

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement, together with the accompanying short form base shelf prospectus dated February 6, 2024 to which it relates, as amended or supplemented, and each document incorporated or deemed to be incorporated by reference into this prospectus supplement and the accompanying short form base shelf prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. See “Plan of Distribution”.

These securities 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 securities laws of any state of the United States. Accordingly, except as permitted in the Underwriting Agreement (as defined below), the securities may not be offered or sold in the United States or to, or for the account or benefit of, “U.S. persons” (as such term is defined in Regulation S under the U.S. Securities Act) (“U.S. Persons”) unless the securities are registered under the U.S. Securities Act and any applicable securities laws of any state of the United States or unless an exemption from such registration requirements are available. This prospectus supplement 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 or to, or for the account or benefit of, U.S. persons. See “Plan of Distribution”.

Information has been incorporated by reference in this prospectus supplement, and in the accompanying short form base shelf prospectus dated February 6, 2024 to which it relates 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 Corporate Secretary of Xtract One Technologies Inc. at 1100 – 55 York Street, Toronto, Ontario, M5J 1R7, Telephone 1-888-728-1832 and are also available electronically at www.sedarplus.ca.

PROSPECTUS SUPPLEMENT
To the Short Form Base Shelf Prospectus Dated February 6, 2024



New Issue

November 5, 2025

XTRACT ONE TECHNOLOGIES INC.
1100 – 55 York Street
Toronto, Ontario, M5J 1R7

\$10,000,500

13,334,000 Units

\$0.75 per Unit

This prospectus supplement (this “**Prospectus Supplement**”), together with the accompanying short form base shelf prospectus dated February 6, 2024 (the “**Shelf Prospectus**”) of Xtract One Technologies Inc. (“**Xtract One**” or the “**Company**”) hereby qualifies the distribution (the “**Offering**”) of an aggregate of 13,334,000 units (the “**Units**”) at an offering price of \$0.75 per Unit (the “**Offering Price**”) for gross proceeds of \$10,000,500 (the “**Offering**”). The Units will be sold pursuant to an underwriting agreement dated November 5, 2025 (the “**Underwriting Agreement**”) between the Company, Stifel Nicolaus Canada Inc. as the lead underwriter and sole bookrunner (the “**Lead Underwriter**”) and Venum Financial Corp. (together with the Lead Underwriter, the “**Underwriters**”) in respect of the Offering. The Offering Price was determined by arm’s length negotiation between the Company and the Lead Underwriter with reference to the prevailing market price of the common shares of the Company (the “**Common Shares**”). The Underwriters conditionally offer the Units on a “bought deal basis”, in accordance with the terms and

conditions contained in the Underwriting Agreement described under “*Plan of Distribution*” and subject to the approval of certain legal matters on behalf of the Company by Cozen O’Connor LLP and on behalf of the Underwriters by Mintz LLP. The Offering is being made concurrently in each of the provinces and territories of Canada, except for Québec, under the terms of this Prospectus Supplement and the Shelf Prospectus. See “*Plan of Distribution*”.

Each Unit consists of one Common Share (each a “**Unit Share**”) and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder to purchase one Common Share of the Company (a “**Warrant Share**”) at an exercise price of \$0.95 per Warrant Share for a period of 36 months from the Closing Date (as defined herein), subject to adjustment in certain customary circumstances. The Warrants will be created and issued pursuant to the terms of a warrant indenture (the “**Warrant Indenture**”) to be entered into on or prior to the Closing Date between the Company and TSX Trust Company (the “**Warrant Agent**”), as warrant agent. The Unit Shares and Warrants comprising the Units will be separated the business day following closing of the Offering. See “*Description of Securities Being Distributed*”.

The outstanding Common Shares are listed on the Toronto Stock Exchange (the “**TSX**”) under the trading symbol “XTRA”, the OTCQX® Best Market (the “**OTCQX**”) under the trading symbol “XTRAF” and on the Frankfurt Stock Exchange (the “**FSE**”) under the trading symbol “0PL”. The closing price of the Common Shares on each of the TSX, the OTCQX and FSE on November 4, 2025, the last trading day of the Common Shares prior to the date of this Prospectus Supplement, was \$0.70, US\$0.4999 and €0.43, respectively. The Company has applied to list the Unit Shares and the Warrant Shares, including those Unit Shares and Warrant Shares comprising the Over-Allotment Units (as defined herein), and the Underwriters’ Warrant Shares (as defined herein) on the TSX. Conditional approval for listing of these securities on the TSX is a condition of closing of the Offering. Listing will be subject to the Company fulfilling all of the applicable requirements of the TSX. See “*Plan of Distribution*” and “*Risk Factors*”.

There is no market through which the Warrants and Over-Allotment Warrants may be sold. This may affect the pricing 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 “*Risk Factors*”.

Subject to applicable laws, the Underwriters may, in connection with the Offering, effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “*Plan of Distribution*”.

	Price to the Public	Commission⁽¹⁾	Net Proceeds to the Company⁽²⁾⁽³⁾
Per Unit	\$0.75	\$0.045	\$0.705
Total ⁽⁴⁾	\$10,000,500.00	\$600,030.00	\$9,400,470.00

Notes:

