

*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 only by persons permitted to sell these securities in those jurisdictions.*

*The securities offered under this short form prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold within the United States of America, its territories and possessions, any state of the United States of America or the District of Columbia (collectively, the "United States") unless exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws are available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within 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 the secretary of Patriot One Technologies Inc. at 750-1095 West Pender Street, Vancouver, BC, V6E 2M6, (888) 728-1832, and are also available electronically at [www.sedar.com](http://www.sedar.com).*

## SHORT FORM PROSPECTUS

NEW ISSUE

November 14, 2018

### **PATRIOT ONE TECHNOLOGIES INC.**

**\$40,000,000**

**16,000,000 Units**

**Consisting of 16,000,000 Common Shares and 16,000,000 Warrants**

**Price: \$2.50 per Unit**

**1,120,000 Underwriter Warrants**

This short form prospectus (this "**Prospectus**") qualifies the distribution of 16,000,000 units (the "**Units**") of *Patriot One Technologies Inc.* (the "**Company**" or "**Patriot**"), each consisting of one Common Share (as defined herein) (a "**Unit Share**") and one common share purchase warrant of the Company (a "**Warrant**") issued pursuant to a bought deal (the "**Offering**") that is expected to close on or about November 20, 2018 (the "**Closing Date**"). Each Warrant will entitle the holder thereof to purchase one additional Common Share (a "**Warrant Share**") at a price of \$3.25 per share on or before 5:00 p.m. (Vancouver time) on the date that is twenty-four (24) months from the Closing Date (the "**Warrant Expiry Date**").

The Units will be issued pursuant to the terms of an underwriting agreement (the "**Underwriting Agreement**") dated effective as of November 2, 2018 among the Company and Canaccord Genuity Corp., as lead underwriter, and GMP Securities L.P. (collectively, the "**Underwriter**"). The Units will be issued at a price of \$2.50 per Unit (the "**Offering Price**") for aggregate gross proceeds of \$40,000,000. The Offering Price and the other terms of the Offering were determined by arm's length negotiation between the Company and the Underwriter. See "Plan of Distribution".

This Prospectus qualifies the distribution of 1,120,000 Underwriter warrants (the "**Underwriter Warrants**") of the Company, representing 7.0% of the number of Units sold under the Offering. Each Underwriter Warrant will entitle the holder thereof to purchase one additional Common Share (an "**Underwriter Warrant Share**") at a price of \$2.50 per share on or before 5:00 p.m. (Vancouver time) on the date that is twenty-four (24) months from the Closing Date (the "**Underwriter Warrant Expiry Date**"). For further information on the Underwriter Warrants, see "Plan of Distribution" and "Description of Securities Being Distributed – Plan of Distribution".

Offering	Price to the Public	Underwriter Fee <sup>(1)</sup>	Net Proceeds to Patriot
Per Unit under the Offering.....	\$2.50	\$0.175	\$2.325
Total Offering .....	\$40,000,000	\$2,800,000	\$37,200,000 <sup>(2)</sup>

**Notes:**

- (1) The Underwriter will be paid a cash fee equal to 7.0% of the aggregate gross proceeds of the Offering (the “**Underwriter Fee**”) and will be issued the Underwriter Warrants. See “Plan of Distribution”.
- (2) After deducting the Underwriter Fee, but before deducting the estimated expenses of the Offering and the qualification for distribution of the Unit Shares, Warrants and Underwriter Warrants, which have been and will be paid by the Company from the net proceeds of the Offering. As of the date of this Prospectus such expenses equal approximately \$165,000.

The Company has granted to the Underwriter an option (the “**Over-Allotment Option**”), exercisable in whole or in part and at any time not later than 30 days after and including the Closing Date, to purchase up to either: (i) an additional 2,400,000 Units (the “**Over-Allotment Units**”) at the Offering Price for additional gross proceeds of up to \$6,000,000; or (ii) 2,400,000 Warrants (the “**Over-Allotment Warrants**”) at a price of \$0.22 per Over-Allotment Warrant for additional gross proceeds of up to \$528,000, or any combination thereof, solely to cover over-allocations, if any, and for market stabilization purposes. The Prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units and Over-Allotment Warrants issuable upon the exercise of the Over-Allotment Option. A purchaser who acquires Over-Allotment Units or Over-Allotment Warrants forming part of the Underwriter over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Underwriter’s Position	Maximum Number of Securities Available <sup>(1)</sup>	Exercise Period	Exercise Price
Over-Allotment Option	2,400,000 Over-Allotment Units or 2,400,000 Over-Allotment Warrants	30 days after and including the Closing Date	\$2.50 per Over-Allotment Unit or \$0.22 per Over-Allotment Warrant
Other compensation securities issuable to underwriter	1,120,000 Underwriter Warrants <sup>(2)</sup>	On or before 5:00 p.m. (Vancouver time) on the date that is twenty-four (24) months from the Closing Date	\$2.50 per Underwriter Warrant Share

**Note:**

- (1) This Prospectus qualifies the grant of all of the securities issuable to the Underwriter. See “Plan of Distribution”.
- (2) If the over-allotment to purchase an additional 2,400,000 Units is exercised in full, an additional 168,000 Underwriter Warrants will be issued to the Underwriter.

Unless otherwise indicated, the disclosure in this Prospectus assumes that the Over-Allotment Option will not be exercised.

In connection with the Offering, the Company has been advised by the Underwriter that, subject to applicable laws, the Underwriter may over-allocate or effect transactions which stabilize or maintain the market price of the Units. Such transactions, if commenced, may be discontinued at any time. **The Underwriter may decrease the price at which the Units are distributed pursuant to the Prospectus to a price that is lower than the Offering Price. See “Plan of Distribution”.**

The Warrants and all warrants to be issued upon the exercise of the Over-Allotment Option, including the Over-Allotment Warrants, will be created and issued pursuant to the terms of a Warrant Indenture (the “**Warrant Indenture**”) between the Company and TSX Trust Company (the “**Warrant Agent**”) that will be entered into on

the Closing Date. Subject to the terms and conditions of the Warrant Indenture, each of the Warrants will entitle the holder to acquire, upon exercise, one Warrant Share, subject to adjustment in certain circumstances, at a price of \$3.25 per Warrant Share.

The Units will be sold in Canada pursuant to the Underwriting Agreement, whereby the Company engaged the Underwriter to conduct the Offering on a bought deal basis in British Columbia, Alberta, Saskatchewan, Manitoba and Ontario (the “**Qualifying Jurisdictions**”) and in certain other jurisdictions outside of Canada in compliance with laws applicable to each such subscriber. The Units are to be taken up by the Underwriter on or before a date not later than 42 days after the date of the receipt for this Prospectus.

The Company has agreed to file this Prospectus under the applicable securities laws of the Qualifying Jurisdictions and to obtain the final receipt (the “**Final Receipt**”) for this Prospectus qualifying the distribution of the Unit Shares, Warrants and the Underwriter Warrants.

The outstanding common shares of the Company (the “**Common Shares**”) are listed for trading on the TSX Venture Exchange (the “**TSXV**”) under the symbol “PAT”. See “Plan of Distribution”. On November 13, 2018, the last complete trading day before the date of this Prospectus, the closing price of the Common Shares on the TSXV was \$2.62. The Company has applied to the TSXV for approval of the Offering and the issuance of the Unit Shares, Warrants, Warrant Shares, Underwriter Warrants and Underwriter Warrant Shares.

The Company has applied to list on the TSXV, the Unit Shares and the Warrants comprising the Units and the Over-Allotment Option, the Warrant Shares issuable on exercise of the Warrants and the Underwriter Warrant Shares issuable on exercise of the Underwriter Warrants. The Company has not applied to list the Underwriter Warrants qualified by this Prospectus on the TSXV.

On the closing of the Offering, the Company will issue a book-entry only certificate representing the Unit Shares and Warrants issued pursuant to the Offering (the “**Global Certificate**”) registered in the name of CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee. On the exercise of the Warrants issued under the Global Certificate, it is anticipated that the Warrant Shares will be issued in CDS form and registered in the name of the subscribers. No certificates evidencing Unit Shares, Warrants or Warrant Shares will be issued to holders. Holders of Unit Shares, Warrants and Warrant Shares will receive only a customer confirmation which describes the Unit Shares, Warrants and Warrant Shares issued to them.

On the closing of the Offering, the Company will issue a certificate representing the Underwriter Warrants (the “**Underwriter Warrant Certificate**”). On the exercise of the Underwriter Warrants, it is anticipated that certificates will be issued for the Underwriter Warrant Shares.

The Company is neither a “connected issuer” nor a “related issuer” of the Underwriter, as defined in National Instrument 33-105 — *Underwriting Conflicts*.

Certain legal matters in connection with the Offering and this Prospectus are being reviewed on behalf of the Company by Miller Thomson LLP and on behalf of the Underwriter by Bennett Jones LLP.

The head office of the Company is located at 750-1095 West Pender Street, Vancouver, BC, V6E 2M6. The registered office of the Company is located at 400-725 Granville Street, Vancouver, BC, V7Y 1G5.

**An investment in the securities of the Company, including the Units offered hereunder, is highly speculative and involves significant risks that should be carefully considered by prospective investors before purchasing such securities. The risks outlined in this Prospectus and in the documents incorporated by reference in this Prospectus should be carefully reviewed and considered by prospective investors in connection with an investment in such securities. See “Cautionary Statement Regarding Forward-Looking Statements” and “Risk Factors”.**

**Prospective investors should be aware that the acquisition, holding and disposition of the securities described herein may have income and other tax consequences in Canada and in other jurisdictions. Except as expressly noted, this Prospectus does not describe these tax consequences fully. You should consult and rely**

**on your own tax advisor as to any income or tax implications with respect to your own particular circumstances.**

**IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS**

**You should rely only on the information contained in this Prospectus and the documents incorporated by reference in this Prospectus. Patriot and the Underwriter have not authorized anyone to provide investors with information different from that contained in this Prospectus. The information contained in this Prospectus and the documents incorporated herein by reference are accurate only as of their respective dates, regardless of the time of delivery of this Prospectus, any sale of the Units or any issuance of the Unit Shares, Warrants or the Underwriter Warrants. The business, financial condition, results of operations and prospects of the Company may have changed since those dates.**

**Information contained or otherwise accessed through Patriot's website, [www.patriot1tech.com](http://www.patriot1tech.com) or any website, other than those documents incorporated by reference herein and filed on the SEDAR website, does not form part of this Offering.**

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## DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated in this Prospectus by reference may be obtained on request without charge from Patriot at its offices located at 750-1095 West Pender Street, Vancouver, BC, V6E 2M6, telephone: (888) 728-1832 and may also be accessed using the System for Electronic Documents Analysis and Retrieval (“SEDAR”) on the internet at [www.sedar.com](http://www.sedar.com).

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 of Patriot, which have been filed with securities commissions or similar authorities in Canada, are specifically incorporated by reference into and form an integral part of this Prospectus:

- (a) the annual information form of the Company dated February 6, 2018 for the fiscal year ended July 31, 2017 (the “AIF”);
- (b) the audited annual consolidated financial statements of the Company as at and for the year ended July 31, 2017, together with the notes thereto and the auditors' report thereon;
- (c) management's discussion and analysis of the Company for the year ended July 31, 2017;
- (d) the unaudited condensed consolidated interim financial statements of the Company for the nine months ended April 30, 2018 (except for the Notice of No Auditors Review of Interim Financial Statements contained therein);
- (e) management's discussion and analysis of the Company for the nine months ended April 30, 2018;
- (f) the management information circular of the Company dated August 24, 2018 for the annual general meeting held on October 2, 2018;
- (g) the material change report of the Company dated October 13, 2017 announcing that its PATSCAN CMR concealed weapons detection system has achieved Federal Communications Commission Declaration of Conformity certification; and
- (h) the material change report of the Company dated February 6, 2018 announcing the appointments of Robert Lex and Paul Rice as Vice President of Operations and as Vice President of Research, Radar Systems, respectively and the resignation of Dinesh Kandanchatha as President and Chief Technology Officer.

**Any documents of the type required by National Instrument 44-101 - *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus which are filed by Patriot with the securities commissions or similar authorities in any of the provinces and territories of Canada after the date of this Prospectus will be deemed to be incorporated by reference in this Prospectus.**

**Any statement contained in a document incorporated or deemed to be incorporated by reference in this Prospectus will be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any other subsequently filed document which is also, or is deemed to be, incorporated by reference in this 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 that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed to be an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of 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 deemed, except as so modified or superseded, to constitute a part of this Prospectus.**

## TRADE-MARKS, TRADE NAMES AND SERVICE MARKS

This Prospectus includes trade-marks, trade names, and service marks which are protected under applicable intellectual property laws. Solely for convenience, the trade-marks to which the Company has rights that are referred to in this Prospectus may appear without the <sup>TM</sup> or ® symbol, but such omissions are not intended to indicate, in any way, that the Company, or its affiliates, as applicable, will not assert, to the fullest extent under applicable law, their respective rights or the right of the applicable licensor to these trade-marks.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Patriot cautions readers regarding forward-looking statements and information (collectively, “**forward-looking statements**”) found in this document and in any other statement made by, or on the behalf of the Company. Such statements may constitute “forward looking information” within the meaning of applicable Canadian securities legislation. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward-looking statements are necessarily based on estimates and assumptions, which are always subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond Patriot’s control and are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from results expressed in any forward-looking statements made by or on the Company’s behalf. Although Patriot has tried to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. All factors should be considered carefully and readers should not place undue reliance on Patriot’s forward-looking statements. Examples of such forward-looking statements in this Prospectus include statements relating to: use of proceeds of the Offering, the Company’s business objectives and milestones, obtaining the required regulatory approvals, successful completion of the CMR-1’s pilot program, successful commercialization of Patriot’s technology, the Company’s increased presence in the global market, future relationships with security systems re-sellers and integrators, performance advancement and enhancement of the Company’s technology through integration of additional innovations and third party technology, satisfying market specific requirements applicable to the Company’s technology, future research and development programs with Canadian universities, entering into formal agreements with Copper Mountain and an international defence contractor, future capital expenditures, future rates of adoption and growth, future acquisitions and future economic conditions. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “expects”, “estimates”, “anticipates”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could” or “might” occur. Forward-looking statements are made based on management’s beliefs, estimates and opinions and are given only as of the date of this Prospectus. The Company undertakes no obligation to update forward-looking information if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable law.

Forward-looking statements reflect Patriot’s current views with respect to expectations, beliefs, assumptions, estimates and forecasts about the Company’s business and the industry and markets in which the Company operates. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Assumptions underlying the Company’s expectations regarding forward-looking statements contained in this Prospectus include, among others, statements regarding the Offering (including the exercise of the Over-Allotment Option), the Company’s ability to comply with applicable governmental regulations and market specific standards, the Company’s ability to penetrate the global market, the Company’s successful integration of additional components and third party technological innovations into its technology, the Company’s ability to resolve technical hurdles relating to its technology, the Company’s ability to secure an innovation pipeline, the Company’s success in implementing its strategies and achieving its business objectives, the Company’s ability to enter into arrangements with security systems re-sellers and integrators, the Company’s ability to raise sufficient funds from equity financings and debt instruments in the future to support its operations and general business and economic conditions. The above list of assumptions is not exhaustive.

