

## TERM SHEET

### NSX SILVER INC.

#### PRIVATE PLACEMENT OF SUBSCRIPTION RECEIPTS

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- Issuer:** NSX Silver Inc. (“**NSX**”), a company listed on the NEX Board (“**NEX**”) of the TSX Venture Exchange (“**TSXV**”), to become ViveRE Communities Inc. (“**ViveRE**”) following the Transaction (defined below), and the entity formed will be the resulting issuer (the “**Company**”).
- Offering:** Subscription receipts (the “**Subscription Receipts**”) to be issued pursuant to private placement exemptions which shall be deemed to be exercised, without payment of any additional consideration and without further action on the part of each subscriber, for one unit of the Company (a “**Unit**”) upon satisfaction of the Escrow Release Conditions (defined below), no Subscription Receipts may be exercised by the holder thereof.
- Each Unit shall consist of one common share of the Company (a “**Common Share**”) and one-half of one common share purchase warrant. Each full warrant (a “**Warrant**”) shall entitle the holder thereof to acquire one common share of the Company for a period of 24 months from the date of issuance thereof at a price of \$0.25 per common share.
- Size:** Minimum aggregate gross proceeds of \$2,700,000.
- Issue Price:** \$0.15 per Subscription Receipt.
- Use of Proceeds:** The Company will use the net proceeds of the Offering to acquire all of the real property located at 41 Noel Avenue, Saint John, New Brunswick ( “**41 Noel Avenue**”), to post a securable deposit to reduce the mortgage level of 41 Noel Avenue and general corporate and working capital purposes.
- Transaction:** The Subscription Receipts are being issued in connection with the proposed acquisition by the Company of 100% of the real property located at 41 Noel Avenue (the “**Transaction**”) pursuant to the terms and conditions of the Agreement of Purchase and Sale between the Company and Village View Limited Partnership No. 1 dated 17 August 2017 (the “**SPA**”).
- Escrow:** 100% of the proceeds of the Offering (the “**Escrowed Funds**”), shall be deposited in escrow on the Closing Date. The Escrowed Funds

(less amounts payable by the Company to the Agents) shall be released from escrow by the Escrow Agent to the Company upon the completion or irrevocable waiver or satisfaction of all conditions precedent to the Transaction as outlined in the LOI and the TSXV Listing (together, the “**Escrow Release Conditions**”).

In the event that the Escrow Release Conditions are not satisfied or incapable of being satisfied on or before the date which is three months following the Closing Date, the proceeds under the Offering, with accrued interest earned thereon (less any applicable withholding taxes), will be returned to the subscribers and the Subscription Receipts will be cancelled.

- Distribution:** The Subscription Receipts will be offered for sale by way of private placement exemptions in the provinces of Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador (the “**Jurisdictions**”) and such other jurisdictions within and outside of Canada as are agreed to by the Company and the Agent.
- Restricted Period:** The Units underlying the Subscription Receipts issued pursuant to the Offering will not be subject to any statutory hold or restricted period which extends beyond 4 months and one day after the Closing Date.
- TSXV Listing:** The Company shall use its commercially-reasonable best efforts to list the common shares (and the common shares underlying the warrants) resulting from the exchange of the Subscription Receipts on the TSXV, which listing shall be an Escrow Release Condition.
- Type of Offering:** Commercially reasonable efforts private placement to be sold to one or more subscribers.
- Agents:** Echelon Wealth Partners Inc.  
Industrial Alliance Securities Inc.
- Closing Date:** On or before December 14, 2017, or such other date as the Company and the Agents agree.