- (1) In connection with the Offering, the Company has agreed to issue or pay to the Underwriters: (i) a cash commission (the “**Commission**”) equal to 6% of the aggregate gross proceeds of the Offering (including any gross proceeds raised on exercise of the Over-Allotment Option); and (ii) an aggregate number of Underwriters’ warrants (the “**Underwriters’ Warrants**”) equal to 6% of the aggregate number of Units issued pursuant to the Offering (including any Units issued upon exercise of the Over-Allotment Option). Each Underwriters’ Warrant entitles the holder thereof to acquire one Common Share (an “**Underwriters’ Warrant Share**”) at an exercise price of \$0.75 per Underwriters’ Warrant Share for a period of 36 months from the Closing Date, subject to adjustment in certain customary circumstances. This Prospectus Supplement qualifies the distribution of the Underwriters’ Warrants. See “*Plan of Distribution*”.
- (2) After deducting the Commission, but before deducting the expenses of the Offering, estimated to be approximately \$300,000, which, together with the Commission, will be paid out of the gross proceeds of the Offering.
- (3) The Underwriters have been granted an over-allotment option (the “**Over-Allotment Option**”) to purchase up to 2,000,100 additional Units (the “**Over-Allotment Units**”) at a price of \$0.75 per Over-Allotment Unit, at any time and from time to time, until the date that is 30 days following the Closing Date (the “**Over-Allotment Option Deadline**”). The Over-Allotment Option may be exercised by the Underwriters, in whole or in part, at the sole discretion of the Underwriters, to acquire either (i) Over-Allotment Units; (ii) additional Unit Shares (the “**Over-Allotment Shares**”) at a price of \$0.70 per Over-Allotment Share; or (iii) additional Warrants (“**Over-Allotment Warrants**”) at a price of \$0.10 per Over-Allotment Warrant with each Over-Allotment Warrant entitling the holder thereof to acquire, subject to adjustment in certain customary circumstances, one Common Share (an “**Over-Allotment Warrant Share**”). If the Over-Allotment Option is exercised in full for 2,000,100 Over-Allotment Units, the total “Price to the Public”, “Commission” and “Net Proceeds to the Company” will be approximately

\$11,500,575.00, \$690,034.50, and \$10,810,540.50, respectively. This Prospectus Supplement qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units, the Over-Allotment Shares and the Over-Allotment Warrants. See “*Plan of Distribution*”.

- (4) Assumes completion of the maximum Offering without exercise of the Over-Allotment Option.

A purchaser who acquires Units forming part of the Over-Allotment Option acquires those securities under this Prospectus Supplement, regardless of whether the Over-Allotment Option is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Unless the context otherwise requires, when used herein, all references to “Offering” include the exercise of the Over-Allotment Option, all references to “Units” include the Over-Allotment Units issuable upon exercise of the Over-Allotment Option, all references to “Unit Shares” include the Over-Allotment Shares issuable upon exercise of the Over-Allotment Option, all references to “Warrants” include the Over-Allotment Warrants issuable upon exercise of the Over-Allotment Option and all references to “Warrant Shares” include the Over-Allotment Warrant Shares issuable upon exercise of the Over-Allotment Warrants.

The following table sets out the number of securities, if any, that have been issued or may be issued by the Company to the Underwriters pursuant to the Underwriters’ Warrants and Over-Allotment Option:

Underwriters’ Position	Maximum Size or Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Underwriters’ Warrants ⁽¹⁾	920,046 Underwriters’ Warrants ⁽²⁾	Exercisable for a period of 36 months following the Closing Date	\$0.75 per Underwriters’ Warrant Share
Over-Allotment Option ⁽³⁾	Option to arrange for purchasers of: up to 2,000,100 Over-Allotment Units; and/or up to 2,000,100 Over-Allotment Shares; and/or up to 1,000,050 Over-Allotment Warrants	Not later than the 30 th day after the Closing Date	\$0.75 per Over-Allotment Unit \$0.70 per Over-Allotment Share \$0.10 per Over-Allotment Warrant

Notes:

- (1) This Prospectus Supplement qualifies the distribution of the Underwriters’ Warrants. See “*Plan of Distribution*”.
- (2) Assuming the Over-Allotment Option is exercised in full.
- (3) This Prospectus Supplement qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units, the Over-Allotment Shares and the Over-Allotment Warrants. See “*Plan of Distribution*”.

Subscriptions for the Units will be received subject to rejection or allotment, in whole or in part, and the Underwriters reserve the right to close the subscription books at any time without notice. The closing of the Offering is expected to occur on or about November 10, 2025, or such other date as the Company and the Underwriters may agree (the “**Closing Date**”).

It is anticipated that the Unit Shares and the Warrants comprising the Units will be delivered under the book-based system through CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee and deposited in electronic form. A purchaser of Units will receive only a customer confirmation from the Underwriters or another registered dealer from or through which the Units are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Units on behalf of owners who have purchased Units in accordance with the book-based system. No definitive certificates will be issued except for certain purchasers in the United States as set forth above or unless specifically requested or required. See “*Plan of Distribution*”.

An investment in the Units involves a high degree of risk. Prospective purchasers should consider the risk factors described under “*Risk Factors*” in this Prospectus Supplement and the “*Risk Factors*” section beginning

on page 9 of the accompanying Shelf Prospectus and the documents incorporated by reference herein for a discussion of certain risks that you should consider in connection with an investment in the Units.

Prospective purchasers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, territorial, foreign and other tax consequences of acquiring, holding or disposing of the Unit Shares, Warrants or Warrant Shares. See “Risk Factors” and “Cautionary Note Regarding Forward Looking Statements”.

The Company’s head office is located at 55 York St., Suite 1100, Toronto, Ontario, M5J 1R7, and its registered and records office is located at Bentall 5, 2501 - 550 Burrard Street, Vancouver, British Columbia, V6C 2B5.

Investors should rely only on current information contained in or incorporated by reference into this Prospectus Supplement and the accompanying Shelf Prospectus as such information is accurate only as of the date of the applicable document. The Company has not authorized anyone to provide investors with different information. Information contained on the Company’s website shall not be deemed to be a part of this Prospectus Supplement, the accompanying Shelf Prospectus or incorporated by reference and should not be relied upon by prospective investors for the purpose of determining whether to invest in the securities. Investors should assume that the information appearing in this Prospectus Supplement and the accompanying Shelf Prospectus is accurate only as of the date on the front of those documents and that information contained in any document incorporated by reference in this Prospectus Supplement and the accompanying Shelf Prospectus is accurate only as of the date of that document. The Company will not make an offer of the Units in any jurisdiction where the offer or sale is not permitted.