Persons reading this Prospectus are cautioned that forward-looking statements are only predictions and that the Company’s actual future results or performance may differ materially from such predictions and are subject to certain risks and uncertainties including:

- Patriot’s failure to commercialize its technology in the timeline and on the terms expected, or at all;

- reliance on the successful development of commercially viable cognitive microwave radar;
- reliance on a single product, the CMR-1;
- Patriot has a history of losses and the Company may be unable to achieve or sustain profitability;
- as many of Patriot's expenses will be fixed, the Company may not be able to limit its losses if the Company fails to achieve forecasted revenue;
- concealed weapons detection is a relatively new market and the rate of adoption and the Company's associated growth in anticipated markets may not be representative of rates of adoption or future growth in other markets;
- reliance on third parties;
- growth may place significant demands on the Company's management and the Company's resources;
- future acquisitions could disrupt the Company's business and harm the Company's financial condition and operating results;
- the impact of worldwide economic conditions, including the resulting effect on target market spending, may adversely affect the Company's business, operating results and financial condition;
- if the security of customers' confidential information stored in the Company's systems is breached or otherwise subjected to unauthorized access, the Company's reputation or brand may be harmed;
- failure to comply with applicable laws, including the collection of sales or related taxes, could harm the Company's results of operations and financial condition;
- failure to adequately protect the Company's intellectual property could substantially harm the Company's business and operating results;
- confidentiality agreements with employees and others may not adequately prevent disclosure of trade secrets and other proprietary information;
- the Company's failure to raise additional capital necessary to expand the Company's operations and invest in the Company's business could harm the Company's ability to compete successfully;
- the Company depends on key and highly skilled personnel to operate its business and if the Company is unable to retain Patriot's current personnel or hire additional personnel, the Company's ability to develop and successfully market its business could be harmed;
- the ability of the Company to acquire and maintain permits and licenses;
- the Company's business is subject to regulatory changes;
- low barriers to entry and high competition in the industry;
- risks associated with brand development of the Company;
- the Company's business is subject to rapid technological change;
- the Company may become engaged in legal proceedings that could cause it to incur unforeseen expenses and could occupy a significant amount of management's time and attention;
- going-concern risk;
- conflicts of interest of directors and officers of the Company;
- volatility of the market price of the Common Shares;
- future share issuances may affect the market price of the Common Shares;
- the net proceeds of the Offering may not be used in the manner described in this Prospectus;
- the business objectives and milestones may not be met within the timelines stipulated in this Prospectus;
- the Offering may result in dilution of future cash flow and/or net income on a per Common Share basis;
- and

- no market for the Underwriter Warrants.

**Readers are cautioned that the foregoing list of risk factors is not exhaustive. The forward-looking statements contained in this Prospectus and the documents incorporated by reference in this Prospectus are expressly qualified by this cautionary statement. See "Risk Factors".**

## FINANCIAL INFORMATION AND ACCOUNTING PRINCIPLES

Patriot's audited annual consolidated financial statements as at and for the year ended July 31, 2017 and the unaudited condensed consolidated interim financial statements for the nine months ended April 30, 2018, incorporated in this Prospectus by reference, have been prepared in accordance with International Financial Reporting Standards.

## CURRENCY INFORMATION

References to "\$" in this Prospectus are to Canadian dollars unless otherwise noted.

## ELIGIBILITY FOR INVESTMENT

In the opinion of Miller Thomson LLP, counsel to the Company, and Bennett Jones LLP, counsel to the Underwriter, based on the current provisions of the *Income Tax Act* (Canada) and regulations thereunder (collectively, the "**Tax Act**"), and subject to the provisions of any particular plan, provided that the Common Shares are listed on a designated stock exchange (within the meaning of the Tax Act) (which currently includes Tier 1 & 2 of the TSXV) or the Company is otherwise a "public corporation" (within the meaning of the Tax Act) at the relevant time:

- (i) the Unit Shares, the Warrant Shares and the Underwriter Warrant Shares, if issued on the date of this Prospectus, would be, at such date, "qualified investments" under the Tax Act for a trust governed by a registered retirement savings plan (a "**RRSP**"), a registered education savings plan (a "**RESP**"), a registered retirement income fund (a "**RRIF**"), a registered disability savings plan (a "**RDSP**"), a deferred profit sharing plan, or a tax-free savings account (a "**TFSA**") and collectively with RRSPs, RESPs, RRIFs, RDSPs, and deferred profit sharing plans, the "**Deferred Plans**"), each as defined in the Tax Act; and
- (ii) the Warrants and the Underwriter Warrants, if issued on the date of this Prospectus, would be, at such date, "qualified investments" under the Tax Act for the Deferred Plans, provided that, in respect of the Warrants, such Warrants are listed on a designated stock exchange (within the meaning of the Tax Act) (which currently includes Tier 1 & 2 of the TSXV), or provided that neither the Company, nor any person with whom the Company does not deal at arm's length (within the meaning of the Tax Act), is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of, the relevant Deferred Plan.

Notwithstanding the foregoing, if the Unit Shares, the Warrant Shares, the Underwriter Warrant Shares, the Warrants or the Underwriter Warrants (in this section, collectively, the "**Securities**") are a "prohibited investment" for a RDSP, RESP, TFSA, RRIF or RRSP for the purposes of the Tax Act, the holder of such TFSA or RDSP or annuitant of such RRIF or RRSP or the subscriber of such RESP, as the case may be, will be subject to a penalty tax as set out in the Tax Act. Such Securities, if issued on the date of this Prospectus, would generally not be a "prohibited investment" unless the holder, annuitant or subscriber, as the case may be, does not deal at arm's length with the Company for the purposes of the Tax Act or if the holder, annuitant or subscriber, as the case may be, has a "significant interest" (within the meaning of the Tax Act) in the Company. In addition, the Securities will not be a prohibited investment if such Securities are "excluded property" as defined in the Tax Act for trusts governed by a RDSP, RESP, TFSA, RRIF or RRSP.

**Prospective investors who intend to hold the Securities in a RRSP, RRIF, TFSA, RESP or RDSP should consult with their own tax advisors regarding whether such securities will be a "prohibited investment" in their particular circumstances.**

## GLOSSARY

In this Prospectus, the following terms have the following meanings:

<b>2017 Bought Deal Financing</b>	means the bought deal offering of units of the Company that closed on October 31, 2017, the underlying securities of which were qualified by a short form prospectus dated October 24, 2017.
<b>2018 Bought Deal Financing</b>	means the bought deal offering of units of the Company that closed on February 22, 2018, the underlying securities of which were qualified by a short form prospectus dated February 15, 2018.
<b>AIF</b>	has the meaning given to it on page 6 of this Prospectus.
<b>CDS</b>	CDS Clearing and Depository Services Inc.
<b>Closing Date</b>	has the meaning given to it on page 1 of this Prospectus.
<b>CMR-1</b>	has the meaning given to it on page 13 of this Prospectus.
<b>Common Shares</b>	has the meaning given to it on page 3 of this Prospectus.
<b>convertible securities</b>	has the meaning given to it on page 27 of this Prospectus.
<b>Copper Mountain</b>	Copper Mountain Technologies.
<b>Deferred Plans</b>	has the meaning given to it on page 9 of this Prospectus.
<b>Detection</b>	Patriot One Detection Ltd.
<b>Detection Share</b>	has the meaning given to it on page 13 of this Prospectus.
<b>FAA</b>	Federal Aviation Administration.
<b>FCC</b>	Federal Communications Commission.
<b>Final Receipt</b>	has the meaning given to it on page 3 of this Prospectus.
<b>forward-looking statements</b>	has the meaning given to it on page 7 of this Prospectus.
<b>Global Certificate</b>	has the meaning given to it on page 3 of this Prospectus.
<b>Offering</b>	has the meaning given to it on page 1 of this Prospectus.
<b>Offering Price</b>	has the meaning given to it on page 1 of this Prospectus.
<b>Over-Allotment Option</b>	has the meaning given to it on page 2 of this Prospectus.
<b>Over-Allotment Units</b>	has the meaning given to it on page 2 of this Prospectus.
<b>Over-Allotment Warrants</b>	has the meaning given to it on page 2 of this Prospectus.
<b>Patriot or Company</b>	Patriot One Technologies Inc.
<b>Prospectus</b>	has the meaning given to it on page 1 of this Prospectus.

<b>Qualifying Jurisdictions</b>	has the meaning given to it on page 3 of this Prospectus.
<b>RDSP</b>	has the meaning given to it on page 9 of this Prospectus.
<b>RESP</b>	has the meaning given to it on page 9 of this Prospectus.
<b>RRIF</b>	has the meaning given to it on page 9 of this Prospectus.
<b>RRSP</b>	has the meaning given to it on page 9 of this Prospectus.
<b>Securities</b>	has the meaning given to it on page 9 of this Prospectus.
<b>SEDAR</b>	the System for Electronic Documents Analysis and Retrieval.
<b>Smith</b>	Smiths Group plc. (U.K.).
<b>Special Warrant Financing</b>	means the special warrant financing of the Company that closed on July 13, 2017, the underlying securities of which were qualified by a short form prospectus dated August 21, 2017.
<b>Tax Act</b>	has the meaning given to it on page 9 of this Prospectus.
<b>TFSA</b>	has the meaning given to it on page 9 of this Prospectus.
<b>TSA</b>	Transportation Security Administration.
<b>TSXV</b>	has the meaning given to it on page 3 of this Prospectus.
<b>Underwriter</b>	has the meaning given to it on page 1 of this Prospectus.
<b>Underwriter Fee</b>	has the meaning given to it on page 2 of this Prospectus.
<b>Underwriter Warrant Certificate</b>	has the meaning given to it on page 3 of this Prospectus.
<b>Underwriter Warrants</b>	has the meaning given to it on page 1 of this Prospectus.
<b>Underwriter Warrant Expiry Date</b>	means 5:00 p.m. (Vancouver time) on the date that is twenty-four (24) months from the Closing Date.
<b>Underwriter Warrant Share</b>	has the meaning given to it on page 1 of this Prospectus.
<b>Underwriting Agreement</b>	has the meaning given to it on page 1 of this Prospectus.
<b>United States</b>	has the meaning given to it on page 1 of this Prospectus.
<b>Units</b>	has the meaning given to it on page 1 of this Prospectus.
<b>Unit Share</b>	has the meaning given to it on page 1 of this Prospectus.
<b>U.S. Person</b>	has the meaning given to it on page 26 of this Prospectus.
<b>U.S. Securities Act</b>	has the meaning given to it on page 1 of this Prospectus.
<b>Warrant</b>	has the meaning given to it on page 1 of this Prospectus.

<b>Warrant Agent</b>	TSX Trust Company.
<b>Warrant Expiry Date</b>	means 5:00pm (Vancouver time) on the date that is twenty-four (24) months from the Closing Date.
<b>Warrant Indenture</b>	has the meaning given to it on page 2 of this Prospectus.
<b>Warrant Share</b>	has the meaning given to it on page 1 of this Prospectus.
<b>WTMDs</b>	Walk-Through Metal Detectors.

## **THE COMPANY**

### *Corporate Structure*

The Company was incorporated on May 11, 2010, under the *Business Corporations Act* (British Columbia) under the name “Clear Mountain Resources Corp.”. It completed its initial public offering on May 10, 2012 and on May 15, 2012, the Company’s Common Shares were listed for trading on the TSXV under the trading symbol “CY”. The Company changed its name to “Patriot One Technologies Inc.” and changed its trading symbol to “PAT” on August 24, 2016. The Company is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba and Ontario. The principal regulator of the Company is the British Columbia Securities Commission. The head office of the Company is located at 750-1095 West Pender Street, Vancouver, BC, V6E 2M6 and the registered and records office of the Company is located at 400-725 Granville Street, Vancouver, BC, V7Y 1G5.

As of November 13, 2018, the authorized capital of the Company consists of an unlimited number of Common Shares, of which 117,398,044 Common Shares are issued and outstanding as fully paid and non-assessable. The Company consolidated the Common Shares on the basis of one (1) new Common Share for each 20 old Common Shares on May 18, 2016. All Common Share figures herein relating to Common Shares (or securities convertible into Common Shares) issued prior to May 18, 2016, are included on a post-consolidation basis.

### *Intercorporate Relationships*

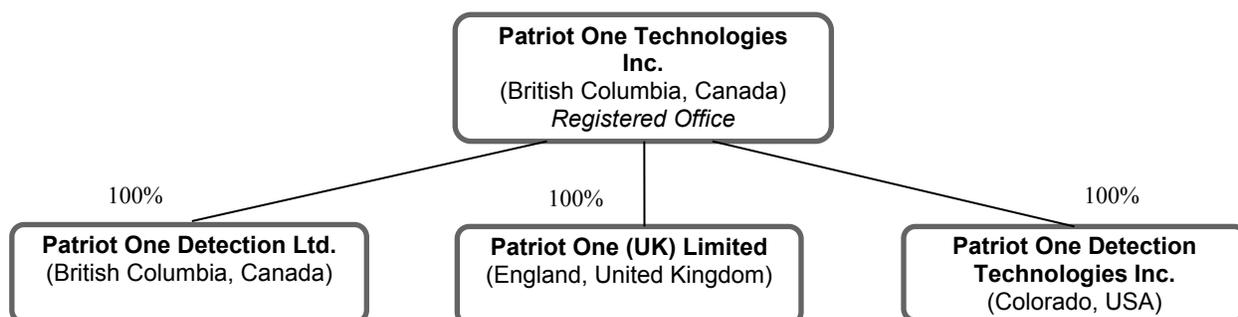
The Company has three wholly-owned subsidiaries, Patriot One Detection Ltd., Patriot One (UK) Limited and Patriot One Detection Technologies Inc.

Patriot One Detection Ltd. was incorporated under the name Patriot One Technologies Inc. on March 7, 2016 under the *Business Corporations Act* (British Columbia) and on August 15, 2016 changed its name to Patriot One Detection Ltd. The registered and records office of Patriot One Detection Ltd. is located at 400-725 Granville Street, Vancouver, B.C. V7X 1G5.

Patriot One (UK) Limited was incorporated as a private limited company on November 7, 2017 under the laws of England. The registered and records office of Patriot One (UK) Limited is located at 41 Lothbury, London EC2R 7HF, United Kingdom.

Patriot One Detection Technologies Inc. was incorporated on October 15, 2018 under the laws of the state of Colorado, United States of America.

The organization chart below indicates the intercorporate relationships of the Company, together with the jurisdiction of incorporation or constitution of each such entity.



