

# FORM 72-503F REPORT OF DISTRIBUTIONS OUTSIDE CANADA

## 1. Full name, address and telephone number of the Issuer.

|                                                       |                      |                      |                   |
|-------------------------------------------------------|----------------------|----------------------|-------------------|
| a) Full name of issuer                                |                      |                      |                   |
| KWESST Micro Systems Inc. / KWESST Micro Systems Inc. |                      |                      |                   |
| b) Head office address                                |                      |                      |                   |
| Street address                                        | 2900-550 Burrard St. | Province/State       | British Columbia  |
| Municipality                                          | Vancouver            | Postal code/Zip code | V6C 0A3           |
| Country                                               | Canada               | Telephone number     | +1 (604) 562-6172 |
| c) Full legal name(s) of co-issuer(s) (if applicable) |                      |                      |                   |
|                                                       |                      |                      |                   |

## 2. Type of security, the aggregate number or amount distributed and the aggregate purchase price.

| Types of security distributed                                                                                                                                                                                                                                                                                                                               |                              |                              |                      |                          |                  |                                      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------|----------------------|--------------------------|------------------|--------------------------------------|
| <p><i>Provide the following information for all distributions of securities relying on an exemption from section 2.3 or 2.4 of the Rule on a per security basis. Refer to the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.</i></p> |                              |                              |                      |                          |                  |                                      |
| Convertible / exchangeable security code                                                                                                                                                                                                                                                                                                                    | CUSIP number (if applicable) | Description of security      | Number of securities | Canadian \$              |                  |                                      |
|                                                                                                                                                                                                                                                                                                                                                             |                              |                              |                      | Single or lowest price   | Highest price    | Total amount                         |
| UBS                                                                                                                                                                                                                                                                                                                                                         |                              |                              | 1,542,194.0000       | \$2.9800                 | \$2.9800         | \$4,595,738.1200                     |
| UBS                                                                                                                                                                                                                                                                                                                                                         |                              |                              | 930,548.0000         | \$2.9790                 | \$2.9790         | \$2,772,102.4900                     |
| Details of rights and convertible/exchangeable securities                                                                                                                                                                                                                                                                                                   |                              |                              |                      |                          |                  |                                      |
| <p><i>If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.</i></p>                                                        |                              |                              |                      |                          |                  |                                      |
| Security code                                                                                                                                                                                                                                                                                                                                               | Underlying security code     | Exercise price (Canadian \$) |                      | Expiry date (YYYY-MM-DD) | Conversion ratio | Describe other terms (if applicable) |
|                                                                                                                                                                                                                                                                                                                                                             |                              | Lowest                       | Highest              |                          |                  |                                      |
| WNT                                                                                                                                                                                                                                                                                                                                                         | CMS                          | \$3.5000                     | \$3.5000             | 2028-07-21               | 1:1              |                                      |

## 3. Date of distribution(s).

|                   |
|-------------------|
| Distribution date |
|                   |

*State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.*

Start date 

|      |    |    |
|------|----|----|
| 2023 | 07 | 21 |
| YYYY | MM | DD |

End date 

|      |    |    |
|------|----|----|
| 2023 | 07 | 21 |
| YYYY | MM | DD |

**4. State the name and address of any person acting as dealer or underwriter (including an underwriter that is acting as agent) in connection with the distribution(s) of the securities.**

| Dealer or underwriter information |                                                          |                      |                                             |
|-----------------------------------|----------------------------------------------------------|----------------------|---------------------------------------------|
| Full legal name                   | <input type="text" value="ThinkEquity LLC"/>             |                      |                                             |
| Street address                    | <input type="text" value="17 State Street, 41st Floor"/> |                      |                                             |
| Municipality                      | <input type="text" value="New York"/>                    | Province/State       | <input type="text" value="New York"/>       |
| Country                           | <input type="text" value="United States of America"/>    | Postal code/Zip code | <input type="text" value="10004"/>          |
| Telephone number                  | <input type="text" value="1 (646) 968-9355"/>            | Website              | <input type="text"/> <i>(if applicable)</i> |

## 5. Certification

### Certification

*Provide the following certification and business contact information of an officer, director or agent of the issuer. If the issuer is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.*

*The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer to prepare and certify the report on behalf of the issuer. If the report is being certified by an agent on behalf of the issuer, provide the applicable information for the agent in the boxes below.*

*The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.*

*Securities legislation requires an issuer that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.*

*By completing the information below, I certify, on behalf of the issuer/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.*

Name of Issuer/ investment  
fund manager/agent

KWESST Micro Systems Inc.

Full legal name

HOMUTH Sean

Family name

First given name

Secondary given names

Title

CFO

Telephone number

1 (613) 863-1255

Email address

homuth@kwesst.com

Signature

(signed) Sean Homuth

Date

2023 07 31

YYYY

MM

DD