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GENERAL MATTERS

This document is in two parts. The first part is this Prospectus Supplement, which describes the specific terms of the Offering and also adds to and updates certain information contained in the accompanying Shelf Prospectus and the documents incorporated by reference therein. The second part is the accompanying Shelf Prospectus, which gives more general information, some of which may not apply to the Offering. This Prospectus Supplement is deemed to be incorporated by reference into the accompanying Shelf Prospectus solely for the purposes of the Offering. If the description of the Units varies between this Prospectus Supplement and the accompanying Shelf Prospectus, you should rely on the information in this Prospectus Supplement. Before investing, you should carefully read both this Prospectus Supplement and the accompanying Shelf Prospectus together with the additional information about the Company to which we refer you in the section of this Prospectus Supplement entitled “*Documents Incorporated by Reference*”.

You should rely only on the information contained or incorporated by reference in this Prospectus Supplement or in the accompanying Shelf Prospectus. The information contained on the Company’s website is not included in or incorporated by reference into this Prospectus Supplement or the accompanying Shelf Prospectus and prospective purchasers should not rely on such information when deciding whether or not to invest in the Units. The Company has not, and the Underwriters have not, authorized any other person to provide you with different, additional or inconsistent information. If anyone provides you with different, additional or inconsistent information, you should not rely on it. The Company and the Underwriters are not making an offer of the Units in any jurisdiction where the offer is not permitted. You should assume that the information appearing in this Prospectus Supplement and the accompanying Shelf Prospectus is accurate only as of the date on the front of those documents and that information contained in any document incorporated by reference in this Prospectus Supplement and the accompanying Shelf Prospectus is accurate only as of the date of that document. The Company does not undertake to update the information contained or incorporated by reference herein, except as required by applicable securities laws. The Company’s business, financial condition, results of operations and prospects may have changed since those dates.

Market data and certain industry forecasts used in this Prospectus Supplement and the accompanying Shelf Prospectus and the documents incorporated by reference herein and therein were obtained from market research, publicly available information and industry publications. The Company believes that these sources are generally reliable, but the accuracy and completeness of this information is not guaranteed. The Company has not independently verified such information, and it does not make any representation as to the accuracy of such information.

Unless the context otherwise requires, references in this Prospectus Supplement and the accompanying Shelf Prospectus to “**Xtract One**” or the “**Company**” include Xtract One Technologies Inc. and its material subsidiaries. All capitalized terms used but not otherwise defined herein have the meanings provided in the accompanying Shelf Prospectus.

PRESENTATION OF FINANCIAL INFORMATION

The Company presents its financial statements in Canadian dollars. All dollar figures in this Prospectus Supplement and the accompanying Shelf Prospectus are in Canadian dollars, unless otherwise indicated. All of the financial data contained in this Prospectus Supplement and the accompanying Shelf Prospectus relating to the Company have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”), as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. Accordingly, the Company’s financial statements are not comparable to financial statements of United States companies.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus Supplement, the accompanying Shelf Prospectus and the documents incorporated by reference in this Prospectus Supplement and in the accompanying Shelf Prospectus contain certain statements (“**forward-looking statements**”) about the Company’s current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or any other future events or developments constitute forward-looking information and/or forward-looking statements within the meaning of applicable securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to an issuer (collectively, “**Securities Laws**”). The words “may”, “will”, “would”,

“should”, “could”, “expects”, “plans”, “intends”, “trends”, “indications”, “anticipates”, “believes”, “estimates”, “predicts”, “likely” or “potential” or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

Discussions containing forward-looking statements include, among other places, those under “*Business of the Company*” and “*Risk Factors*”. Forward-looking statements included or incorporated by reference in this Prospectus Supplement include, but are not limited to, statements with respect to the Offering; the Company’s intention to list the Unit Shares, the Warrant Shares and the Warrants; the future financial or operating performance of the Company; the Company’s expectations with respect to future growth; the Company’s expectations with respect to achievement of its business objectives and milestones; the Company’s expectations with respect to the use of net proceeds of future offerings and the use of the available funds following completion of such offerings; requirements for additional capital; the Company’s expectations regarding its revenue, expenses and operational costs; the Company’s anticipated cash needs; and the Company’s intention to grow the business and its operations.

Forward-looking statements are based on certain assumptions and estimates made by us in light of the experience and perception of historical trends, current conditions, expected future developments, including projected growth in the threat detection industry, and other factors we believe are appropriate and reasonable in the circumstances, but there can be no assurance that such assumptions and estimates will prove to be correct. These assumptions include, but are not limited to, (i) the Company being able to generate cash flow from operations and obtain necessary financing on acceptable terms; (ii) general economic, financial market, regulatory and political conditions in which the Company operates will remain the same; (iii) the Company being able to compete in the threat detection industry; (iv) the Company being able to manage anticipated and unanticipated costs; (v) the Company being able to maintain internal controls over financial reporting and disclosure, and procedures; (vi) the Company being able to maintain consumer interest in the Company’s technology, products and services; (vii) the timely receipt of any required regulatory approvals; (viii) the Company’s ability to obtain qualified staff, equipment, component parts and services in a timely and cost efficient manner; (ix) the Company’s ability to conduct operations in a safe, efficient and effective manner; (x) government regulation of the Company’s activities will remain the same; (xi) the Company being able to complete the Offering; and (xii) the Company being able to list the Unit Shares, the Warrant Shares, the Underwriters’ Warrant Shares and the Warrants.