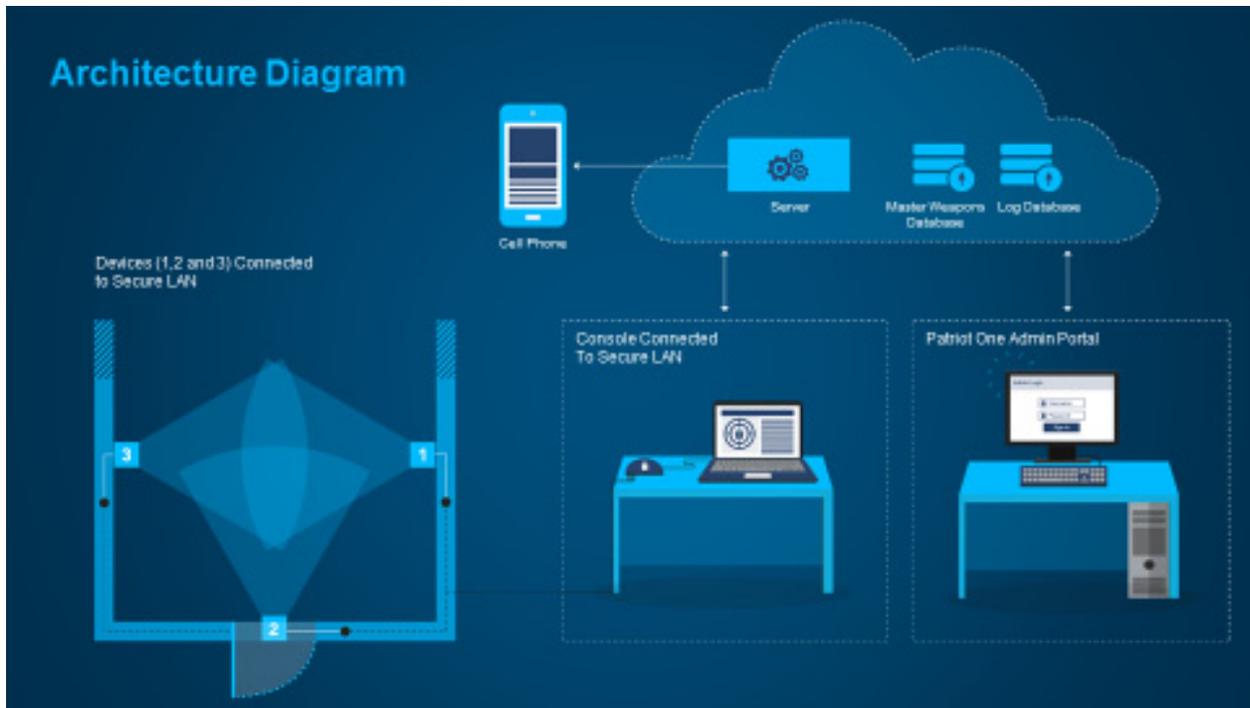
On November 10, 2016 the Company closed its change of business transaction with Patriot One Detection Ltd. (“**Detection**”) and acquired all of the outstanding securities of Detection in exchange for the issuance of securities of the Company. On closing of the transaction, the Company issued 22,959,925 Common Shares to the holders of common shares of Detection (each a “**Detection Share**”) in consideration of the acquisition of all the Detection Shares at an exchange ratio of 1:1, in accordance with the terms of the securities exchange agreement dated September 14, 2016, as amended October 28, 2016, among the Company, Detection and the securityholders of Detection named therein. The Company, with Detection as its wholly-owned subsidiary, now pursues the business of Detection as described in the Company’s filing statement dated October 27, 2016 and available under the Company’s profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

## BUSINESS OF THE COMPANY

For the purposes of this “Business of the Company” section, Patriot One Technologies Inc., Patriot One Detection Ltd. and Patriot One (UK) Limited shall collectively be referred to as “**Patriot**” or the “**Company**”. The principal business of Patriot is to commercialize a system to detect concealed weapons using radar technologies.

### *Principal Product*

Patriot has licensed its PATSCAN CMR™ Cognitive Microwave Radar technology (“**CMR-1**”) developed at McMaster University. Patriot’s license is to develop, license, manufacture and market the CMR-1 systems worldwide. Patriot intends to use such technology to create an automatic warning system for screening of on-body concealed weapons (e.g., handguns, knives, grenades, explosive vests, etc.). The CMR-1’s early warning capability is designed to extend threat perimeter and improve response times. The CMR-1 uses low power impulse radar system for the stand-off detection of on-body concealed weapons. The technology currently has a three (3) metre detection range, such that it can be concealed and deployed in high traffic areas, such as entryways, hallways, stairwells and other public spaces in airports, stadiums, schools and similar spaces. The CMR-1 is designed to integrate with existing security systems (i.e., CCTV, turnstile and entry controls, biometrics). Patriot aims to make the technology compact and portable, as well as operate on microwave frequency range from 500MHz to 4.8GHz. Patriot aims to adapt its CMR-1 systems to recognize various weapons and non-threat targets (i.e., unarmed civilians) before commercial deployment. Patriot believes this technology has extensive potential for use in enhancing military and/or law enforcement capabilities.



### ***Regulatory Approval***

Patriot obtained regulatory approval for commercial roll-out of the CMR-1 in North America.

On October 2, 2017, Patriot announced that its CMR-1 received U.S. Federal Communications Commission (“FCC”) Declaration of Conformity certification. With the achievement of this significant milestone, Patriot now holds both FCC and Industry Canada certification, which allows the Company to move toward commercial roll-out of the CMR-1 across North America. FCC and Industry Canada certification allowed the Company to take the CMR-1 hardware out into real world environments for testing and optimization. This was a critical component in the development process of CMR-1 and allowed the Company to make significant system performance enhancements as it moves toward commercialization, however development work on CMR-1 continues.

In order to achieve commercialization of CMR-1, the Company is accelerating sales and marketing efforts of CMR-1 to build out capacity to execute globally. The Company will need to qualify additional security systems re-sellers and integrators, as well as commit significant resources to developing the technical relationship with Cisco, including design of system backbone architecture for strategic deployment at scale. The Company will also need to increase its presence in international markets through trade shows and other targeted events and in certain cases, direct presence. The Company intends to invest in trade show infrastructure, multi-language video and other promotional material, as well as engage with multiple overseas regulatory authorities, to accomplish this. See “Use of Proceeds”.

The Company has a multi-year innovation pipeline. As product enhancements and new product types emerge, further regulatory certifications or modifications will be required. Furthermore, the Company intends to pursue a global market. Each jurisdiction has its own regulations and processes for approval. This can be time consuming and expensive but is a necessary requirement for penetrating the global market.

The CMR-1 may need to comply with additional regulatory requirements prescribed for users of Walk-Through Metal Detectors (“WTMDs”) and Ultra Wide Band Emission devices. Like several other electronic devices, WTMDs must meet certain environmental standards and electrical safety requirements. Furthermore, any detection equipment that is deployed for use at airports must comply with guidelines prescribed by the Transportation Security Administration (“TSA”), Federal Aviation Administration (“FAA”), and related international standards, regulations and test certifications. Once hardware configurations for WTMDs are finalized, in addition to regulatory approval

for emissions (ie., FCC and Industry Canada), there are market specific requirements surrounding certain components of WTMDs that need to be met (ie., enclosures, connectors, cabling for safe operation in various environmental conditions such as IP67 rating (water and dust proofing)). There will be a continuous program of submissions for such requirements and the Company will need to hire specialist in-house resources to complete them. The Company is currently working with third party consultants to advise on compliance of such requirements.

### ***Operations***

The assets of Patriot are being developed at 3380 South Service Road in Burlington, ON, L7N 3J5.

Patriot plans to outsource production of CMR-1 to reduce capital expenditures. Patriot is currently in the late stages of forming an agreement with Copper Mountain Technologies (“**Copper Mountain**”) pursuant to which Copper Mountain will modify their current vector network analyzer to provide Patriot with a commercially ready beta prototype for use in pilot programs and for initial customers. While no written agreement with Copper Mountain yet exists, the parties expect to complete same in calendar 2018.

Management expects that Patriot’s proposed pilot project will install the CMR-1 at multiple facilities and will test the technology with real participants and security teams. These pilot locations will be critical in assessing the viability and scalability of this technology. The data collected in the pilots will be utilized to improve the design of the technology, as the Company prepares for commercial launch.

As noted under the section titled “Regulatory Approval” above, significant progress has been made in the CMR-1 development and the Company anticipates moving into commercial pilots in early 2019 (see “Use of Proceeds – Business Objectives and Milestones”). Remaining development work on CMR-1 revolves around the generalization for diverse environments of proven detection characteristics in controlled environments. In addition, the Company is working on the integration of other sensors onto the PATSCAN platform, to both aid detection and bring forward revenue. It is possible that modifications to regulatory approvals or other certifications may be required as it moves to commercial deployment. Moving beyond a minimum viable product for early adopter pilot installations, the Company will likely need to make submissions to FCC and Industry Canada (as well as other jurisdictions in due course) for the use of additional power in certain environments (ie., high signal clutter) to enhance performance, which will require demonstrating, among other things, that there are no harmful health effects or interference with critical systems. Active work by the Company is underway in this respect.

### ***Revenue Streams***

Patriot anticipates that it will earn revenues from three (3) sources. The hardware will be provided to the marketplace at an expected price of \$10,000 USD per unit to resellers based on configuration. Management believes that this price point is competitive with WTMDs from current companies providing solutions in this market. In addition to the hardware solution, Patriot will offer a monthly subscription of up to \$500 USD per device for software updates and signatures of new weapons. This subscription will be paid monthly for the useful life of the device. Lastly, Patriot will provide training in security procedures related to active shooter and terrorist threats. Management expects that this service component of the business will account for no more than 20% of total revenues.

Patriot plans to distribute products and services through a channel model, partnering with leading providers of security products and services. Management is in conversations with industry leading full service commercial security systems companies that have a global presence providing integrated security solutions, such as Cisco Systems, to resell and promote CMR-1 as part of security installations globally.

### ***Market***

The transportation safety and security market is a very competitive market. Growing threats from man-made tragedies underpin higher rates of growth in this market worldwide. Recently, security/software-as-a-service, integration of command and control systems with communication systems and advanced imaging technology are gaining higher market shares.

CMR-1 can be positioned in public and private spaces used by a large number of persons, who can enjoy unhindered access. Some of the spaces identified as compromised entrance points are:

- (1) airports, subways and other general public transportation systems;
- (2) public schools and school buses;
- (3) embassies, consulates and trade offices;
- (4) athletic and entertainment-focused stadiums/arenas; and
- (5) places of worship.

### ***Intellectual Property***

Patriot currently has a license agreement with McMaster University that covers the worldwide rights to the following patents:

CA 2,895,795  
US 14/751,796  
EP 15174116  
UA a201506349  
HK 16106764.3

### ***Competitive Conditions***

Thales, Saab, Honeywell International and Alstom are all market leaders offering integrated solutions that work on seamless platforms thereby eliminating redundant resources and enhancing system efficiency. They are expected to strengthen business operations into the emerging markets. The security screening market is dominated by companies such as Smiths Group plc. (U.K.) (“**Smith**”) and Sanfran SA (France). The perimeter security market is dominated by, among others, Senstar, Southwest Microwave, RBtec Perimeter Security Systems, United Technologies and Tyco.

At present, most competitive systems are designed to perform in largely well-ordered settings with co-operative targets; however, their effectiveness is limited by the extent to which the environment can be tightly controlled. They are also very expensive, with an airport scanner costing over \$100,000USD.

Two (2) competing systems are Smith’s detection products called TADAR and Rapiscan Secure 1000. TADAR uses passive detection of millimetre waves from background sources to form an image and has served well in airports. Rapiscan Secure 1000 actively illuminates the target with an x-ray backscatter. Although these products have decreased the need for a carefully controlled environment as they produce superior imagery, they remain significantly limited for field operations due to their large size and weight and need for subject compliance. Comparatively, the microwave technology used in CMR-1 makes the product compact relative to other competitive solutions in the market place. The Company regards its microwave technology as unique given the type of wavelengths used in combination with its system architecture. To the Company’s knowledge, there are no other competitors with technology similar to its compact, covertly deployed microwave technology.

### ***Recent Developments***

Since July 31, 2017, the end of the most recent financial year for which the Company has filed an annual information form, the Company announced on August 9, 2017 that its CMR-1 concealed weapons detection system met FCC and Industry Canada (“**IC**”) regulatory requirements, as verified through a series of tests by an accredited 3rd party laboratory.

On September 6, 2017 the Company announced that its CMR-1 concealed weapons detection system received IC certification for commercial use in Canada.

On October 2, 2017 the Company announced that its CMR-1 concealed weapons detection system achieved FCC Declaration of Conformity certification. CMR-1 sales efforts currently focus on markets encompassing houses of worship, academic institutions, event centres, casinos, commercial offices, hotel properties, government agencies and other locations at high risk of terrorist attack or random violence. Interest and orders have been received from around the globe and this announcement triggered a number of sales, marketing and support initiatives in major markets including the United Kingdom, Eurozone and Asia-Pacific regions.

On October 17, 2017 the Company entered into an underwriting agreement with the Underwriter and filed the preliminary short form prospectus on October 17, 2017 with respect to the 2017 Bought Deal Financing. The final short form prospectus relating to the 2017 Bought Deal Financing was filed on October 25, 2017.

On October 31, 2017 the Company completed the 2017 Bought Deal Financing. The Company sold 9,602,500 units at a price of \$1.20 per Unit for gross proceeds of \$11,523,000, which included 1,252,500 Units sold pursuant to the full exercise of the underwriters' over-allotment option. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant, with each whole warrant being exercisable to acquire one common share for a period of 36 months following the closing of the 2017 Bought Deal Financing at an exercise price of \$1.70 per share. The 2017 Bought Deal Financing was underwritten by the Underwriter. In consideration of their services the Company paid the underwriters a cash commission equal to 7% of the gross proceeds of the 2017 Bought Deal Financing, and issued the underwriters warrants to acquire up to 672,175 common shares of the Company at a price of \$1.20 for a period of 24 months from closing of the 2017 Bought Deal Financing.

On November 30, 2017 the Company announced the appointment of Mr. Franco Cerantola, PMP to the position of Vice President, Product Delivery.

On January 22, 2018 the Company announced several new appointments and a subsequent management realignment aimed at advancing its business policies, innovation management, and operational activities. These efforts are part of a phased strategy in response to a growing multi-national workforce and are aimed at streamlining enterprise focus on value delivery. Mr. Robert Lex was appointed as Vice President, Operations and Dr. Paul Rice, Ph.D. was appointed as Vice President of Research, Radar Systems. Mr. Dinesh Kandanchatha transitioned from his roles as President and Chief Technology Officer but remains an independent director of the Company regarding corporate strategy, corporate development, and business alliances; including a governance position on the audit committee. Mr. Martin Cronin, the Company Chief Executive Officer, assumed the role and responsibilities of President.

The Company filed its AIF on February 6, 2018.

On February 6, 2018 the Company entered into an underwriting agreement with Canaccord Genuity Corp. and GMP Securities L.P. and filed the preliminary short form prospectus with respect to the 2018 Bought Deal Financing. The final short form prospectus relating to the 2018 Bought Deal Financing was filed on February 16, 2018.

On February 20, 2018 the Company announced its qualification to upgrade from the OTCQB® Venture Market, and has confirmed commencement of trading on the OTCQX® Best Market with immediate effect. Patriot Effective February 20, 2018 the Company traded on OTCQX under the symbol "PTOTF."

On February 22, 2018 the Company completed the 2018 Bought Deal Financing. The Company sold 12,650,000 units at a price of \$2.00 per Unit for gross proceeds of \$25,300,000, which included 1,650,000 Units sold pursuant to the full exercise of the underwriters' over-allotment option. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant, with each whole warrant being exercisable to acquire one common share for a period of 36 months following the closing of the 2018 Bought Deal Financing at an exercise price of \$2.40 per share. The 2018 Bought Deal Financing was underwritten by the Underwriter. In consideration of their services the Company paid the underwriters a cash commission equal to 7% of the gross proceeds of the 2018 Bought Deal Financing, and issued the underwriters warrants to acquire up to 885,500 common shares of the Company at a price of \$2.00 for a period of 24 months from closing of the 2018 Bought Deal Financing.

On June 27, 2018 the Company announced that it hired Karl Wagner, a former member of CIA's Senior Intelligence Service, has been hired as an advisor for US Government Relations and Business Development.

On June 28, 2018 the Company announced plans to develop international Threat Detection Testing at University of North Dakota (UND) main campus in Grand Forks with the intention to begin building the UND Threat Detection Testing in the summer of 2018 and the rollout of test locations around the campus for the PATSCAN CMR solution alongside a number of related security technologies. The Company expects that the UND campus will represent an ideal testing environment since it is a municipality in its own right, with an airport, sports stadiums and a hospital.

On July 10, 2018 the Company announced the appointment of technologist and entrepreneur Peter van der Gracht to its board of directors.

On August 14, 2018 the Company announced that it had reached an agreement in principle with a major international defence contractor pursuant to which Patriot may, subject to certain governmental approvals, receive funding for the further development and integration of its CMR-1 technology. As of the date of this Prospectus, Patriot and the defence contractor are negotiating the final terms of the agreement and expect to shortly file a submission for certain governmental approvals. Obtaining such approval will be a significant milestone in unlocking a substantial multi-year co-funded innovation pipeline. The agreement aims to extend the technical development of Patriot’s cognitive microwave radar technology beyond the initial goals of the Company and includes a two stage, several million dollar (final amounts to be determined) non-dilutive funding for the development of the CMR-1 technology with in-kind technical support for additional research and development. Until such time as all required regulatory approval is received (presuming it is received) Patriot is restricted from providing additional details regarding the transaction. Additional information regarding the transaction and related matters will be announced by the Company as soon as the pending commercial activities permit full disclosure.

