speak only

as of the date of this amended and restated offering document or as of the date specified in such statement. Specifically, this amended and restated offering document includes, but is not limited to, forward-looking statements regarding: the Company's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering, the completion of the Offering, if it is to be completed at all; the expected Closing Date; and completion of the Company's business objectives, and the timing, costs and benefits thereof.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the ability of the Company to predict or control. These risks, uncertainties and other factors include, but are not limited to, risks that the Offering may not be completed as contemplated, or at all; risks that the proceeds of the Offering may not be used as contemplated; risks that the available funds following completion of the Offering will not be used as contemplated; risks related to regulatory approval of the Offering and legislative and/or regulatory changes; fluctuations in the currency markets; changes in interest rates; disruption to the credit markets and delays in obtaining financing; inflationary pressures; risks arising from holding derivative instruments (such as credit risk, market liquidity risk and mark-to-market risk); changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada, or other countries in which we may carry on business; international conflicts; integration of acquired businesses; business opportunities that may be presented to, or pursued by us; our ability to successfully integrate acquisitions; operating or technical difficulties in connection with business activities; the possibility of cost overruns or unanticipated expenses; employee relations; the risks of obtaining and renewing necessary licenses and permits; adverse changes in our credit rating; risks related to third parties passing off or otherwise leveraging our branding and/or messaging; risks related to intellectual property protection including cybersecurity risks and ransomware risks; and the occurrence of natural disasters, hostilities, acts of war or terrorism. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Readers are advised to study and consider risk factors disclosed herein.

Forward-looking statements contained herein are based on a number of assumptions about the following: that the Company will be able to raise additional capital as necessary; 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 product 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; and the absence of material adverse changes in our business, our industry or the global economy

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

CURRENCY

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this amended and restated offering document refer to Canadian dollars, which is the Company's functional currency.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Our principal business activity is offering an integrated technology-enabled property management service model to meet the needs of developers, condominium and residential communities, and owners and residents. The services provided by our technology platform are focused on improving the living experience of the residents within each community, with a key focus on communication, information, education, and protection. Through our technology platform, we provide on-demand access to important records and documents, simple communication tools, online payment options, bookable amenities, and a ticketing system for residents to notify their developer or management of issues, warranty concerns and deficiencies.

Recent Developments

On February 1, 2024, the Company announced the appointment of Angelo Bartolini as President of the Company.

On May 24, 2024, Tribe Management Inc. (the “**TMI**”), a wholly owned subsidiary of the Company, entered into a share purchase agreement (the “**Share Purchase Agreement**”) among TMI and DMSI Investment Corporation (“**TridelCo**”), Julie Leblanc, Paul Smith, The Paul Smith Family Trust 2016 and Robert Watt Family Trust 2016 (collectively, the “**Vendors**”).

The Vendors, other than TridelCo, collectively owned all of the issued and outstanding shares of Whitesmith Holdings Ltd. and Robert A. Watt Holdings Ltd. (together, the “**Corporations**”), and TridelCo and the Corporations own all of the issued and outstanding shares of DMSI Holdings Ltd. (“**DMSI**”).

DMSI provides residential and commercial property management services through its wholly owned subsidiaries Del Management Solutions Inc., DMS Property Management Ltd. and DELCOM Management Services Inc. (collectively, the “**Subsidiaries**”). Under the Share Purchase Agreement, TMI agreed to acquire from the applicable Vendors all of the issued and outstanding shares in the capital of the Corporations and all of the issued and outstanding shares of DMSI owned by TridelCo in consideration for an aggregate purchase price (the “**Purchase Price**”) of \$13,000,000 (the “**DMSI Acquisition**”), which was satisfied by paying to the Vendors: (i) \$10,000,000 in cash, subject to a working capital adjustment; and (ii) vendor financing of \$3,000,000 evidenced by a secured promissory note.

On June 4, 2024, in connection with the DMSI Acquisition, the Company closed a private placement of 7,048,921 units (each, a “**June 2024 Unit**”) for aggregate gross proceeds of \$3,665,439.40, with each June 2024 Unit consisting of one Common Share and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a “**June 2024 Warrant**”), and each June 2024 Warrant entitles the holder thereof to acquire one additional Common Share at a price of \$0.82 per additional Common Share until June 3, 2029 (the “**June 2024 Offering**”). The net proceeds of the June 2024 Offering were used to partially fund the Purchase Price of the Acquisition and to fund transaction costs related to the DMSI Acquisition.