Many factors could cause the Company’s actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the factors, which are discussed in greater detail in the “*Risk Factors*” section of this Prospectus Supplement.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, it can give no assurance that such expectations will prove to have been correct. The purpose of the forward-looking statements is to provide the reader with a description of management’s expectations regarding the Company’s performance and may not be appropriate for other purposes. Readers should not place undue reliance on forward-looking statements made herein. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to differ materially from those anticipated in such forward-looking statements. Furthermore, unless otherwise stated, the forward-looking statements contained in this Prospectus Supplement are made as of the date of this Prospectus Supplement, and we have no intention and undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. The forward-looking statements contained in this Prospectus Supplement and the accompanying Shelf Prospectus and the documents incorporated by reference herein and therein are expressly qualified by this cautionary statement.

MARKETING MATERIALS

In connection with the Offering, the Underwriters used the template term sheet dated November 3, 2025 in connection with the Offering (the “**Term Sheet**”) as “marketing materials” (as such terms are defined under applicable Canadian securities laws). The Term Sheet does not form part of this Prospectus Supplement and the accompanying Shelf Prospectus to the extent that the contents of the Term Sheet has been modified or superseded by a statement contained in this Prospectus Supplement. Any template version of any marketing materials that has been, or will be, filed on

System for Electronic Document Analysis and Retrieval+ (“**SEDAR+**”) (www.sedarplus.ca) before the termination of the distribution under the Offering (including any amendments to, or an amended version of, any template version of any marketing materials) is deemed to be incorporated by reference into this Prospectus Supplement and the accompanying Shelf Prospectus solely for the purposes of the Offering.

SUMMARY

The following summary contains basic information about the Company and the Offering and is not intended to be complete. This description does not contain all of the information about the Company and its business that you should consider before investing in the Units. You should carefully read the entire Prospectus Supplement, the accompanying Shelf Prospectus and the documents incorporated by reference in this Prospectus Supplement and in the accompanying Shelf Prospectus before making an investment decision. See “Documents Incorporated by Reference” and “Additional Information”. Before deciding to invest in any securities, in addition to considering the risks outlined below, you should also carefully consider the risks contained in the section entitled “Cautionary Note Regarding Forward-Looking Statements” above, the risks outlined in the documents incorporated by reference in this Prospectus Supplement and the accompanying Shelf Prospectus, the risks described in the Company’s historical consolidated financial statements, the related notes thereto and the AIF, Financial Statements and MD&A (as defined below).

The Company

Corporate Matters

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 TSX Venture Exchange (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. On April 9, 2019 the Company was delisted from the TSXV and listed on the TSX. On December 1, 2022, the Company changed its name from “Patriot One Technologies Inc.” to “Xtract One Technologies Inc.” and changed its trading symbol on the TSX to “XTRA”. Certain subsidiaries concurrently changed their names.

As of the date hereof, the Company has six subsidiaries:

Name of Subsidiary	Place of Incorporation	Proportion of Ownership Interest	Principal Activity
Xtract One Detection Ltd.	British Columbia	100%	See below
Xtract One (US) Technologies Inc.	Colorado, USA	100%	See below
EhEye Inc.	New Brunswick	100%	See below
Xtract Technologies Inc.	British Columbia	100%	See below
Patriot One (UK) Limited	England, UK	100%	Inactive
Sotech Secure, LLC	Delaware, USA	49%	Inactive

Business Matters

The principal business of the Company is to develop and commercialize an integrated, layered, artificial intelligence (“**AI**”) powered threat detection gateway solutions with the aim of enhancing public safety. This portfolio includes the Company’s SmartGateway and Xtract One Gateway (as defined below, and together, the “**Gateways**”) and Xtract One View. The Company’s mission is to create transformative technology solutions that deliver exceptional experiences, safer environments, and informed operational insights for our customers, and their patrons and staff.

Technology Overview

The first AI-powered threat detection, SmartGateway (the “**SmartGateway**”), gateway was initially released to the market in August 2020, followed by numerous enhanced versions. The most recent version of the SmartGateway was deployed in December 2023, which featured a ruggedized version to ensure its durability and performance in various environments, therefore creating an offering and deployment model well suited for a variety of markets including stadiums, arenas, theatres, entertainment venues, manufacturing and distribution facilities and certain healthcare and education facilities.

SmartGateway has been the primary focus within the Company’s technology portfolio due to the significant market demand for AI threat detection screening solutions. Accordingly, the Company has increased its investment in the development, testing, and enhancement of the SmartGateway product, with the primary objective being to align the SmartGateway to meet the growing market demands of its current and future customers. In addition, these investments have also facilitated ancillary product updates to support increasingly complex environments such as, workplaces, schools, and healthcare organizations. These developments are expected to increase the capabilities of the Gateway that suit our customers’ requirements and stay up to date with protecting against threats, thereby expanding the market for the Gateway beyond the current target markets.

The Company is committed to innovation and meeting the evolving needs of customers. In direct response to feedback from field engineers and customers in the live entertainment and sports venue markets, changes to the SmartGateway were focused on improved durability and system diagnostics. The Company directed significant focus on the enhancement of the unified enterprise software, Xtract One View (“**Xtract One View**”), to support customers with multiple Gateways by providing a combination of fleet management functionality, real-time analytics, and post-event reporting capabilities. The cloud-based SaaS platform gives facilities a single, simplified dashboard view to oversee an entire fleet of Gateway settings and critical information from a single logon.

In September 2024, the Company launched Xtract One Gateway (“**Xtract One Gateway**”), an AI-driven security solution with advanced bi-directional screening and proprietary sensors that was purpose-built for precise weapons detection and identification in environments where visitors regularly carry numerous larger personal items, otherwise categorized in the security screening field as “medium-clutter environments”. The Company believes that this technology is uniquely positioned to address environments needing superior threat detection and object identification with medium volume of personal belongings such as schools, higher education, workplaces, conference centers and certain healthcare facilities. The Company started shipping its first Xtract One Gateways in July 2025.