The Company held its annual general and special meeting of its shareholders on October 2, 2018, and a copy of the management information circular relating to this meeting was filed on SEDAR on September 4, 2018.

On October 24, 2018 the Company announced that it had been invited by Cisco Systems (“Cisco”) to participate in Cisco’s global innovation program. The program aims to assist effective commercial deployment of the PATSCAN family of threat detection solutions. Engineers from both companies have been reviewing the PATSCAN threat detection solutions and evaluating ways to advance framework architecture and data management. In addition, last week, Patriot engineers joined other Cisco partners to showcase the company’s PATSCAN family of threat detection solutions to Cisco’s largest clients and partners. The Patriot showcase was part of the annual 2018 Cisco Connect Conference, held at the Toronto Congress Centre. Other programs where Patriot intends to present and demonstrate its PATSCAN family of threat solutions to Cisco’s global network and client base include Cisco’s Global Partner Summits, which take place around the world including Las Vegas, Barcelona and Toronto.

### CONSOLIDATED CAPITALIZATION

The following table sets out the changes to the Company’s consolidated capitalization since April 30, 2018, being the date of Patriot’s most recently filed financial statements, and after giving effect to the issuance of the Unit Shares, Warrants and Underwriter Warrants qualified by this Prospectus.

	<b>Outstanding on April 30, 2018</b>	<b>Outstanding as of November 13, 2018</b>	<b>Outstanding after giving effect to the issuance of the Unit Shares, Warrants and the Underwriter Warrants<sup>(1)</sup></b>
Common Shares	108,021,782	117,398,044 <sup>(2)</sup>	133,398,044
Stock Options	5,700,000	6,380,000	6,380,000
Warrants	26,765,261	17,951,499 <sup>(3)</sup>	35,071,499

**Notes:**

- (1) Assuming the issuance of 16,000,000 Unit Shares, 16,000,000 Warrants and 1,120,000 Underwriter Warrants.
- (2) Not including any Common Shares qualified by this Prospectus. The increase in the issued and outstanding Common Shares since April 30, 2018 is due to the exercise of stock options and warrants of the Company. See “Prior Sales”.
- (3) Not including any Warrants qualified by this Prospectus.

## USE OF PROCEEDS

The estimated net proceeds to the Company from its sale of the Units pursuant to the Offering, after deducting the Underwriter Fee of \$2,800,000, but before deducting the estimated expenses of the Offering and before giving effect to any exercise of the Over-Allotment Option, will be approximately \$37,200,000.

**Patriot has negative cash flow from operating activities in its most recently completed financial year for which financial statements have been incorporated by reference in this Prospectus.**

### Principal Purposes

Management intends to use the net proceeds of the Offering as set out in the table below:

<u>Description</u> <sup>(5)</sup>	<u>Amount – Assuming no Exercise of the Over-Allotment Option</u>	<u>Amount – Assuming full exercise of the Over-Allotment Option to Acquire the Over-Allotment Units</u> <sup>(3)</sup>
	<u>“A”</u>	<u>“B”</u>
Product Development, anticipated to comprise the following <sup>(1)</sup> : <ul style="list-style-type: none"> <li>• Engineering – Development and Partners – “A” - \$5,500,000; “B” - \$6,235,000</li> <li>• Engineering – Salaries – “A” - \$6,400,000; “B” – \$7,360,000</li> <li>• Engineering – Administration – “A” - \$750,000; “B” - \$863,000</li> <li>• Training – “A” - \$340,000; “B” - \$360,000</li> </ul>	\$12,990,000	\$14,818,000
Reserved for Potential Acquisitions of Complementary Technology	\$6,000,000	\$6,900,000
Sales and Marketing <ul style="list-style-type: none"> <li>• Personnel Compensation – “A” - \$2,050,000; “B” - \$2,390,000</li> <li>• Marketing – Web, Print, Media – “A” - \$760,000; “B” - \$940,000</li> <li>• Tradeshows, Travel and Transportation – “A” - \$1,165,000; “B” – \$1,340,000</li> </ul>	\$3,975,000	\$4,670,000
Productions and Operations	\$5,300,000	\$6,095,000
General and Administration <sup>(2)</sup> , anticipated to comprise the following: <ul style="list-style-type: none"> <li>• Management fees – “A” - \$1,240,000; “B” - \$1,426,000</li> <li>• Rent – “A” - \$580,000; “B” - \$580,000</li> <li>• Compliance – Professional Fees – “A” - \$460,000; “B” – \$460,000</li> <li>• Office and Administration – “A” - \$1,250,000;</li> </ul>	\$3,530,000	\$3,903,000

“B” - \$1,437,000		
International Business Development:	\$3,075,000	\$3,300,000
<ul style="list-style-type: none"> <li>• Management and Salaries – “A” - \$1,480,000; “B” - \$1,500,000</li> <li>• Professional fees – “A” - \$680,000; “B” - \$865,000</li> <li>• Compliance – “A” - \$200,000; “B” - \$200,000</li> <li>• Rent – “A” - \$360,000; “B” - \$360,000</li> <li>• General and administration – “A” - \$355,000; “B” - \$375,000</li> </ul>		
Working Capital <sup>(4)</sup>	\$2,330,000	\$3,094,000
<b>Total Net Proceeds</b>	<b>\$37,200,000</b>	<b>\$42,780,000</b>

Notes:

- (1) The Company is conducting its own research and development internally as well as through contracts with its partners, and intends to continue its research and development program in this regard as it continues to add to its product pipeline. As this progresses the Company is also looking at partnerships between external partners. Arrangements for low volume commercial production are already in place, although, the Company is looking at future production arrangements for high volume sales. In addition, the Company is co-funding research and development programs at McMaster University and anticipates co-funding research and development programs at additional Canadian universities at a cost of approximately \$1,000,000 for all such universities.
- (2) This includes the estimated expenses of the Offering which will be paid by the Company from the net proceeds of the Offering. As of the date of this Prospectus such expenses equal approximately \$165,000.
- (3) The net proceeds to the Company of the Underwriter’s exercise of the Over-Allotment Option to acquire the Over-Allotment Units will be \$5,580,000, after deducting the Underwriter Fee of \$420,000, which net proceeds will be added to working capital. In the event the Underwriters elect to exercise the Over-Allotment Option to acquire the Over-Allotment Warrants, the net proceeds of \$491,040, after deducting the Underwriter Fee of \$36,960 will be added to working capital.
- (4) The Company’s working capital needs depend on current ongoing projects, the structure of these projects, and other upcoming projects not yet secured.
- (5) The expected expense increases set out in scenario “B” above reflect the Company’s allocation of the Over-Allotment Option proceeds to cost centers which the Company believes will most effectively accelerate the commercialization of the Company’s products and services, and facilitate the effective management of the Company following anticipated commercialization. For example, the Company does not anticipate its commercialization efforts to experience benefit from larger office space, and accordingly the allocation for “Rent” remains static between scenario “A” and “B”. The Company does and will, however, rely on the skills and expertise of its current and future management to develop and commercialize its technology, and accordingly expects that it will allocate some portion of the Over-Allotment Option to attracting and retaining local and global expertise to its management team, which expected expenses are reflected in the “Management and Salaries” and “Management fees” increases set out in scenario “B” above.

The Company’s intention to spend the net proceeds of the Offering as set forth above are based on the current expectations of Patriot’s management; however, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. Any such reallocation will be determined at the discretion of Patriot’s management, and there can be no assurance as to how these funds may be reallocated.

The Company had negative operating cash flow for its most recent interim financial period and financial year. To the extent the Company has negative cash flows in future periods, the Company may use a portion of existing working capital, including the proceeds raised from the Offering and any Units offered under this Prospectus, to fund such negative cash flows or seek additional debt or equity financing in order to continue operations and fund technical services required to achieve its objectives. See “Risk Factors”.

As at the date of this Prospectus, the Company had approximately \$30,000,000 in working capital (compared to working capital of \$36,500,000 in the nine month period ended April 30, 2018). The reduction of working capital is due to general business and operating costs of the Company since April 30, 2018.

The Company may be considered to be a “development stage issuer” in the early stage of commercialization. Based on cash or cash equivalents of approximately \$30,000,000 available and the Company’s working capital position as at the date of this Prospectus, the Company expects to have sufficient funds available to fund its projected cash burn

rate for approximately twenty-four months following the date of this Prospectus without requiring alternative sources of funding. These funds are expected to be sufficient for the Company to initiate and complete the projects in its current roster and those it anticipates securing in the next year. See “Risk Factors”.

### **Special Warrant Financing, 2017 Bought Deal Financing and 2018 Bought Deal Financing**

The above Principal Purposes and Use of Proceeds are an extension of and in addition to the principal purposes and use of proceeds disclosed in the Special Warrant Financing prospectus, the 2017 Bought Deal Financing prospectus and the 2018 Bought Deal Financing prospectus.

The proceeds (other than working capital) disclosed in the Special Warrant Financing prospectus, 2017 Bought Deal Financing prospectus and the 2018 Bought Deal Financing prospectus have been used in accordance with the categories set out therein. There have been no material variances from the use of the proceeds or on the Company’s ability to achieve its business objectives and milestones, and the Company does not anticipate any material variances in future spending.

The table below sets out the disclosure under the section entitled “Use of Proceeds” from the 2017 Bought Deal Financing prospectus, along with amounts that have been spent under each heading by the Company for the dates set out below:

<b>2017 Bought Deal Financing Use of Proceeds Category</b>	<b>Net Proceeds Allocated in October 24, 2017 2017 Bought Deal Financing prospectus - Not Including Over Allotment</b>	<b>Net Proceeds Allocated in October 24, 2017 2017 Bought Deal Financing prospectus - Including Over Allotment</b>	<b>Approximate amount spent by the Company for the period October 25, 2017 to September 30, 2018</b>
Product Development	\$4,466,440	\$5,136,460	\$3,024,250
Sales and Marketing	\$1,326,600	\$1,525,590	\$1,085,800
General and Administration	\$2,359,050	\$2,639,640	\$1,992,500
International Business Development	\$625,000	\$702,250	\$346,450
Working Capital	\$541,510	\$712,450	\$3,952,280
<b>Total</b>	<b>\$9,318,600</b>	<b>\$10,716,390</b>	<b>\$10,716,390</b>

The table below sets out the disclosure under the section entitled “Use of Proceeds” from the 2018 Bought Deal Financing prospectus, along with amounts that have been spent under each heading by the Company for the dates set out below:

<b>2018 Bought Deal Financing Use of Proceeds Category</b>	<b>Net Proceeds Allocated in February 15, 2018 2018 Bought Deal Financing prospectus - Not Including Over Allotment</b>	<b>Net Proceeds Allocated in February 15, 2018 2018 Bought Deal Financing prospectus - Including Over Allotment</b>	<b>Approximate amount spent by the Company for the period February 16, 2018 to September 30, 2018</b>
Product Development	\$7,959,100	\$9,154,000	\$3,200,000
Sales and Marketing	\$2,250,600	\$2,590,000	\$1,900,000

Productions and Operations	\$2,349,400	\$2,700,000	\$300,000
General and Administration	\$2,890,000	\$3,227,000	\$600,000
International Business Development	\$2,055,000	\$2,342,000	\$400,000
Working Capital	\$2,955,900	\$3,516,000	\$17,129,000
<b>Total</b>	<b>\$20,460,000</b>	<b>\$23,529,000</b>	<b>\$23,529,000</b>

The Company's intention to spend the remaining proceeds from the Special Warrant Financing, the 2017 Bought Deal Financing and the 2018 Bought Deal Financing are based on the current expectations of Patriot's management; however, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. Any such reallocation will be determined at the discretion of Patriot's management, and there can be no assurance as to how these funds may be reallocated.

### Business Objectives and Milestones

The anticipated timing for achieving the Company's objectives with the net proceeds of the Offering is as follows:

Objective/Milestone	Timing <sup>(1)(2)</sup>
Acceleration of advance sales and global distribution	Started in Calendar Q4 2017 and continuing
Cost reduction on the current platform to grow margins	Expected completion by end of Calendar Q3 2019
Product development of follow-on PATSCAN technologies for weapons	Expected completion by end of Calendar Q2 2019
Commercial pilots of CMR-1	Expected start date in Calendar Q1 2019

Note:

(1) The above timelines reflect the Company's best estimation as of the date hereof, however each relies on a number of factors beyond the Company's control which may either accelerate or slow the indicated timeframe. There can be no assurance that the milestones will be achieved by the Company within the indicated timeframes, or at all (see "Risk Factors").

(2) The Business Objectives and Milestones set out herein are highly co-dependent, and will be progressed collectively by the Company. In order to achieve the highest possible degree of efficiency in achieving the objectives and milestones set out above, the Company expects to frequently incur expenditures which achieve or contribute to more than one objective or milestone. For this reason, it is not possible to segregate the anticipated cost of each objective or milestone accurately, and accordingly the Company recommends readers view the foregoing objectives and milestones as being the intended result of the aggregate net proceeds of the Offering.

The Company's intended objectives moving forward will focus primarily on execution of commercialization of CMR-1 and the integration of additional sensor innovations on a common multi-sensor threat detection platform. The Company is currently looking at a number of transactions relating to this strategy. The Company plans to embark on joint research and development on a multi-year program with the international defence contractor referred to above. This work may also include the integration of that defence contractor's technology. The Company also plans to be focused on production, supply chain management and inventory, as well as significant overseas market development.

There have been and will continue to be technical hurdles as the CMR-1 technology is a new technology and is dependent on complex mathematical and physics equations. The net proceeds from the 2017 Bought Deal Financing

and the 2018 Bought Deal Financing have allowed the Company to move ahead on tackling these challenges, some more quickly than others, and there are dependencies between streams of work which has caused unforeseen delays to the timelines set out in the 2017 Bought Deal Financing and the 2018 Bought Deal Financing. Particular progress has been made on CMR-1 hardware configuration (i.e., with the Company's 6th generation antenna) which has resulted in an advancement in performance and has allowed the Company to look to early stage pilot deployments of the CMR-1. Also, the Company is in the final stages of documentation for submission for relevant government approval with respect to its agreement in principle with the international defence contractor (see "Recent Developments"). If approved, this will be a significant milestone in unlocking a substantial multi-year co-funded innovation pipeline.

While Patriot intends to meet these objectives as stated above, there may be circumstances where, for sound business reasons, the objectives are modified, the timing is adjusted, or the objectives are not reached.

There are a number of significant events that must occur in order for these objectives to be accomplished. These include principally:

<b>Event</b>	<b>Anticipated Timing<sup>(1)</sup></b>
Successful installation of the first systems to Canadian clients	Expected completion by end of Calendar Q1 2019
Hiring of key resources in the US and Europe for installation and development of sales plans	Initial complement was in place in December 2017, however, this will be an ongoing process
Early adopter integration with key software and hardware systems of the Company's lead customers	Expected completion by end of Calendar Q4 2018
Development of additional training facilities, as well as increased focus on technical development and sales teams, including training of resellers to successfully install and deploy the system to ensure customer expansion	Started at end of Calendar Q2 2018 and continuing

Note:

(1) The above timelines reflect the Company's best estimation as of the date hereof, however each relies on a number of factors beyond the Company's control which may either accelerate or slow the indicated timeframe. There can be no assurance that the significant events will be achieved by the Company within the indicated timeframes, or at all.

The costs of the foregoing significant events involve substantial overlap among certain events, are subject to significant variance and, accordingly, are impossible to determine precisely at this time.

### **PLAN OF DISTRIBUTION**

This Prospectus is being filed in the Qualifying Jurisdictions to qualify the distribution of:

1. 16,000,000 Unit Shares;
2. 16,000,000 Warrants; and
3. 1,120,000 Underwriter Warrants.