On June 4, 2024, the Company closed the DMSI Acquisition.

On June 21, 2024, the Company closed the Offering. The Company has filed this amended and restated offering document to update and clarify the Company’s use of available funds.

Material facts

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

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

The Company intends to use the net proceeds of this Offering to repay outstanding indebtedness in the amount of \$500,000 (the “**Indebtedness**”), advance and improve the Tribe Home digital platform and for general working capital purposes. There are no significant events that must occur in order for the Company to achieve any objectives, nor is there a specific period in which any event is expected to occur.

USE OF AVAILABLE FUNDS

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

During the period from January 1, 2024 to present, the Company has funded its operating activities through its cash on hand and a non-revolving term loan. As such, the Company’s working capital position has declined since the Company’s audited financial statements for the years ended December 31, 2023 and 2022.

		Assuming 100% of Offering
A	Amount raised by the Offering:	\$2,500,000
B	Selling commissions and fees:	\$68,669.51
C	Estimated Offering costs: (e.g., legal, accounting, audit)	\$100,000
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D	Estimated Net proceeds of Offering: (D = A-- (B + C))	\$2,331,330.49
E	Working capital as at most recent month end ⁽¹⁾ :	\$398,645
F	Additional sources of funding:	Nil
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G	Total available funds: (G = D + E + F)	\$2,729,975.49

Notes:

- (1) Working capital calculation is as of the date of this amended and restated offering document and excludes non-operating vendor-take back loans funded through a non-revolving term loan.

How will we use the available funds?

Intended Use of Available Funds in Order of Priority	Assuming 100% of Offering
Advance and Improve Tribe Home Digital Platform	\$1,000,000
Retire Indebtedness ⁽¹⁾	\$500,000
General Working Capital	1,229,975.49
Total:	\$2,729,975.49

Notes:

- (1) The Indebtedness was incurred as a vendor-take back loan in connection with the Company's acquisition of Gateway Property Management Corp. The creditor of the Indebtedness is Scott Ullrich, the Executive Vice-President of the Company. Upon repaying the Indebtedness, the Company will owe Mr. Ullrich \$1,500,000.

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives. The Company has had negative cash flow from operating activities and reported an income (loss) for the three months ended of March 31, 2024. The Company anticipates that negative operating cash flows may continue, and to the extent that the Company has negative cash flows from operating activities in the future periods, the net proceeds from the Offering may be used to fund such negative cash flow from operating activities in future periods.

The Company's most recent audited financial statements included a going concern note. Management is aware, in making its going concern assessment, of recurring losses, on-going negative cash flow and an ongoing dependence on financing activities that may cast significant doubt on the Company's ability to continue as a going concern. There can be no assurance that the Company's business and strategy will enable it to become profitable or sustain profitability in future periods. The Offering is intended to permit the Company to continue its operations and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

Date of Financing and Funds Raised	Use of Proceeds for the funds raised in the pas 12 months	Explanation of Variances	Impact of Variances on the Company's ability to achieve its business objectives
June 4, 2024 – June 2024 Offering	The net proceeds of the June 2024 Offering were used to partially fund the Purchase Price of the DMSI Acquisition and related transaction costs. ⁽¹⁾	No variances.	Not applicable.

Notes:

- (1) The June 2024 Offering was over-subscribed and the Company will use the over-subscribed amount of the June 2024 Offering to fund working capital.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

The Company has not engaged any dealers or finders in connection with the Offering.

The Company paid cash finders' fees equal to 7% of the gross proceeds raised from the sale of Units to investors directly introduced to the Company by eligible finders, totaling \$68,669.51. In addition, the Company issued Common Share purchase warrants equal to 7% of the number of Units issued to investors directly introduced to the Company by eligible finders, totaling 132,057 Common Share purchase warrants, with each Common Share purchase warrant exercisable into one Common Share at a price of \$0.82 per Common Share for a period of 60 months.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this amended and restated offering document, you have a right:

- (a) to rescind your purchase of the Units with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the Units.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

The rights provided for under the listed issuer financing exemption are for the benefit of all Purchasers.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile at www.sedarplus.ca.