The Company continues to look for ways to further improve the technology with planned software updates and new value-added functionality to deliver exceptional customer service and improved patron experience as additional insights in the field and features are identified following successful customer deployments. The Company also continues to develop and expand its capabilities through development partnerships and strategic integrations.

The documents incorporated by reference herein, including the AIF, contain further details regarding the business of Xtract One. See “*Documents Incorporated by Reference*”.

Recent Developments

On June 18, 2025, the Company announced the closing of a public offering (the “**June 2025 Offering**”), pursuant to which the Company issued 20,700,000 units (the “**June 2025 Units**”) at a price of \$0.39 per June 2025 Unit for aggregate gross proceeds of \$8,073,000, which included the full exercise of the over-allotment option granted to the underwriter in respect of the June 2025 Offering. Each June 2025 Unit consisted of one Common Share and one warrant (a “**June 2025 Warrant**”); each June 2025 Warrant is exercisable to acquire one Common Share until June 18, 2028, at an exercise price of \$0.49. The June 2025 Warrants are governed by the terms of the warrant indenture dated June 18, 2025 between the Company and TSX Trust Company as transfer agent (the “**June 2025 Warrant Indenture**”). A copy of the June 2025 Warrant Indenture is available under the Company’s profile on SEDAR+ at www.sedarplus.ca. In connection with the June 2025 Offering, Venum Financial Corp., as underwriter, received a cash fee of \$565,110 and 1,449,000 non-transferable warrants; each such warrant is exercisable to acquire one Common Share at an exercise price of \$0.39 until June 18, 2028.

On August 5, 2025, the Company announced that the Xtract One Gateway had been chosen by Volusia County Schools in Volusia County, Florida, to increase protective measures for the district’s school security screening process. Additionally, the Company announced that in partnership with systems integrator CK2 Technologies, phase one of deployment will begin at the county’s high schools in 2025 and the second phase in 2026.

On August 14, 2025, the Company announced that it had been awarded a follow-on three-year US\$2.6 million contract to expand its SmartGateway deployment at a major international entertainment organization’s venue. This additional project expands the Company’s 2023 installation at the same location. The initial three-year deal was expected to generate total revenue of approximately US\$5.1 million and included hardware, software, installation, and support components.

On August 28, 2025, the Company announced that the SmartGateway had been selected by Temple University, located in Philadelphia, PA, to enhance security screenings for patrons attending events at The Liacouras Center.

On September 8, 2025, the Company announced that the Xtract One Gateway had been selected by Delmar School District in Delmar, Delaware to strengthen protection of its middle and high school building entrances, with system installation set for the fall semester.

On September 22, 2025, the Company announced that the Xtract One Gateway had been selected by Manor Independent School District in Manor, Texas to strengthen security efforts.

On November 3, 2025, the Company announced that it had entered into an engagement letter with the Lead Underwriter in respect of the Offering.

RISK FACTORS

An investment in the securities of the Company is speculative and subject to risks and uncertainties. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position, financial condition or operating results of the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair the Company’s business operations.

Prospective purchasers of Units should carefully consider all information contained in this Prospectus Supplement, the accompanying Shelf Prospectus and the documents incorporated by reference herein and therein, including under the heading “*Risk Factors*” in the AIF and the accompanying Shelf Prospectus and “Risk and Uncertainties” in the MD&A.

The risks and uncertainties described or incorporated by reference in this Prospectus Supplement and the accompanying Shelf Prospectus are not the only ones the Company may face. Additional risks and uncertainties that the Company is unaware of, or that the Company currently deems not to be material, may also become important factors that affect the Company. If any such risks actually occur, the Company’s business, financial condition or results of operations could be materially adversely affected, with the result that the trading price of the Common Shares could decline and purchasers could lose all or part of their investment. Additionally, purchasers should consider the following risk factors:

Risks Related to the Offering

Loss of Entire Investment

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

Completion of the Offering

The completion of the Offering remains subject to a number of conditions. There can be no certainty that the Offering will be completed. Failure by the Company to satisfy all of the conditions precedent to the Offering would result in the Offering not being completed. If the Offering is not completed, the Company may not be able to raise the funds required for the purposes contemplated under “*Use of Proceeds*” from other sources on commercially reasonable terms or at all.

Forward-looking Statements May Prove to be Inaccurate

Investors should not place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties can be found in this Prospectus Supplement under the heading “*Cautionary Note Regarding Forward-Looking Statements*”.

Future Issuances or Actual or Potential Sales of Securities

The issuance by the Company of the Unit Shares, the Warrants and the Underwriters’ Warrants or other securities convertible into Common Shares could result in significant dilution in the equity interest of existing shareholders and adversely affect the market price of the Common Shares. In addition, in the future, the Company may issue additional Common Shares or securities convertible into Common Shares, which may dilute existing shareholders. The Company’s articles permit the issuance of an unlimited number of Common Shares, and shareholders will have no pre-emptive rights in connection with such further issuances. Further, additional Common Shares may be issued by the Company upon the exercise of stock options and upon the exercise or conversion of other securities convertible into Common Shares. The issuance of these additional equity securities may have a similar dilutive effect on then existing holders of Common Shares.

The market price of the Common Shares could decline as a result of future issuances by the Company, including issuance of shares issued in connection with strategic alliances, or sales by its existing holders of Common Shares, or the perception that these sales could occur. Sales by shareholders might also make it more difficult for the Company to sell equity securities at a time and price that it deems appropriate, which could reduce its ability to raise capital and have an adverse effect on its business.