On or about November 20, 2018, the Company is expecting to close the Offering of 16,000,000 Units contemplated herein. Pursuant to the Underwriting Agreement, the Company engaged the Underwriter to conduct the Offering on a bought deal basis in the Qualifying Jurisdictions and in certain other jurisdictions outside of Canada. Under the Underwriting Agreement, the Company has agreed to sell and the Underwriter has agreed to purchase on the Closing Date the Units at a price of \$2.50 per Unit payable in cash to the Company against delivery. The Offering price and the other terms of the Offering were determined by arm's length negotiation between the Company and the

Underwriter. The obligations of the Underwriter under the Underwriting Agreement may be terminated at their discretion on the basis of any material change in relation to the Company or any event which materially adversely affects, or will materially adversely affect, the financial markets or the business, operations or affairs of the Company and may also be terminated upon the occurrence of certain stated events. The Underwriter is, however, obligated to take up and pay for all of the Units if any of the Units are purchased under the Underwriting Agreement.

Without affecting the firm obligation of the Underwriter to purchase from the Company all of the Units at the Offering Price in accordance with the Underwriting Agreement, after the Underwriter has made reasonable efforts to sell all of the Units at the Offering Price, the Offering Price may be decreased by the Underwriter and further changed from time to time to an amount not greater than the Offering Price. Such decrease in the Offering Price will not affect the Underwriter Fee to be paid by the Company to the Underwriter, and it will not decrease the amount of the net proceeds of the Offering to be paid by the Underwriter to the Company, before deducting expenses of the Offering. The Underwriter will inform the Company if the Offering Price is decreased.

Pursuant to the Underwriting Agreement, the Company will pay the Underwriter a cash commission equal to 7.0% of the gross proceeds from the sale of the Units under the Offering. The Company is responsible for certain fees and expenses incurred by the Underwriter in connection with the issuance and distribution of the Units.

As additional compensation, the Company will issue to the Underwriter 1,120,000 Underwriter Warrants, representing 7.0% of the number of Units sold under the Offering. Each Underwriter Warrant is convertible into one Underwriter Warrant Share at an exercise price of \$2.50 per share at any time prior to the Underwriter Warrant Expiry Date.

The Company has granted to the Underwriter the Over-Allotment Option, exercisable in whole or in part and at any time not later than 30 days after and including the Closing Date, to purchase up to either: (i) an additional 2,400,000 Over-Allotment Units at the Offering Price for additional gross proceeds of up to \$6,000,000; or (ii) 2,400,000 Over-Allotment Warrants at a price of \$0.22 per Over-Allotment Warrant for additional gross proceeds of up to \$528,000, or any combination thereof, solely to cover over-allocations, if any, and for market stabilization purposes. The Prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units and Over-Allotment Warrants issuable upon the exercise of the Over-Allotment Option. A purchaser who acquires Over-Allotment Units or Over-Allotment Warrants forming part of the Underwriter's over-allocation position acquires those securities under this Prospectus, 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 to purchase the Over-Allotment Units is exercised in full, the Underwriter will receive an additional 168,000 Underwriter Warrants and an additional Underwriter Fee of \$420,000. If the Over-Allotment Option to purchase the Over-Allotment Warrants is exercised in full, the Underwriter will receive an Underwriter's Fee of \$36,960.

Except as disclosed above, no compensation will be paid to any finder or agent in connection with the Offering.

In connection with the Offering, the Underwriter may over-allocate or effect transactions which stabilize or maintain the market price of the Units at levels other than those which otherwise might prevail on the open market, including: stabilizing transactions; short sales (i.e., the sale by the Underwriter of a greater number of Units than they are required to purchase in the Offering); and purchases to cover positions created by short sales; and syndicate covering transactions. Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of the Units while the Offering is in progress. The Underwriter must close out any short position by purchasing Units in the open market. A short position is more likely to be created if the Underwriter is concerned that there may be downward pressure on the price of the Units in the open market that could adversely affect investors who purchase in the Offering.

In addition, in accordance with rules and policy statements of certain Canadian securities regulators, the Underwriter may not, at any time during the period of distribution, bid for or purchase Units. The foregoing restriction is, however, subject to exceptions where the bid or purchase is not made for the purpose of creating actual or apparent active trading in, or raising the price of, the Units. These exceptions include a bid or purchase permitted under the rules of applicable regulatory authorities and the TSXV relating to market stabilization and

passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution.

As a result of these activities, the price of the Units may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the Underwriter at any time. The Underwriter may carry out these transactions on any stock exchange on which Units are listed, in the over-the-counter market, or otherwise.

All transfers or exercises, as applicable of Unit Shares and Warrants represented by the Global Certificate will occur in accordance with CDS's rules and procedures. The rights of a holder of Unit Shares or Warrants represented by the Global Certificate will be exercised only through CDS and the CDS participants and will be limited to those established by law and agreements between such holders and CDS and the CDS participants upon instructions from the CDS participants. Each of the Warrant Agent and the Company may deal with CDS for all purposes as the authorized representative of the respective holders of Warrants issued pursuant to the Offering, and such dealing with CDS will constitute satisfaction or performance, as applicable, of their respective obligations under the Warrant Indenture.

On the exercise of the Warrants issued under the Global Certificate, it is anticipated that the Warrant Shares will be issued in CDS form and registered in the name of the subscribers. No certificates evidencing Unit Shares, Warrants or Warrant Shares will be issued to holders. Holders of Unit Shares, Warrants and Warrant Shares will receive only a customer confirmation which describes the Unit Shares, Warrants and Warrant Shares issued to them.

On the closing of the Offering, the Company will issue the Underwriter Warrant Certificate. On the exercise of the Underwriter Warrants, it is anticipated that certificates will be issued for the Underwriter Warrant Shares.

The Warrant Indenture (in the case of the Warrants) and the Underwriter Warrant Certificate (in the case of the Underwriter Warrants) will each provide that in the event of certain alterations of the outstanding Common Shares, including any subdivision, consolidation or reclassification, an adjustment will be made to the terms of the Warrants and Underwriter Warrants such that the holders will, upon the exercise of the Warrants and Underwriter Warrants following the occurrence of any of those events, be entitled to receive the same number and kind of securities that they would have been entitled to receive had they exercised their Warrants and Underwriter Warrants prior to the occurrence of those events. No fractional Warrant Shares or Underwriter Warrant Shares will be issued upon the exercise of the Warrants or Underwriter Warrants. The holding of Warrants and Underwriter Warrants does not make the holder a shareholder of the Company or entitle the holder to any right or interest granted to shareholders. The Warrant Indenture (in the case of the Warrants) and the Underwriter Warrant Certificate (in the case of the Underwriter Warrants) each provide that all holders of Warrants and Underwriter Warrants will be bound by any resolution passed at a meeting of the holders of Warrants or Underwriter Warrants, as applicable, held in accordance with the provisions of the Warrant Indenture or the Underwriter Warrant Certificate, as applicable. The foregoing summary of certain provisions of the Warrant Indenture and the Underwriter Warrant Certificate is qualified in its entirety by reference to the provisions of the Warrant Indenture and the Underwriter Warrant Certificate, copies of which may be obtained on request without charge from the Chief Financial Officer of the Company at 750-1095 West Pender Street, Vancouver, BC, V6E 2M6, telephone (888) 728-1832. See "Description of the Securities Being Distributed".

The Warrants and all Warrants to be issued upon the exercise of the Over-Allotment Option, including the Over-Allotment Warrants, will be created and issued pursuant to the terms of the Warrant Indenture between the Company and the Warrant Agent that will be entered into on the Closing Date. This may affect the trading price of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. See "Description of the Securities Being Distributed".

The Company has agreed to indemnify the Underwriter and their affiliates and their respective directors, officers, employees and agents against certain liabilities and expenses.

The outstanding Common Shares are currently listed on the TSXV under the symbol "PAT". The Company has applied to the TSXV for approval of the Offering and the issuance of the Unit Shares, Warrants, Warrant Shares, Underwriter Warrants and Underwriter Warrant Shares. On November 13, 2018, the last day on which the Common Shares traded prior to the date of this Prospectus, the closing price of the Common Shares on the TSXV was \$2.62.

Subject to the Company fulfilling all the listing requirements of the TSXV, all securities qualified by this Prospectus with the exception of the Underwriter Warrants will be listed on the TSXV.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Unit Shares, Warrants, Warrant Shares, Underwriter Warrants and Underwriter Warrant Shares qualified by this Prospectus within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act). None of the Unit Shares, Warrants, Warrant Shares, Underwriter Warrants and Underwriter Warrant Shares have been or will be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Warrants and Underwriter Warrants may not be exercised by or on behalf of a U.S. Person or a person in the United States unless an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws is available. Accordingly, the Unit Shares, Warrants, Warrant Shares, Underwriter Warrants and Underwriter Warrant Shares will bear appropriate legends evidencing the restrictions on the offering, sale and transfer of such securities.

## **DESCRIPTION OF SECURITIES BEING DISTRIBUTED**

### **Unit Shares**

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at November 13, 2018, 117,398,044 Common Shares are issued and outstanding as fully paid and non-assessable.

#### *Voting rights, payment of dividends and distribution of assets upon winding-up*

Each Common Share entitles the holder thereof to one vote at all meetings of the Company's shareholders. The holders of Common Shares are entitled to receive, as and when declared by Patriot's Board of Directors, dividends payable in money, property or by the issue of fully-paid Common Shares. If the Company is dissolved, wound-up, whether voluntarily or involuntarily, or there is a distribution of Patriot's assets among shareholders for the purpose of winding-up its affairs, the holders of Common Shares are entitled to receive Patriot's remaining property.

### **Warrants and Over-Allotment Warrants**

The Warrants and all Warrants to be issued upon the exercise of the Over-Allotment Option, including the Over-Allotment Warrants, will be issued under and governed by the terms of the Warrant Indenture. The Company will appoint the principal transfer offices of the Warrant Agent in Toronto, Ontario as the location at which Warrants may be surrendered for exercise or transfer. The following summary of certain provisions of the Warrant Indenture does not purport to be complete and is qualified in its entirety by reference to the provisions of the Warrant Indenture, a copy of which may be obtained on request without charge from the Chief Financial Officer of the Company at 750-1095 West Pender Street, Vancouver, BC, V6E 2M6, telephone (888) 728-1832.

Each Warrant and Over-Allotment Warrant will entitle the holder thereof to purchase one Warrant Share, at a price of \$3.25 per share at any time prior to 5:00 p.m. (Vancouver time) on the date this is twenty-four (24) months from the Closing Date, after which time the Warrants and Over-Allotment Warrants will expire and become null and void. The exercise price and the number of Warrant Shares issuable upon exercise of Warrants and Over-Allotment Warrants are both subject to adjustment in certain circumstances as more fully described below.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and Over-Allotment Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including if the Company:

- (a) subdivides, re-divides or changes its outstanding Common Shares into a greater number of shares;
- (b) consolidates, reduces or combines its outstanding Common Shares into a smaller number of shares; or

- (c) issues convertible securities to the holders of all or substantially all of the outstanding Common Shares by way of a stock dividend (other than the issue of Common Shares or convertible securities to such holders as dividends paid in the ordinary course).

No fractional Warrant Shares will be issuable upon the exercise of any Warrants, and no cash or other consideration will be paid in lieu of fractional shares. Holders of Warrants will not have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.

Under the terms of the Warrant Indenture, the Company and the Warrant Agent may, when authorized by the Company's directors, execute and deliver supplemental indentures to modify the provisions of Warrant Indenture that, in the opinion of counsel to the Company and the Warrant Agent, are necessary or advisable, provided the same are not, in the opinion of counsel to the Company and the Warrant Agent, prejudicial to the interests of the holders of Warrants.

Under the terms of the Warrant Indenture, the holders of Warrants and Over-Allotment Warrants, collectively, will have the power exercisable by an affirmative vote of not less than 75% of the Warrants then outstanding, to agree to any modification, abrogation, alteration, compromise or arrangement of the rights of holders of Warrants and Over-Allotment Warrants or the Warrant Agent under the Warrant Indenture or otherwise.

### Underwriter Warrants

The Underwriter Warrants will be issued under and governed by the terms of the Underwriter Warrant Certificate. The Underwriter Warrant Certificate will provide that each Underwriter Warrant may be exercisable at the Offering Price of \$2.50 to acquire one Underwriter Warrant Share for a period of twenty-four (24) months from the Closing Date, after which time the Underwriter Warrants will expire and become null and void.

No fractional Underwriter Warrant Shares will be issuable upon the exercise of any Underwriter Warrants. Holders of Underwriter Warrants will not have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.

### PRIOR SALES

The following table summarizes the issuance by Patriot of Common Shares and securities exercisable or convertible into Common Shares, during the 12-month period before the date of this Prospectus (excluding the Offering):

#### Securities Issued under Prospectus Offerings

Date	Number and Type of Securities Issued	Issue Price	Gross Proceeds from Sale of Securities	Nature of Consideration Received
22-February-18	12,650,000 Units <sup>(1)</sup>	\$2.00	\$25,300,000	Cash
31-October-17	9,602,500 Units <sup>(2)</sup>	\$1.20	\$11,523,000	Cash

Notes:

- (1) Issued pursuant to the 2018 Bought Deal Financing. Units are comprised of one Common Share and one-half of one common share purchase warrant of the Company, each whole warrant exercisable into one additional Common Share for a period of 3 years from February 22, 2018 at an exercise price of \$2.40 per Common Share.
- (2) Issued pursuant to the 2017 Bought Deal Financing. Units are comprised of one Common Share and one-half of one common share purchase warrant of the Company, each whole warrant exercisable into one additional Common Share for a period of 3 years from October 31, 2017 at an exercise price of \$1.70 per Common Share.

#### Securities Issued to Brokers

Date	Number and Type of Securities Issued	Deemed Issue Price
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22-February-18	885,500 underwriter warrants <sup>(1)</sup>	N/A
31-October -17	672,175 underwriter warrants <sup>(2)</sup>	N/A

Notes:

- (1) Issued pursuant to the 2018 Bought Deal Financing. Each underwriter warrant entitles the holder thereof to purchase one additional Common Share at a price of \$2.00 per underwriter warrant on or before 5:00 pm (Vancouver time) on February 22, 2020.
- (2) Issued pursuant to the 2017 Bought Deal Financing. Each underwriter warrant entitles the holder thereof to purchase one additional Common Share at a price of \$1.20 per underwriter warrant on or before 5:00 pm (Vancouver time) on October 31, 2019.