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

For further information regarding the Company, visit our website at www.tribetech.com.

APPENDIX "A"
ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS
AND WARRANTIES OF THE PURCHASER

Each purchaser of the Units (a "**Purchaser**") makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the closing date:

- (a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- (b) the subscription for the Units by the Purchaser does not contravene any of the applicable securities legislation in the jurisdiction in which the Purchaser resides and does not give rise to any obligation of the Company to: (i) prepare and file a prospectus or similar document or to register the Units (or underlying securities) or to be registered with or to file any report or notice with any governmental or regulatory authority; or (ii) be subject to any ongoing disclosure requirements under the securities legislation of such jurisdiction;
- (c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this amended and restated offering document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re-sell or re-purchase the Units or refund any of the purchase price of the Units, and no person has given any undertaking to the Purchaser relating to the future value or price of the Units;
- (d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent legal and tax advice as it considers appropriate in connection with the performance of this amended and restated offering document and the transactions contemplated under this amended and restated offering document, and that the Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- (e) the Purchaser acknowledges that:
 - (i) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
 - (ii) there is no government or other insurance covering the Offering;
 - (iii) there are risks associated with the purchase of the Offering;
- (f) the Company is relying on an exemption from the requirement to provide the Purchaser with a prospectus under applicable securities laws and, as a consequence of acquiring the Units pursuant to this exemption, the Purchaser may not receive information that would otherwise be required to be given under applicable securities laws;
- (g) the Purchaser either (A) is not an "insider" of the Company or a "registrant" (each as defined under applicable securities laws of British Columbia) or (B) has identified itself to the Company as either an "insider" or a "registrant" (each as defined under applicable securities laws of British Columbia);

- (h) if the Purchaser is:
 - (i) a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Units pursuant to the terms set out in this amended and restated offering document;
 - (ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Units pursuant to the terms set out in this amended and restated offering document and has obtained all necessary approvals in respect thereof; or
 - (iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Units pursuant to the terms set out in this amended and restated offering document;
- (i) the subscription for the Units and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- (j) the Purchaser is not purchasing the Units with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser to acquire Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the offering document;
- (k) the Purchaser is aware that the Units and the Common Shares issuable upon exercise of the Warrants (the "**Warrant Shares**") have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and that the Units and the Warrant Shares may not be offered, sold or transferred in the United States or to, or for the benefit or account of, any person in the United States or any U.S. Person unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available and upon delivery of an opinion of counsel of recognized standing reasonably satisfactory to the Company to such effect and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Units or the Warrant Shares;
- (l) the Purchaser:
 - (i) is not in the United States and is not a U.S. Person;
 - (ii) was outside of the United States at the time the buy order for the Units was originated;
 - (iii) is not subscribing for the Units for the account or benefit of a U.S. Person or a person in the United States;
 - (iv) is not subscribing for the Units for resale in the United States;
 - (v) did not receive the offer to purchase the Units as a result of any "directed selling efforts" (as such term is defined in Regulation S);

- (vi) was not offered the Units in the United States;
- (vii) the current structure of this transaction and all transactions and activities contemplated hereunder is not a scheme to avoid the registration requirements of the U.S. Securities Act or any other applicable U.S. securities laws;
- (m) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company hereunder, as applicable, will not represent proceeds of crime for the purposes of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada)* (the “**PCMLTFA**”) or for the purposes of the *United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act*, as may be amended from time to time (the “**PATRIOT Act**”) and the Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser’s name and other information relating to the Purchaser’s subscription of the Units, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Purchaser (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;
- (n) neither the Company, nor any of its directors, employees, officers, affiliates or agents, has made any written or oral representations to the Purchaser: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the purchase price of the Units acquired by the Purchaser; or (iii) as to the future price or value of the Units;
- (o) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Units as may be required by any securities commission, stock exchange or other regulatory authority;
- (p) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Units pursuant to the terms set out in this amended and restated offering document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Units and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser’s subscription;
- (q) the Purchaser is purchasing the Units for investment purposes only and not with a view to resale or distribution; and
- (r) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering.