Discretion Over the Use of Proceeds

The Company intends to use the net proceeds from the Offering as set forth under “*Use of Proceeds*”. However, the Company maintains broad discretion concerning the use of the net proceeds of the Offering as well as the timing of their expenditure. The Company may re-allocate the net proceeds of the Offering other than as described under the heading “*Use of Proceeds*” if management of the Company believes it would be in the Company’s best interest to do so and in ways that a purchaser may not consider desirable. Until utilized, the net proceeds of the Offering will be held in cash balances in the Company’s bank account or invested at the discretion of the Board of Directors. As a result, a purchaser will be relying on the judgment of management of the Company for the application of the net proceeds of the Offering. The results and the effectiveness of the application of the net proceeds are uncertain. If the net proceeds are not applied effectively, the Company’s results of operations may suffer, which could adversely affect the price of the Common Shares on the open market.

Sales of a Significant Number of Securities

The Company cannot predict the size of future issuances of debt or equity securities or the effect, if any, that such future issuances will have on the market price of the Company’s securities. Sales of a substantial number of securities in the public markets by the Company or its significant securityholders, or the perception that such sales could occur, could depress the market price of the Company’s securities and impair its ability to raise capital through the sale of additional securities. The Company cannot predict the effect that future sales of securities would have on the market price of the securities. The price of the securities could be affected by possible sales of the securities by hedging or

arbitrage trading activity which the Company expects to occur involving its securities. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in our earnings per security.

Additional Financing

The continued development of the Company will likely require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to fund its future business activities by way of additional offerings of equity and/or debt financing as well as through anticipated cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve sufficient cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. Any debt financing secured in the future could involve the granting of security against assets of the Company and also contain restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company will require additional financing to fund its operations until positive cash flow is achieved. See “*Risk Factors – Negative Cash Flow from Operations*”.

The Market Price of the Common Shares is Volatile and May Not Accurately Reflect the Long-Term Value of the Company

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Common Shares to sell their securities at an advantageous price. Market price fluctuations in the Common Shares may be due to the Company’s operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts’ estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Common Shares.

Financial markets historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Common Shares may decline even if the Company’s operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company’s operations could be adversely impacted and the trading price of the Common Shares may be materially adversely affected.

No Guarantee of an Active Liquid Market for Securities

There is no guarantee that an active trading market for the Unit Shares or Warrant Shares will be maintained on the TSX. Investors may not be able to sell their Unit Shares or Warrant Shares quickly, at all, or at the latest market price if trading in the securities is not active.

Warrants are Speculative in Nature and May Not Have Any Value

The Warrants do not confer any rights of Common Share ownership on their holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire Warrant Shares at a fixed price for a limited period of time. Specifically, commencing on the date of issuance, holders of the Warrants may exercise their right to acquire Warrant Shares and pay an exercise price of \$0.95 per Warrant Share, prior to the date that is 36 months from the Closing Date, subject to adjustment in certain events, after which date any unexercised Warrants will expire and have no further value.

There is no market through which the Warrants and Over-Allotment Warrants may be sold. This may affect the pricing 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. Moreover, following completion of the Offering, the market value of the Warrants, if any, is uncertain and there can be no assurance that the market value of the Warrants will equal or exceed their imputed offering price. There can be no assurance that the market price of the Warrant Shares will ever equal or exceed the exercise price of the Warrants, and consequently, whether it will ever be profitable for holders of the Warrants to exercise the Warrants.

Risks Related to the Business of the Company

Negative Cash Flow from Operations

The Company has historically had negative cash flow. To the extent that the Company has negative operating cash flow in future periods, it will need to allocate a portion of its cash (including proceeds from the Offering) to fund such negative cash flow. If the Company experiences future negative cash flow, the Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed, or that these financings will be on terms favourable to the Company.

Tariffs

On February 1, 2025, the United States' Trump Administration issued executive orders imposing broad-based tariffs at the rate of 25% on all goods exported from Canada and Mexico into the United States, which were to come into effect on March 4, 2025, and were subsequently amended to allow for an exemption on U.S. tariffs for any products of Canada and Mexico that are CUSMA-compliant. The situation has continued to evolve rapidly since such time, including a U.S. Court of International Trade ruling on May 28, 2025 that President Trump overstepped his authority in imposing across-the-board tariffs, which ruling has since been appealed with the federal appeals court reinstating the tariffs on May 29, 2025.

As of the date of this Prospectus Supplement, the Company is not currently subject to any tariffs in connection with the importing of its products into the United States. However, amendments and modifications to tariffs have already been, and may continue to be, implemented on an irregular and ad-hoc basis, which makes the determination of the impact on the Company's business difficult to predict. Notwithstanding the current uncertainty, the Company considers that the imposition of tariffs may negatively impact the Company's sales in the United States. More broadly, these tariffs, and any changes to these tariffs or imposition of any new tariffs, taxes or import or export restrictions or prohibitions, could have a material adverse effect on the Canadian economy, the Canadian technology industry and the Company. Furthermore, there is a risk that the tariffs imposed by the United States on other countries will trigger a broader global trade war which could have a material adverse effect on the Canadian, U.S. and global economies, and by extension the Canadian technology industry and the Company.

CONSOLIDATED CAPITALIZATION

There has not been any material change in the share and loan capital of the Company, on a consolidated basis, since July 31, 2025, being the date of the Company's audited consolidated annual financial statements most recently filed in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*, except as described under "*Prior Sales*".

In the event of the issuance of the maximum number of Units qualified by this Prospectus Supplement, as a result of the Offering, the shareholder's equity of the Company will increase by the amount of the net proceeds, less expenses, of the Offering and there will be additional Common Shares, Warrants and Underwriters' Warrants issued and outstanding.