### Common Shares Issued Pursuant to the Exercise of Stock Options

Date	Number of Common Shares Issued	Issue Price	Gross Proceeds from Sale of Securities	Nature of Consideration Received
8-Jan-18	15,000	\$0.30	\$4,500.00	Cash
24-Jan-18	125,000	\$0.65	\$81,250.00	Cash
31-Jan-18	25,000	\$1.00	\$25,000.00	Cash
8-Feb-18	25,000	\$0.73	\$18,250.00	Cash
2-Apr-18	75,000	\$0.80	\$60,000.00	Cash
4-Apr-18	64,500	\$0.30	\$19,350.00	Cash
18-Apr-18	25,000	\$0.73	\$18,250.00	Cash
18-Apr-18	30,000	\$0.30	\$9,000.00	Cash
30-Jul-18	100,000	\$0.30	\$30,000.00	Cash
30-Jul-18	165,000	\$0.185	\$30,525.00	Cash
12-Sep-18	20,000	\$0.30	\$6,000.00	Cash
17-Sep-18	25,000	\$0.73	\$18,250.00	Cash
17-Sep-18	25,000	\$0.65	\$16,250.00	Cash
05-Oct-18	25,000	\$1.00	\$25,000.00	Cash
05-Oct-18	37,500	\$0.65	\$24,375.00	Cash
19-Oct-18	10,000	\$0.30	\$3,000.00	Cash
29-Oct-18	50,000	\$1.00	\$50,000.00	Cash
29-Oct-18	120,000	\$0.30	\$36,000.00	Cash

### Common Shares Issued Pursuant to the Exercise of Warrants

Date	Number of Common Shares Issued	Issue Price	Gross Proceeds from Sale of Securities	Nature of Consideration Received
31-Oct-17	1,700	\$1.25	\$2,125.00	Cash
2-Nov-17	190,000	\$0.30	\$57,000.00	Cash
7-Nov-17	17,768	\$0.30	\$5,330.40	Cash
7-Nov-17	20,000	\$0.20	\$4,000.00	Cash

<b>Date</b>	<b>Number of Common Shares Issued</b>	<b>Issue Price</b>	<b>Gross Proceeds from Sale of Securities</b>	<b>Nature of Consideration Received</b>
15-Nov-17	40,000	\$0.20	\$8,000.00	Cash
15-Nov-17	60,000	\$0.30	\$18,000.00	Cash
1-Dec-17	25,000	\$0.20	\$5,000.00	Cash
8-Dec-17	15,000	\$0.30	\$4,500.00	Cash
12-Dec-17	250,000	\$0.10	\$25,000.00	Cash
18-Dec-17	100,000	\$0.10	\$10,000.00	Cash
18-Dec-17	12,222	\$0.30	\$3,666.60	Cash
19-Dec-17	100,000	\$0.10	\$10,000.00	Cash
19-Dec-17	200,000	\$0.30	\$60,000.00	Cash
21-Dec-17	120,000	\$0.30	\$36,000.00	Cash
12-Jan-18	195,000	\$0.30	\$58,500.00	Cash
12-Jan-18	270,000	\$0.10	\$27,000.00	Cash
12-Jan-18	15,000	\$0.20	\$3,000.00	Cash
15-Jan-18	250,000	\$0.30	\$75,000.00	Cash
18-Jan-18	579,000	\$0.30	\$173,700.00	Cash
18-Jan-18	370,000	\$0.20	\$74,000.00	Cash
18-Jan-18	200,000	\$0.10	\$20,000.00	Cash
18-Jan-18	5,000	\$1.70	\$8,500.00	Cash
19-Jan-18	135,000	\$0.30	\$40,500.00	Cash
24-Jan-18	200,000	\$0.10	\$20,000.00	Cash
24-Jan-18	28,075	\$1.00	\$28,075.00	Cash
24-Jan-18	450,000	\$0.30	\$135,000.00	Cash
24-Jan-18	50,000	\$0.20	\$10,000.00	Cash
26-Jan-18	240,000	\$0.30	\$72,000.00	Cash
26-Jan-18	120,000	\$0.20	\$24,000.00	Cash
31-Jan-18	10,000	\$1.25	\$12,500.00	Cash
31-Jan-18	300,000	\$0.10	\$30,000.00	Cash
31-Jan-18	843,333	\$0.30	\$252,999.90	Cash
31-Jan-18	25,000	\$0.20	\$5,000.00	Cash
2-Feb-18	727,500	\$0.30	\$218,250.00	Cash
2-Feb-18	260,000	\$0.20	\$52,000.00	Cash
5-Feb-18	50,000	\$0.10	\$5,000.00	Cash
5-Feb-18	5,000	\$0.20	\$1,000.00	Cash
5-Feb-18	115,000	\$0.30	\$34,500.00	Cash

<b>Date</b>	<b>Number of Common Shares Issued</b>	<b>Issue Price</b>	<b>Gross Proceeds from Sale of Securities</b>	<b>Nature of Consideration Received</b>
7-Feb-18	100,000	\$0.20	\$20,000.00	Cash
7-Feb-18	310,000	\$0.30	\$93,000.00	Cash
8-Feb-18	25,000	\$0.30	\$7,500.00	Cash
9-Feb-18	230,000	\$0.30	\$69,000.00	Cash
14-Feb-18	106,333	\$0.30	\$31,899.90	Cash
15-Feb-18	50,000	\$0.30	\$15,000.00	Cash
15-Feb-18	380,000	\$0.20	\$76,000.00	Cash
16-Feb-18	145,000	\$0.30	\$43,500.00	Cash
19-Feb-18	79,444	\$0.30	\$23,833.20	Cash
23-Feb-18	40,000	\$0.30	\$12,000.00	Cash
2-Mar-18	100,000	\$0.30	\$30,000.00	Cash
5-Mar-18	300,000	\$0.30	\$90,000.00	Cash
6-Mar-18	377,778	\$0.30	\$113,333.40	Cash
7-Mar-18	20,000	\$0.30	\$6,000.00	Cash
7-Mar-18	223,146	\$1.00	\$223,146.00	Cash
19-Mar-18	175,000	\$0.30	\$52,500.00	Cash
26-Mar-18	20,000	\$0.20	\$4,000.00	Cash
26-Mar-18	800	\$0.30	\$240.00	Cash
2-Apr-18	50,000	\$0.30	\$15,000.00	Cash
4-Apr-18	123,000	\$0.30	\$36,900.00	Cash
6-Apr-18	710,000	\$0.20	\$142,000.00	Cash
11-Apr-18	9,685	\$0.20	\$1,937.00	Cash
11-Apr-18	206,500	\$0.30	\$61,950.00	Cash
13-Apr-18	1,350,000	\$0.10	\$135,000.00	Cash
13-Apr-18	50,000	\$1.00	\$50,000.00	Cash
18-Apr-18	25,000	\$0.30	\$7,500.00	Cash
1-May-18	11,250	\$1.00	\$11,250.00	Cash
2-May-18	25,000	\$0.20	\$5,000.00	Cash
9-May-18	270,000	\$0.30	\$81,000.00	Cash
10-May-18	100,000	\$0.30	\$30,000.00	Cash
10-May-18	20,000	\$1.00	\$20,000.00	Cash
11-May-18	50,000	\$0.30	\$15,000.00	Cash
17-May-18	20,000	\$0.30	\$6,000.00	Cash
22-May-18	25,000	\$0.20	\$5,000.00	Cash

<b>Date</b>	<b>Number of Common Shares Issued</b>	<b>Issue Price</b>	<b>Gross Proceeds from Sale of Securities</b>	<b>Nature of Consideration Received</b>
22-May-18	166,833	\$0.30	\$50,049.90	Cash
23-May-18	91,666	\$0.30	\$27,499.80	Cash
24-May-18	10,000	\$0.30	\$3,000.00	Cash
25-May-18	10,000	\$0.30	\$3,000.00	Cash
25-May-18	15,000	\$0.20	\$3,000.00	Cash
4-Jun-18	24,999	\$0.30	\$7,499.70	Cash
4-Jun-18	100,000	\$0.20	\$20,000.00	Cash
11-Jun-18	30,000	\$0.30	\$9,000.00	Cash
13-Jun-18	83,000	\$0.30	\$24,900.00	Cash
14-Jun-18	70,000	\$0.20	\$14,000.00	Cash
14-Jun-18	40,000	\$0.30	\$12,000.00	Cash
20-Jun-18	35,000	\$0.20	\$7,000.00	Cash
21-Jun-18	50,000	\$0.20	\$10,000.00	Cash
3-Jul-18	70,000	\$0.30	\$21,000.00	Cash
4-Jul-18	150,000	\$0.10	\$15,000.00	Cash
9-Jul-18	50,000	\$0.30	\$15,000.00	Cash
10-Jul-18	449,999	\$0.30	\$134,999.70	Cash
18-Jul-18	45,000	\$0.30	\$13,500.00	Cash
19-Jul-18	300,000	\$0.30	\$90,000.00	Cash
30-Jul-18	357,500	\$0.30	\$107,250.00	Cash
1-Aug-18	70,800	\$0.30	\$21,240.00	Cash
2-Aug-18	77,778	\$0.30	\$23,333.40	Cash
4-Aug-18	38,000	\$0.20	\$7,600.00	Cash
8-Aug-18	20,000	\$0.30	\$6,000.00	Cash
9-Aug-18	333,333	\$0.30	\$99,999.90	Cash
13-Aug-18	535,300	\$0.30	\$160,590.00	Cash
14-Aug-18	421,500	\$0.30	\$126,450.00	Cash
15-Aug-18	183,500	\$0.20	\$36,700.00	Cash
15-Aug-18	22,500	\$0.30	\$6,750.00	Cash
16-Aug-18	13,500	\$0.30	\$4,050.00	Cash
21-Aug-18	75,000	\$0.30	\$22,500.00	Cash
27-Aug-18	50,000	\$0.30	\$15,000.00	Cash
28-Aug-18	4,000	\$1.25	\$5,000.00	Cash
28-Aug-18	300,000	\$0.30	\$90,000.00	Cash

Date	Number of Common Shares Issued	Issue Price	Gross Proceeds from Sale of Securities	Nature of Consideration Received
29-Aug-18	120,000	\$0.20	\$24,000.00	Cash
5-Sep-18	35,000	\$0.30	\$10,500.00	Cash
7-Sep-18	40,000	\$0.30	\$12,000.00	Cash
12-Sep-18	85,000	\$0.30	\$25,550.00	Cash
18-Sep-18	23,650	\$0.30	\$7,095.00	Cash
21-Sep-18	50,000	\$0.30	\$15,000.00	Cash
27-Sep-18	15,000	\$0.30	\$4,500.00	Cash
2-Oct-18	74,000	\$0.30	\$22,200.00	Cash
4-Oct-18	263,200	\$0.30	\$78,960.00	Cash
5-Oct-18	75,000	\$0.30	\$22,500.00	Cash
11-Oct-18	56,666	\$0.30	\$16,999.80	Cash
11-Oct-18	28,375	\$1.25	\$35,468.75	Cash
12-Oct-18	740,785	\$0.30	\$222,235.50	Cash
19-Oct-18	2,500	\$1.00	\$2,500.00	Cash
19-Oct-18	43,500	\$0.20	\$8,700.00	Cash
23-Oct-18	15,000	\$0.20	\$3,000.00	Cash
25-Oct-18	407,781	\$0.30	\$122,334.30	Cash
26-Oct-18	100,000	\$0.30	\$30,000.00	Cash
29-Oct-18	30,000	\$0.30	\$9,000.00	Cash
30-Oct-18	155,997	\$0.30	\$46,799.10	Cash
31-Oct-18	600,000	\$0.30	\$180,000	Cash
5-Nov-18	635,000	\$0.30	\$190,500.00	Cash
6-Nov-18	280,000	\$0.30	\$84,000.00	Cash
7-Nov-18	87,500	\$0.30	\$26,250.00	Cash
8-Nov-18	19,350	\$0.30	\$5,805.00	Cash

## TRADING PRICE AND VOLUME

### Trading Price and Volume

The Company's Common Shares are listed and posted for trading on the TSXV under the symbol "PAT". On November 13, 2018, the last complete trading day before the date of this Prospectus, the closing price of the Common Shares on the TSXV was \$2.62. The following table sets out the high and low closing share prices and the aggregate volume of trading of the Company's Common Shares on the TSXV for the months indicated. The Common Shares were first listed for trading on the TSXV on May 15, 2012.

Date	High (\$)	Low (\$)	Volume (no. of Common Shares)
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<b>Date</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Volume (no. of Common Shares)</b>
October, 2017	1.95	0.76	77,012,000
November, 2017	1.65	1.03	25,603,000
December, 2017	1.50	1.06	13,589,000
January, 2018	2.58	1.11	43,049,000
February, 2018	2.42	1.63	33,866,000
March, 2018	2.03	1.53	13,044,000
April, 2018	1.79	1.54	6,745,000
May, 2018	1.70	1.41	7,443,000
June, 2018	1.63	1.23	10,398,000
July, 2018	1.68	1.33	6,295,000
August, 2018	1.92	1.56	16,870,000
September, 2018	2.00	1.62	9,447,000
October, 2018	3.01	1.93	39,671,000
November 1-13, 2018	2.77	2.33	10,166,000

The Company has a class of Warrants listed and posted for trading on the TSXV under the symbol “PAT.WT”. On November 13, 2018, the last complete trading day before the date of this Prospectus, the closing price of the PAT.WT Warrants on the TSXV was \$1.76. The following table sets out the high and low closing prices and the aggregate volume of trading of the PAT.WT Warrants on the TSXV for the months indicated. The PAT.WT Warrants were first listed for trading on the TSXV on October 4, 2017.

<b>Date</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Volume (no. of Warrants)</b>
October, 2017	1.20	0.38	2,452,000
November, 2017	0.97	0.50	458,000
December, 2017	0.87	0.60	139,000
January, 2018	1.55	0.56	588,000
February, 2018	1.29	0.88	470,000
March, 2018	1.09	0.65	207,000
April, 2018	0.77	0.68	117,000
May, 2018	0.75	0.52	127,000
June, 2018	0.72	0.50	182,000
July, 2018	0.90	0.55	143,000
August, 2018	0.97	0.72	438,000
September, 2018	1.10	0.76	166,000
October, 2018	1.74	0.94	666,000
November 1-13, 2018	1.89	1.50	81,000

The Company has a class of Warrants listed and posted for trading on the TSXV under the symbol “PAT.WT.A”. On November 13, 2018, the last complete trading day before the date of this Prospectus, the closing price of the PAT.WT.A Warrants on the TSXV was \$1.23. The following table sets out the high and low closing prices and the aggregate volume of trading of the PAT.WT.A Warrants on the TSXV for the months indicated. The PAT.WT.A Warrants were first listed for trading on the TSXV on November 3, 2017.

<b>Date</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Volume (no. of Warrants)</b>
November, 2017	0.48	0.25	674,000
December, 2017	0.75	0.33	289,000
January, 2018	0.98	0.385	1,452,000
February, 2018	0.93	0.54	326,000
March, 2018	0.65	0.45	407,000
April, 2018	0.60	0.49	113,000
May, 2018	0.55	0.40	109,000
June, 2018	0.50	0.40	44,000
July, 2018	0.59	0.365	240,000
August, 2018	0.69	0.53	236,000
September, 2018	0.78	0.54	293,000
October, 2018	1.25	0.67	695,000
November 1-13, 2018	1.30	0.98	240,000

### **INTERESTS OF EXPERTS**

Certain legal matters relating to the distribution of the Unit Shares, Warrants, Warrant Shares, Underwriter Warrants and Underwriter Warrant Shares pursuant to this Prospectus, including the opinion provided in “Eligibility for Investment”, will be passed upon by Miller Thomson LLP on behalf of Patriot, and Bennett Jones LLP on behalf of the Underwriter. As of the date of this Prospectus, the partners and associates of Miller Thomson LLP and the partners and associates of Bennett Jones LLP, each as a group, beneficially own, directly or indirectly, less than 1% of the Common Shares.

The following is a list of the persons or companies named as having prepared or certified a statement, report or valuation, in this Prospectus either directly or in a document incorporated by reference and whose profession or business gives authority to the statement, report or valuation made by the person or company:

- (a) Davidson & Company LLP, Chartered Professional Accountants of Vancouver, British Columbia were Patriot’s external auditor for the financial year ended July 31, 2017 and audited Patriot’s financial statements for its year ended July 31, 2017.

None of these entities (or designated professionals of the entities) or individuals holds, directly or indirectly, any of the Company’s issued and outstanding Common Shares. Based on information provided by the experts, none of the experts named above, when or after they prepared the statement, report or valuation, have received any registered or beneficial interests, direct or indirect, in any securities or other property of Patriot or of one of Patriot’s associates or affiliates or is expected to be elected, appointed or employed as a director, officer or employee of Patriot or of any associate or affiliate of Patriot.

Davidson & Company LLP, Patriot’s current auditors, are independent of Patriot in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia as of the date of this Prospectus.

## **PROMOTERS**

No person will be, or has been within the two (2) most recently completed financial years or during the current financial year, a promoter of Patriot.