Defined Terms

“U.S. Person” means a “U.S. person” as such term is defined in Rule 902(k) of Regulation S.

“U.S. Securities Act” means the United States Securities Act of 1933, as amended.

“United States” means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia.

APPENDIX "B"

INDIRECT COLLECTION OF PERSONAL INFORMATION

By purchasing the Units, the Purchaser acknowledges that the Company and its agents and advisers may each collect, use and disclose the Purchaser's name and other specified personally identifiable information (including his, her or its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Units that it has purchased) (the "Information"), for purposes of (i) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation, and (ii) issuing ownership statements issued under a direct registration system or other electronic book-entry system, or certificates that may be issued, as applicable, representing the Units to be issued to the Purchaser. The Information may also be disclosed by the Company to: (i) stock exchanges, (ii) revenue or taxing authorities and (iii) any of the other parties involved in the Offering, including legal counsel, and may be included in record books in connection with the Offering. The Purchaser is deemed to be consenting to the disclosure of the Information.

By purchasing the Units the Purchaser acknowledges (A) that Information concerning the Purchaser will be disclosed to the relevant Canadian securities regulatory authorities and may become available to the public in accordance with the requirements of applicable securities and freedom of information laws and the Purchaser consents to the disclosure of the Information; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Units, the Purchaser shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

The Purchaser may contact the following public official in the applicable province with respect to questions about the commission's indirect collection of such Information at the following address, telephone number and email address (if any):

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4
Telephone: 403-297-6454
Toll free in Canada: 1-877-355-0585
Facsimile: 403-297-2082
Public official contact regarding indirect collection of information: FOIP Coordinator

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Inquiries: 604-899-6854
Toll free in Canada: 1-800-373-6393
Facsimile: 604-899-6581
Email: FOI-privacy@bcsc.bc.ca
Public official contact regarding indirect collection of information: FOI Inquiries

The Manitoba Securities Commission
500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: 204-945-2561
Toll free in Manitoba: 1-800-655-5244
Facsimile: 204-945-0330
Public official contact regarding indirect collection of information: Director

**Officer and Privacy Officer
Government of Newfoundland and
Labrador
Financial Services Regulation
Division**
P.O. Box 8700
Confederation Building
2nd Floor, West Block
Prince Philip Drive
St. John's, Newfoundland and Labrador
A1B 4J6
Attention: Director of Securities
Telephone: 709-729-4189
Facsimile: 709-729-6187
Public official contact regarding indirect collection of information: Superintendent of Securities

Nova Scotia Securities Commission
Suite 400, 5251 Duke Street
Duke Tower
P.O. Box 458
Halifax, Nova Scotia B3J 2P8
Telephone: 902-424-7768
Facsimile: 902-424-4625
Public official contact regarding indirect collection of information: Executive Director

Ontario Securities Commission
20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8

**Prince Edward Island Securities
Office**
95 Rochford Street, 4th Floor Shaw
Building
P.O. Box 2000
Charlottetown, Prince Edward Island
C1A 7N8
Telephone: 902-368-4569
Facsimile: 902-368-5283
Public official contact regarding indirect collection of information: Superintendent of Securities

**Financial and Consumer Affairs
Authority of Saskatchewan**
Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: 306-787-5842
Facsimile: 306-787-5899
Public official contact regarding indirect collection of information: Director

**Financial and Consumer Services
Commission (New Brunswick)**

85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: 506-658-3060
Toll free in Canada: 1-866-933-2222
Facsimile: 506-658-3059 Public official
contact regarding indirect collection of
information: Chief Executive
Email: info@fcb.ca

Telephone: 416-593-8314
Toll free in Canada: 1-877-785-1555
Facsimile: 416-593-8122
Email:
exemptmarketfilings@osc.gov.on.ca
Public official contact regarding indirect
collection of information: Inquiries Officer

CERTIFICATE

Dated: July 8, 2024

This amended and restated offering document, together with any document filed under Canadian securities legislation on or after July 8, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

TRIBE PROPERTY TECHNOLOGIES INC.

By: “Joseph Nakhla”

Name: Joseph Nakhla

Title: Chief Executive Officer

By: “Angelo Bartolini”

Name: Angelo Bartolini

Title: Chief Financial Officer