	<u>As at July 31, 2025 before giving effect to the Offering⁽¹⁾</u>	<u>As at July 31, 2025 after giving effect to the Offering⁽²⁾</u>	<u>As at July 31, 2025 after giving effect to the Offering (and assuming full exercise of the Over-Allotment Option)</u>
Common Shares	239,126,987	252,460,987 ⁽¹⁾	254,461,087
Warrants	71,813,574	78,480,574 ⁽¹⁾	79,480,624
Underwriters' Warrants	2,573,935	3,373,975	3,493,981

Notes:

- (1) These figures have been derived from the audited consolidated financial statements for the year ended July 31, 2025.
(2) Assuming there is no exercise of the Over-Allotment Option.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Units

The Offering will consist of 13,334,000 Units (15,334,100 if the Over-Allotment Option is exercised in full). Each Unit will be comprised of one Unit Share and one-half of one Warrant. Each whole Warrant will entitle the holder to purchase, subject to adjustment in certain customary circumstances, one Warrant Share at a price of \$0.95 for a period of 36 months following the Closing Date. The Units will separate into Unit Shares and Warrants immediately upon issue. The Units will not be certificated.

Unit Shares, Warrants Shares and Underwriters' Warrant Shares

The Unit Shares, Warrant Shares and Underwriters' Warrant Shares will have all of the characteristics, rights and restrictions of the Company's Common Shares. The Company is authorized to issue an unlimited number of Common Shares without par value. Each Common Share carries the right to attend and vote at all general meetings of shareholders. As at November 4, 2025, 243,476,987 Common Shares were issued and outstanding. Holders of Common Shares are entitled to dividends, if any, as and when declared by the directors, and to one vote per Common Share at meetings of shareholders. In the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, subject to prior rights of the holders of the preferred shares, if any, holders of Common Shares are entitled to receive the remaining property and assets of the Company on a pro rata basis. The Common Shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights.

Warrants

Each Warrant entitles the holder to acquire, subject to adjustment in certain customary circumstances, one Warrant Share at an exercise price of \$0.95 on or before 5:00 p.m. (Toronto time) on the date that is 36 months following the Closing Date, after which time the Warrants will be void and of no value.

The Warrants will be governed by a warrant indenture to be entered into on or prior to the Closing Date (the "**Warrant Indenture**") between the Company and the Warrant Agent. The Company will designate the Warrant Agent, in its Toronto and Vancouver offices, as agent for the Warrants. Prior to the closing of the Offering, the Company may name any other agent with respect to the Warrants.

The following is a summary of the principal attributes of the Warrants to be issued pursuant to the Offering and certain anticipated provisions of the Warrant Indenture. The summary does not purport to be complete and is qualified in its entirety by the detailed provisions of the Warrant Indenture. Upon execution, a copy of the Warrant Indenture may be obtained on request from the Company's Corporate Secretary and will be available electronically at www.sedarplus.ca and reference should be made to the Warrant Indenture for the full text of the attributes of the Warrants.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including but not limited to:

- (a) the issuance of Common Shares or securities exchangeable or exercisable for or convertible into Common Shares to all or substantially all of the holders of Common Shares by way of a stock dividend or other distribution (other than a distribution of Common Shares upon the exercise of any outstanding warrants or options);
- (b) the subdivision, redivision or change of the Common Shares into a greater number of shares;
- (c) the consolidation, reduction or combination of the Common Shares into a lesser number of shares;
- (d) the issuance to all or substantially all of the holders of Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable or exercisable for or convertible into Common Shares, at a price per Common Share to the holder (or at an exchange or conversion price per share) of less than 95% of the “current market price”, as defined in the Warrant Indenture, of Common Shares on such record date; and
- (e) the issuance or distribution to all or substantially all of the holders of Common Shares of securities, including rights, options or warrants to acquire shares of any class or securities exchangeable or exercisable or convertible into any such shares or property or assets and including evidences of indebtedness, or any property or other assets.

The Warrant Indenture will also provide for adjustment in the class and/or number of securities issuable upon the exercise of the Warrants and/or exercise price per security in the event of the following additional events:

- (a) the reclassification of the Common Shares;
- (b) the capital reorganization of the Company, other than as described above;
- (c) the amalgamation, arrangement or merger with or into any other corporation or other entity (other than an amalgamation, arrangement or merger which does not result in any reclassification of the Company’s outstanding Common Shares or a change of the Common Shares into other shares); or
- (d) the sale or conveyance of the Company’s property or assets as an entirety or substantially as an entirety to another corporation or other entity.

No adjustment in the exercise price or number of Warrant Shares will be required to be made unless the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the exercise price or a change in the number of Warrant Shares purchasable upon exercise by at least one one-hundredth (1/100th) of a Common Share, as the case may be.

The Company will covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, the Company will give notice to Warrant holders of certain stated events, including events that would result in an adjustment to the exercise price of the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants at least 14 days prior to the record date or effective date, as the case may be, of such event.

No fraction of a Warrant Share will be issued upon the exercise of a Warrant and no cash payment will be made in lieu thereof. Any fraction of a Warrant Share will be rounded down to the nearest full Warrant Share, and any holder of Warrants shall not be entitled to any compensation in respect of any such fractional Warrant Share. Warrant holders are not entitled to any voting rights or pre-emptive rights or any other rights conferred upon a person as a result of being a holder of Common Shares.

From time to time, the Company and the Warrant Agent, without the consent of the holders of Warrants, may amend or supplement the Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any

change that does not adversely affect the rights of any holder of Warrants. Any amendment or supplement to the Warrant Indenture that adversely affects the interests of the holders of the Warrants may only be made by “extraordinary resolution”, which will be defined in the Warrant Indenture as a resolution either (1) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 25% of the aggregate number of the then outstanding Warrants, cumulatively, and passed by the affirmative vote of holders of Warrants representing not less than 66^{2/3}% of the aggregate number of all the then outstanding Warrants represented at the meeting and voted on the poll upon such resolution, or (2) adopted by an instrument in writing signed by the holders of not less than 66^{2/3}% of the aggregate number of all then outstanding Warrants.