## **RISK FACTORS**

For the purposes of this “Risk Factors” section, Patriot One Technologies Inc., Patriot One Detection Ltd. and Patriot One (UK) Limited shall collectively be referred to as “Patriot” or the “Company”.

There are a number of risks that may have a material and adverse impact on the future operating and financial performance of Patriot and could cause the Company's operating and financial performance to differ materially from the estimates described in forward-looking statements relating to the Company.

The acquisition of the securities being distributed under this Prospectus involves a high degree of risk. Any prospective investor should carefully consider all of the other information contained in this Prospectus (including the documents incorporated by reference in this Prospectus) before acquiring any of the securities distributed under this Prospectus. The risks described in this Prospectus are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems to be immaterial, may also materially and adversely affect its business. In addition, the following risk factors should be carefully considered by investors:

### ***Limited Operating History***

The Company has no history of earnings. The Company has no present prospect of generating revenue from the sale of products. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

### ***Negative Cash Flow for the Foreseeable Future***

The Company has a no history of earnings or cash flow from operations. The Company does not expect to generate material revenue or achieve self-sustaining operations for several years, if at all. To the extent that the Company has negative cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative cash flow.

### ***Reliance on Management***

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition. The success of the Company further depends on the continued ability to attract, retain, and motivate highly qualified management, clinical, and scientific personnel and to develop and maintain important relationships with leading academic institutions, companies, and thought leaders.

### ***Reliance on the successful development of prototype of Cognitive Microwave Radar (CMR-1)***

The Company's ability to generate future revenue or achieve or sustain profitable operations is largely dependent on its ability to attract experienced management with the requisite know-how to develop new devices and to partner with larger, more established companies in the industry to successfully commercialize products. Successfully developing the prototype of CRM-1 into a commercially viable device may take several years and significant financial resources, and the Company may not achieve this objective.

In order to commercialize any product, the Company will need to conduct trials, which may not succeed, and to obtain regulatory approvals, which it may fail to do. Although presently uncertain, CMR-1 may need to comply with

regulatory compliance requirements prescribed for users of WTMDs. Like several other electronic devices, WTMDs must meet certain environmental standards and electrical safety requirements. Furthermore, any detection equipment that is deployed for use at airports must comply with guidelines prescribed by the TSA, the FAA and related international standards, regulations and test certifications.

The Company does not know and is unable to predict the nature and frequency of any trials the TSA and FAA will require the Company to conduct before granting any necessary approvals. The development programs may not lead to a commercial product, either because of the failure to demonstrate that product candidates are safe and effective in trials or the failure to obtain necessary approvals from the TSA, FAA and/or similar foreign regulatory agencies or due to inadequate financial or other resources to advance product candidates through the trial process for successful commercialization.

***Reliance on a single product, CMR-1, and a decline in the growth of demand for these products would have a material adverse effect on our operating results and growth prospects***

Because the Company is currently substantially dependent on CMR-1 as its only product, factors such as changes in customer preferences may have a disproportionately greater impact on the Company than if it derived significant revenue from multiple lines of products. There can be no assurance that CMR-1 technology will attain or maintain long-term customer appeal. If customer interest in CMR-1 technology in general declines, or if there is increased competition in the market for microwave radar technology, the Company may experience a significant loss of sales, cancellation of orders from customers, loss of customers, excess inventories, inventory markdowns and deterioration of our brand image, and lower revenues and gross and operating margins as a result of price reductions and may be forced to liquidate excess inventories at a discount, any or all of which would have a material adverse impact on the Company's operating results and growth prospects.

The sales potential of the Company's products and solutions is still at an early pre-commercial stage. The ongoing and future demands for the Company's products and solutions, in existing and target industries, is yet to be fully established and is uncertain. There is a risk that the Company may not be able to obtain and maintain market share or that there is insufficient demand for the Company's product for revenue to be sustainable. The Company's future performance will be dependent on its ability to design, develop, manufacture, assemble, test, market and support its current products, as well as to continue developing new products and enhancing its current products, in a timely and cost effect manner on behalf of its customers.

The Company's existing contractual relationships gives it confidence in its ability to achieve sales and maintain a customer base within its target industries, notwithstanding the risks outlined above. The Company has, and will continue to, invest in new product development to expand its business within existing markets. The Company plans to utilize funds raised from the Offering to build on existing, and develop new, relationships in the industry (see "Use of Proceeds"). The Company also plans to prioritize its research and development efforts on technologies that offer attractive long-term growth opportunities by improving its product performance and expanding its product portfolio. The Company is actively looking at the integration of other technologies onto a common platform. Until such time as that potential integration is done, CMR-1 will remain the sole product with attendant risks from lack of diversity and technical challenges.

***Patriot has a history of losses and the Company may be unable to achieve or sustain profitability***

At April 30, 2018, the Company has incurred losses since its inception and has an accumulated deficit of \$15,838,176. The Company expects to incur a net loss in 2018. Patriot does not know if business operations will become profitable or if the Company will continue to incur net losses beyond 2018. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The Company expects to incur significant expenses as it develops and expands its business, which will make it harder for the Company to achieve and maintain future profitability. The Company may incur significant losses in the future for a number of reasons, including the other risks described in this Prospectus (including the documents incorporated herein by reference), and the Company may encounter unforeseen expenses, difficulties, complications, delays and other unknown events. Accordingly, the Company may not be able to achieve or maintain profitability.

***Because many of Patriot's expenses will be fixed, the Company may not be able to limit its losses if the Company fails to achieve forecasted revenue***

To commence commercialization of Patriot's technology, the Company may be required to make significant investments in operations. If the Company's product trials are unsuccessful or the Company's business does not develop as quickly as anticipated, or if there is a lack of demand for the Company's products, the Company may be unable to offset these costs, and the Company's operating results may be adversely affected as a result of high operating expenses, reduced margins, underutilization of capacity and asset impairment charges. Moreover, the Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry.

***Concealed weapons detection is a relatively new market and the rate of adoption and the Company's associated growth in anticipated markets may not be representative of rates of adoption or future growth in other markets***

The Company is expected to derive 100% of its revenues in subsequent years from commercial sale and implementation of weapons detection technology, a relatively new and rapidly evolving market. If this market fails to grow or grows more slowly than the Company currently anticipates, the Company's business would be negatively affected. To date, the Company has targeted markets the Company believes are the most likely to adopt its technology. However, there is no assurance the Company will be successful in these markets or will be able to expand beyond these markets.

***Reliance on Third Parties (McMaster University and Copper Mountain)***

If the third parties on whom the Company relies do not properly and successfully carry out their obligations to the Company, it may not be able to develop, obtain regulatory approval for, or commercialize its products.

***Growth may place significant demands on the Company's management and the Company's resources***

The Company expects to experience substantial growth in its business. This growth has placed and may continue to place significant demands on the Company's management and Company's operational and financial resources. Patriot may not be able to provide the scale of operation necessary to meet the demands associated with its growth. As the Company grows, the Company will need to implement new systems and software to help run the Company's operations. As the Company's operations grow in size, scope and complexity, the Company will need to continue to improve and upgrade the Company's systems and infrastructure to offer an increasing number of customers enhanced services, solutions and features. The Company may choose to commit significant financial, operational and technical resources in advance of an expected increase in the volume of business, with no assurance that the volume of business will increase. Continued growth could also strain the Company's ability to maintain reliable service levels for existing and new customers, which could adversely affect the Company's reputation and business.

***Future acquisitions could disrupt the Company's business and harm the Company's financial condition and operating results***

The Company's success will depend, in part, on the Company's ability to expand the Company's markets and grow the Company's business in response to changing technologies, customer needs and competitive pressures. The Company may seek to grow the Company's business by acquiring complementary businesses, solutions or technologies. The identification of suitable acquisition candidates can be difficult, time-consuming and costly, and the Company may not be able to successfully complete identified acquisitions. In addition, the Company may not be able to successfully assimilate and integrate the business, technologies, solutions, personnel or operations of any company the Company acquires. Acquisitions may also involve the entry into geographic or business markets in which the Company has little or no prior experience. Moreover, the anticipated benefits of any acquisition, investment or business relationship may not be realized or the Company may be exposed to unknown liabilities. For one or more of those transactions, the Company may, among other things:

- issue additional equity securities that would dilute the holders of Common Shares;
- use cash that the Company may need in the future to operate its business;
- incur debt on terms unfavorable to the Company or that the Company is unable to repay;
- incur large charges or expenses or assume substantial liabilities;

- amortize expenses related to goodwill and other intangible assets;
- encounter difficulties retaining key employees of the acquired companies or integrating diverse software codes or business cultures; and
- become subject to adverse tax consequences, substantial depreciation or deferred compensation charges.

Any of these risks could harm the Company's business and operating results.

***The impact of worldwide economic conditions, including the resulting effect on target market spending, may adversely affect the Company's business, operating results and financial condition***

The Company's anticipated performance will be subject to worldwide economic conditions, such as unemployment levels, interest rates or inflation rates, each of which influence, among other things, consumer trends and the levels of government and private sector security spending.

The Company expects a number of factors to cause the Company's operating results to fluctuate on a quarterly basis, which may make it difficult to predict the Company's future performance.

The Company's revenues, if any, and operating results could vary significantly from quarter to quarter because of a variety of factors, many of which are outside of the Company's control. As a result, comparing the Company's operating results on a period-to-period basis may not be meaningful. In addition to other risk factors discussed in this section, factors that may contribute to the variability of the Company's quarterly results include:

- the impact of worldwide economic conditions and their impact on levels of security and defense spending;
- certain fixed costs inherent in the Company's business, which limit the Company's ability to adjust for period-to-period changes in demand;
- system interruptions that impair access to the Company's customers, key vendors or communication with the Company's technology and any related impact on the Company's reputation;
- the Company's ability to forecast revenues accurately and appropriately plan the Company's expenses; and
- the impact of fluctuations in currency exchange rates, to the extent that the Company sources material or labour from outside of Canada, sells its products outside of Canada or operates outside of Canada.

In addition, the Company's operating results may not meet the expectations of investors or public market analysts who follow the Company.

Managing the Company's growth will require significant expenditures and allocation of valuable management resources, and the failure to do so appropriately may harm the Company's business, operating results and financial condition.

***If the security of customers' confidential information stored in the Company's systems is breached or otherwise subjected to unauthorized access, the Company's reputation or brand may be harmed and the Company may be exposed to liability and a loss of customers***

It is expected that the Company's system will store, process and transmit some confidential information of its customers. Presently, the Company plans to outsource the storing, processing and transmission of certain information to a third party service provider. It is expected that the Company will rely on encryption, authentication and other technologies licensed from third parties, as well as administrative and physical safeguards, to secure such confidential information. Any compromise of the Company's security or the security of its third party service providers could damage the Company's reputation and brand and expose the Company to risk of loss, costly litigation and liability that would substantially harm the Company's business and operating results. The Company and the Company's third party data center facilities may not adequately assess the internal and external risks posed to the security of the Company's systems and information and may not implement adequate preventative safeguards or take adequate reactionary measures in the event of a security incident. In addition, many jurisdictions have enacted laws requiring companies to notify individuals and often state authorities of data security breaches involving their personal data. These mandatory disclosures regarding a security breach often lead to widespread negative publicity, which may cause the Company's prospective customers to lose confidence in the effectiveness of the Company's data security measures. Any security breach, whether successful or not, would harm the Company's reputation and brand, and may result in the loss of customers.

***Failure to comply with various applicable laws, including the collection of sales or related taxes, could harm the Company's results of operations and financial condition***

The Company's business will be subject to various local, provincial and federal tax payment and collection requirements. Amounts that the Company is expected to be required to pay or collect may change as the Company's business develops and expands. As a result, the Company will need to continually ensure proper taxes are paid or collected and remitted to the appropriate tax agencies. If the Company does not collect the appropriate taxes from its customers, the Company may need to pay more than what it has collected. In addition, the Company may be audited by various agencies to ensure compliance with tax collection requirements. Such audits could result in additional sales or other tax collection obligations on the Company which the Company may not be able to recover from its customers. Such obligations could have a material adverse impact on the Company's future operating results.

***Failure to adequately protect the Company's intellectual property could substantially harm the Company's business and operating results***

As the Company's business depends substantially on the Company's intellectual property, the Company could be adversely affected if it does not adequately protect its intellectual property rights. The Company regards its marks, rights, and trade secrets and other intellectual property rights as critical to the success of the Company's business. To protect its investments and the Company's rights in these various intellectual properties, it may rely on a combination of patents, trademark and copyright law, trade secret protection and confidentiality agreements and other contractual arrangements with its employees, clients, strategic partners, acquisition targets and others to protect proprietary rights. These afford only limited protection. Despite the Company's efforts to protect its proprietary rights, unauthorized parties may attempt to copy aspects of the Company's technology's features, software and functionality or obtain and use information that the Company considers proprietary. There can be no assurance that the steps taken by the Company to protect proprietary rights will be adequate or that third parties will not infringe or misappropriate the Company's copyrights, trademarks and similar proprietary rights, or that the Company will be able to detect unauthorized use and take appropriate steps to enforce rights. Moreover, policing the Company's proprietary rights is difficult and may not always be effective. In particular, the Company may need to enforce the Company's rights under the laws of countries that do not protect proprietary rights to as great an extent as do the laws of the Canada. In addition, although the Company believes that its proprietary rights do not infringe on the intellectual property rights of others, there can be no assurance that other parties will not assert infringement claims against the Company. Such claims, even if not meritorious, could result in the expenditure of significant financial and managerial resources.

Litigation or proceedings before governmental authorities and administrative bodies in the United States, Canada and abroad may be necessary in the future to enforce the Company's intellectual property rights, to protect the Company's patent rights, trade secrets, trademarks and domain names and to determine the validity and scope of the proprietary rights of others. The Company's efforts to enforce or protect the Company's proprietary rights may be ineffective and could result in substantial costs and diversion of resources and could substantially harm the Company's operating results.

The Company will rely on trade secrets to protect technology where it does not believe patent protection is appropriate or obtainable. Trade secrets are difficult to protect. While commercially reasonable efforts to protect trade secrets will be used, strategic partners, employees, consultants, contractors or scientific and other advisors may unintentionally or willfully disclose information to competitors. If the Company is not able to defend patents or trade secrets, then it will not be able to exclude competitors from developing or marketing competing products, and the Company may not generate enough revenue from product sales to justify the development cost of products or achieve or maintain profitability.

The Company's exposure to risks associated with the use of intellectual property may increase as a result of acquisitions, as the Company has a lower level of visibility into the development process with respect to acquired technology or the care taken to safeguard against infringement risks.

Third parties may make infringement and similar or related claims after the Company has acquired technology that had not been asserted prior to the Company's acquisition. Patriot is not currently aware of any litigation or other proceedings or claims by third parties that its technologies or methods infringe upon their intellectual property. While it is the practice of Patriot to undertake pre-filing searches and analyses of developing technologies, the

Company cannot guarantee that Patriot has identified every patent or patent application that may be relevant to the research, development, or commercialization of its products. Moreover, the Company cannot assure that third parties will not assert valid, erroneous or frivolous patent infringement claims.

***Confidentiality agreements with employees and others may not adequately prevent disclosure of trade secrets and other proprietary information***

The Company expects to principally rely on patent protection to protect the Company's proprietary technologies; however, the Company's competitive advantage will rely to a certain extent on owned and developed trade secrets. Patriot has devoted substantial resources to the development of its proprietary technology and related processes. In order to protect the Company's proprietary technology and processes, the Company intends to rely in significant part on confidentiality and invention assignment agreements with the Company's employees, licensees, independent contractors and other advisors. These agreements may not effectively prevent disclosure of confidential information, may not deter independent third party development of similar technologies and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information or misappropriation of the Company's technology. In addition, others may independently discover trade secrets and proprietary information, and in such cases, the Company would not be able to assert any trade secret rights against such parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of the Company's proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect the Company's competitive business position.

***The Company's failure to raise additional capital necessary to expand the Company's operations and invest in the Company's business could reduce the Company's ability to compete successfully***

The Company may require additional capital in the future to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. Due to the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. To become and remain competitive, the Company requires research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company. The Company may not be able to obtain additional debt or equity financing on favorable terms, if at all. If the Company raises additional equity financing, the shareholders of the Company may experience significant dilution of their ownership interests, and the per-share value of the Common Shares could decline. Moreover, any new equity securities the Company issues could have rights, preferences and privileges senior to those of holders of Common Shares. If the Company engages in debt financing, the Company may be required to accept terms that restrict its ability to incur additional indebtedness and force it to maintain specified liquidity or other ratios. If the Company needs additional capital and cannot raise or otherwise obtain it on acceptable terms, it may not be able to, among other things:

- develop or introduce service enhancements to customers;
- continue to expand the Company's development, sales and marketing and general and administrative functions;
- acquire complementary technologies or businesses;
- expand the Company's operations;
- hire, train and retain employees; or
- respond to competitive pressures or unanticipated working capital requirements.

***The Company will depend on key and highly skilled personnel to operate its business and if the Company is unable to retain Patriot's current personnel or hire additional personnel, the Company's ability to develop and successfully market its business could be harmed***

The Company believes its future success will depend in large part upon the Company's ability to attract and retain highly skilled managerial, technical, finance and sales and marketing personnel. The Company plans to expand its work force domestically and, if applicable, internationally as the Company grows its business. The Company expects to compete in the market for personnel against numerous companies, including larger, more established competitors which have significantly greater financial resources than the Company and which may be in a better financial position to offer higher compensation packages to attract and retain human capital. The Company cannot

be certain that it will be successful in attracting and retaining the skilled personnel necessary to operate its business effectively in the future.

Moreover, the Company believes that its future success is highly dependent on the contributions of Patriot's executive team. Patriot's key employees possess a specialized knowledge of the Company's business and industry and would be extremely difficult to replace. In addition, the loss of any key employee or the inability to attract or retain qualified personnel could harm the market's perception of the Company and the Company's brand. Qualified individuals are in high demand, and the Company may incur significant costs to attract them. The Company may be unable to attract and retain suitably qualified individuals who are capable of meeting its growing operational and managerial requirements, or may be required to pay increased compensation in order to do so. While employment agreements will be used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. If the Company is unable to attract and retain the qualified personnel it will need to succeed, its business will suffer. Moreover, the success of the Company is dependent on management's ability to develop and maintain important relationships with leading academic institutions, companies and thought leaders. Any loss of the services of such individuals or relationships could have a material adverse effect on the Company's business, operating results or financial condition.

***The Company's business may require permits and licenses***

The operations of the Company and its products require licenses, certifications and permits from various governmental and regulatory authorities. There can be no assurance that such licenses and permits will be granted, maintained or renewed. Any failure to obtain, maintain or renew any of the licences and permits required by the Company or any of its subsidiaries could have a material adverse effect on the Company's business, operating results or financial condition.

Like many other electronic devices, such systems subject to environmental standards, Federal Communications Commission (FCC) compatibility regulations, and electrical safety requirements. Unlike millimetre wavelength scanners used in airports for example, no image of the human subject is generated; the system does not therefore raise any privacy concerns or regulatory issues associated with the capture of personal data. Further, restrictions relating to the use of ionizing radiation for non-medical systems are not applicable because the Company's products use low-power impulse radar system using microwaves for the stand-off detection of on-body concealed weapons. Microwaves are a safe non-ionizing energy with the capability to "see" through lightweight material such as clothing.

***The Company's business is subject to regulatory changes***

The business of the Company is subject to rapid regulatory changes. Failure to keep up with such changes may adversely affect the business of the Company. The Company's prospects must be considered in light of the risks, expenses, shifts, changes and difficulties frequently encountered with companies whose businesses are regulated by various federal, state and local governments. Active threat detection technology and similar companies are subject to a variety of regulatory requirements and the regulatory environment is ever changing particularly with recent legislation, the full impact of which is not yet understood as regulations have not been issued. Failure to follow regulatory requirements will have a detrimental impact on the business. Changes in legislation cannot be predicted and could irreparably harm the business.

***Low barriers to entry and high competition in the industry***

There is high potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Company. Competitive pressures created by any one of the Company's competitors could have a material adverse effect on the Company's business, results of operations and financial condition. New technologies and the expansion of existing technologies may increase the competitive pressures on the Company by enabling the Company's competitors to offer a lower-cost product.

### ***Risks associated with brand development of the Company***

The Company believes that continuing to strengthen its brand is critical to achieving widespread acceptance of the Company, particularly in light of the competitive nature of the Company's market. Promoting and positioning its brand will depend largely on the success of the Company's marketing efforts and the ability of the Company to provide high quality services. In order to promote its brand, the Company will need to increase its marketing budget and otherwise increase its financial commitment to creating and maintaining brand loyalty among users. There can be no assurance that brand promotion activities will yield increased revenues or that any such revenues would offset the expenses incurred by the Company in building its brand. If the Company fails to promote and maintain its brand or incurs substantial expenses in an attempt to promote and maintain its brand or if the Company's existing or future strategic relationships fail to promote the Company's brand or increase brand awareness, the Company's business, results of operations and financial condition would be materially adversely affected.

### ***The Company's business is subject to rapid technological change***

The business of the Company is subject to rapid technological changes. Failure to keep up with such changes may adversely affect the business of the Company. The Company is subject to the risks of companies operating in the active threat detection business. The market in which the Company competes is characterized by rapidly changing technology, evolving industry standards, frequent new service and product announcements, introductions and enhancements and changing customer demands. As a result, an investment in the stocks of the Company is highly speculative and is only suitable for investors who recognize the high risks involved and can afford a total loss of investment.

### ***The Company may become engaged in legal proceedings that could cause it to incur unforeseen expenses and could occupy a significant amount of the Company's management's time and attention***

The Company may be subject to litigation or claims that could negatively affect the Company's business operations and financial position. The Company may be subject to consumer class action lawsuits. Litigation disputes could cause the Company to incur unforeseen expenses, could occupy a significant amount of management's time and attention and could negatively affect the Company's business operations and financial position.

### ***The Company's business is subject to the risks of earthquakes, fires, floods and other natural catastrophic events and to interruption by manmade problems such as computer viruses and terrorism***

The Company's systems and operations are vulnerable to damage or interruption from earthquakes, volcanoes, fires, floods, power losses, telecommunications failures, terrorist attacks, acts of war, human errors, break-ins and similar events. For example, a significant natural disaster, such as an earthquake, fire or flood, could have a material adverse impact on the Company's business, operating results and financial condition, and the Company's insurance coverage may be insufficient to compensate the Company for losses that may occur. The Company's servers may also be vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with the Company's computer systems, which could lead to interruptions, delays, loss of critical data or the unauthorized disclosure of confidential data. The Company may not have sufficient protection or recovery plans in certain circumstances and the Company's business interruption insurance (as and if carried by the Company) may be insufficient to compensate the Company for losses that may occur. As the Company expects to rely heavily on its servers, computer and communications systems and the Internet to conduct the Company's business and provide a high quality customer experience, such disruptions could negatively impact the Company's ability to run the Company's business, which could have an adverse effect on the Company's operating results.

Further, the business of the Company may not be insurable or the insurance may not be purchased due to high cost. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Company.

### ***Risks Associated with International Operations of the Company***

A component of the Company's strategy is to expand internationally. Expansion into international markets will require management's attention and resources. The Company has limited experience in localizing its service, and the Company believes that many of its competitors are also undertaking expansion into foreign markets. There can be

no assurance that the Company will be successful in expanding into international markets. In addition to the uncertainty regarding the Company's ability to generate revenues from foreign operations and expand its international presence, there are certain risks inherent in doing business on an international basis, including, among others, regulatory requirements, legal uncertainty regarding liability, tariffs and other trade barriers, difficulties in staffing and managing foreign operations, longer payment cycles, different accounting practices, problems in collecting accounts receivable, political instability, seasonal reductions in business activity and potentially adverse tax consequences, any of which could adversely affect the success of the Company's international operations. To the extent the Company expands its international operations and has additional portions of its international revenues denominated in foreign currencies, the Company could become subject to increased risks relating to foreign currency exchange rate fluctuations. There can be no assurance that one or more of the factors discussed above will not have a material adverse effect on the Company's future international operations and, consequently, on the Company's business, results of operations and financial condition.

### ***Going-Concern Risk***

The Company's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing an equity or debt financing or in achieving or maintaining profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

### ***Conflicts of interest of directors and officers of the Company***

Certain of the directors and officers of the Company are, or may become directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies.

### ***Volatility of the Market Price of the Company's Common Shares***

The Common Shares are listed on the TSXV under the symbol "PAT". The TSXV is a more limited market than the Toronto Stock Exchange, the New York Stock Exchange or the NASDAQ Stock Market. The quotation of Common Shares on the TSXV may result in a less liquid market available for existing and potential shareholders to trade Common Shares, could depress the trading price of the Common Shares and could have a long-term adverse impact on the Company's ability to raise capital in the future.

Securities of junior companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. Patriot's Common Share price is also likely to be significantly affected by delays experienced in achieving the Company's development plans, a decrease in investor appetite for junior stocks or in adverse changes in the Company's financial condition or results of operations. Other factors unrelated to the Company's performance that could have an effect on the price of the Common Shares include the following:

- (i) the trading volume and general market interest in Patriot's Common Shares could affect a shareholder's ability to trade significant numbers of Common Shares; and
- (ii) the size of the public float in Patriot's Common Shares may limit the ability of some institutions to invest in the Company's securities.

As a result of any of these factors, the market price of the Common Shares at any given point in time might not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company could in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and would divert management's attention and resources.

### ***Future Share Issuances May Affect the Market Price of the Common Shares***

In order to finance future operations, the Company may raise funds through the issuance of additional Common Shares or the issuance of debt instruments or other securities convertible into Common Shares. Patriot cannot predict the size of future issuances of Common Shares or the issuance of debt instruments or other securities convertible into Common Shares or the dilutive effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares.

### ***Issuance of Debt***

From time to time the Company may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed partially or wholly with debt, which may increase the Company's debt levels above industry standards. The Company's constating documents do not limit the amount of indebtedness that the Company may incur. The level of the Company's indebtedness from time to time could impair the Company's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise, or at all. The Company's ability to service its debt obligations will depend on the Company's future operations, which are subject to prevailing industry conditions and other factors, many of which are beyond the control of the Company.

### ***Dividends***

The Company does not expect to pay any cash dividends in the future in favor of utilizing cash to support the development of its business. Any future determination relating to the Company's dividend policy will be made at the discretion of the Company's Board of Directors and will depend on a number of factors, including future operating results, capital requirements, financial condition and the terms of any credit facility or other financing arrangements the Company may obtain or enter into, future prospects and other factors the Company's Board of Directors may deem relevant at the time such payment is considered. As a result, shareholders will have to rely on capital appreciation, if any, to earn a return on their investment in the Common Shares in the foreseeable future.

### ***Difficulty to Forecast***

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

### ***Litigation***

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for the Company's common shares. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

Commercial success of the Company will depend in part on not infringing upon the patents and proprietary rights of other parties and enforcing its own patents and proprietary rights against others. The Company's research and development programs will be in highly competitive fields in which numerous third parties have issued patents and pending patent applications with claims closely related to the subject matter of the Company's programs. The Company is not currently aware of any litigation or other proceedings or claims by third parties that its technologies or methods infringe on their intellectual property.

While it is the practice of the Company to undertake pre-filing searches and analyses of developing technologies, it cannot guarantee that it has identified every patent or patent application that may be relevant to the research, development, or commercialization of its products. Moreover, it cannot assure that third parties will not assert valid, erroneous, or frivolous patent infringement claims.

### ***Uninsurable Risks***

The business of the Company may not be insurable or the insurance may not be purchased due to high cost. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Company.

### ***Global Economy Risk***

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. Access to financing has been negatively impacted by the ongoing global economic risks. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company's Shares on the stock exchange.

### ***Risks Associated with Acquisitions***

If appropriate opportunities present themselves, the Company intends to acquire businesses, technologies, services or products that the Company believes are strategic. The Company currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued.

There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired business, technology, service or product into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition. Any such future acquisitions of other businesses, technologies, services or products might require the Company to obtain additional equity or debt financing, which might not be available on terms favourable to the Company, or at all, and such financing, if available, might be dilutive.

### ***Economic Environment***

The Company's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and consequently, impact the Company's future sales and profitability.

### ***Financial Risk Exposures***

The Company may have financial risk exposure to varying degrees relating to the currency of each of the countries where it operates and has financial risk exposure towards digital currencies. The level of the financial risk exposure related to a currency and exchange rate fluctuations will depend on the Company's ability to hedge such risk or use another protection mechanism.

***The Net Proceeds of the Offering may not be Used in the Manner Described in this Short Form Prospectus***

As set out under “Use of Proceeds” in this Prospectus, Patriot has used or intends to use the net proceeds of the Offering to further the advancement of the business and for general working capital. Although these allocations are based on the current expectations of management of Patriot, there may be circumstances where, for business reasons, a reallocation of funds may be necessary as may be determined at the discretion of Patriot, and there can be no assurance as of the date of this Prospectus as to how those funds may be reallocated.

***The Company may not Meet the Milestones in the Timelines Described in this Prospectus***

The timelines set out under “Use of Proceeds” reflect the Company’s best estimation as of the date hereof of how long the Company expects it will take to achieve each milestone, however each relies on a number of factors beyond the Company’s control which may either accelerate or slow the indicated timeframe. There can be no assurance that the milestones will be achieved by the Company within the indicated timeframes, or at all. The failure to meet the timelines and accomplish the milestones in such timeframe or at all may have a material adverse effect on the Company’s business, financial condition, results of operations, cash flows or prospects.

***The Offering may Result in Dilution of Future Cash Flow and/or Net Income on a Per Common Share Basis***

Although Patriot expects that the net proceeds of the Offering will enhance the liquidity of Patriot’s Common Shares, to the extent that a portion of the net proceeds of the Offering is held as cash, the Offering may ultimately result in dilution to Patriot’s future potential cash flow and/or net income on a per Common Share basis.

***No Market for the Underwriter Warrants***

No application has been made to list the Underwriter Warrants on any securities exchange. Accordingly, there will be no public market for the Underwriter Warrants and none is expected to develop. Even if a market develops for the Underwriter Warrants, there can be no assurance that it will be liquid.

**STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario provide purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two (2) business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province. **The 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 adviser.**

In an offering of warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in this Prospectus is limited, in certain provincial securities legislation, to the price at which the warrant is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon exercise of the warrants, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. **The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of this right of action for damages or consult with a legal adviser.**

**CERTIFICATE OF PATRIOT ONE TECHNOLOGIES INC.**

Dated: November 14, 2018

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario.

By: (signed) "*Martin Cronin*"  
Martin Cronin  
Chief Executive Officer

By: (signed) "*Mike Barnsley*"  
Mike Barnsley  
Chief Financial Officer

**On behalf of the Board of Directors of Patriot One Technologies Inc.**

By: (signed) "*Scott Shepherd*"  
Scott Shepherd  
Director

By: (signed) "*Jeff Tindale*"  
Jeff Tindale  
Director

**CERTIFICATE OF THE UNDERWRITER**

Dated: November 14, 2018

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario.

**CANACCORD GENUITY CORP.**

By: (signed) "*Jamie Brown*"  
Jamie Brown  
Vice Chairman, Managing Director, Investment Banking

**GMP SECURITIES L.P.**

By: (signed) "*Steve Ottaway*"  
Steve Ottaway  
Managing Director