The Warrants and the Warrant Shares have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state of the United States. The Warrants will not be exercisable by or on behalf of a person in the United States or a U.S. Person, unless the holder has an exemption from the registration requirements of the U.S. Securities Act and all applicable state securities laws available for the exercise of the Warrants.

Underwriters’ Warrants

The Company has agreed to issue Underwriters’ Warrants to the Underwriters equal to 6% of the aggregate number of Units issued pursuant to the Offering (including any Over-Allotment Units issued upon exercise of the Over-Allotment Option). Each Underwriters’ Warrant entitles the holder thereof to acquire one Underwriters’ Warrant Share at an exercise price of \$0.75 per Underwriters’ Warrant Share for a period of 36 months from the Closing Date, subject to adjustment in certain customary events. The distribution of Underwriters’ Warrants are qualified by this Prospectus Supplement.

The Underwriters’ Warrants may be exercised by the Underwriters to purchase Underwriters’ Warrant Shares on or before the expiration date by delivering (i) notice of exercise, appropriately completed and duly signed, and (ii) payment of the exercise price for the number of Underwriters’ Warrant Shares with respect to which the Underwriters’ Warrants are being exercised. The exercise price of the Underwriters’ Warrants and the number of Underwriters’ Warrant Shares issuable upon the exercise of each Underwriters’ Warrants are subject to adjustment upon the occurrence of certain events, such as, among other things, a distribution on the Common Shares, or a subdivision, consolidation or reclassification of the Common Shares. In addition, upon any fundamental transaction, such as a merger, arrangement, consolidation, sale of all or substantially all of the Company’s assets, share exchange or business combination, the Underwriters’ Warrants will thereafter evidence the right of the holder to receive the securities, property or cash deliverable in exchange for or on the conversion of or in respect of the Common Shares to which the holder of a Common Share would have been entitled immediately on such event.

The Underwriters’ Shares underlying the Underwriters’ Warrants will be, when issued and paid for in accordance with the terms of the certificates representing the Underwriters’ Warrants, duly authorized, validly issued and fully paid and non-assessable. The Company will authorize and reserve such number of Common Shares issuable upon exercise of all outstanding Underwriters’ Warrants.

The Underwriters’ Warrants will not be listed or quoted on any securities exchange. The holders of the Underwriters’ Warrants do not have the rights or privileges of holders of Common Shares until they exercise their Underwriters’ Warrants and receive the underlying Underwriters’ Warrant Shares.

USE OF PROCEEDS

In the event of the issuance of the maximum number of Units qualified by this Prospectus Supplement, the estimated net proceeds of the Offering, after deducting the Commission and the estimated expenses of the Offering (estimated to be approximately \$300,000), will be approximately \$9,100,470 (assuming the Over-Allotment Option is not exercised).

As of October 31, 2025, the Company’s estimated working capital was approximately \$5.1 million. Following closing of the Offering, on the assumptions noted above and including the estimated working capital as of October 31, 2025, the funds expected to be available to the Company will be approximately \$14.2 million.

The net proceeds of the Offering are currently intended to be used for working capital and general corporate purposes. In the event the Over-Allotment Option is exercised in whole or in part, any additional net proceeds will be added to general working capital.

The Company intends to spend its available funds, which includes the remainder of the net proceeds from the June 2025 Financing, for continued development and commercialization of competitive and leading threat detection solutions; acceleration of growth in revenue, improvement of production and operations as well as working capital and general corporate purposes as set out in this Prospectus Supplement. However, there may be situations where, due to changes in the Company’s circumstances, business outlook, and/or for other sound business reasons, that a reallocation of funds is necessary in order for the Company to achieve its overall business objectives. Management has, and will continue to have, the discretion to modify the allocation of the Company’s available funds, including the net proceeds of the Offering, if necessary. If management determines that a reallocation of funds is necessary, the Company may redirect its available funds, including the net proceeds of the Offering, to purposes other than as described in this Prospectus Supplement. The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary from the amounts specified above and will depend on a number of factors, including those referred to under “*Risk Factors*”, or incorporated by reference in, this Prospectus Supplement and the accompanying Shelf Prospectus.

Use of Proceeds from June 2025 Financing

The Company received net proceeds of \$7.2 million from the June 2025 Offering. The principal purposes for which such proceeds were used as at July 31, 2025 were as follows:

Purpose	Approximate Amount Expended as at July 31, 2025
Continued development and commercialization of competitive and leading threat detection solutions	\$365,000
Acceleration of growth in subscription revenue	\$430,000
Improvement of production and operations	\$Nil
General working capital	\$120,000
Total	\$915,000

PRIOR SALES

The following table sets out details of the securities issued by the Company during the 12-month period prior to the date of this Prospectus Supplement:

Issue Date	Number of Securities	Type of Security	Issue/Exercise Price per Security	Aggregate Issue Price	Nature of consideration
Nov 3, 2025	5,000	Common Shares	\$0.49	\$2,450	Warrant Exercise
Oct 31, 2025	2,000	Common Shares	\$0.64	\$1,280	Warrant Exercise
Oct 31, 2025	5,000	Common Shares	\$0.49	\$2,450	Warrant Exercise
Oct 30, 2025	10,000	Common Shares	\$0.49	\$4,900	Warrant Exercise
Oct 29, 2025	200,000	Common Shares	\$0.49	\$98,000	Warrant Exercise
Oct 8, 2025	73,500	Common Shares	\$0.49	\$36,015	Warrant Exercise
Oct 7, 2025	818,589	Common Shares	\$0.49	\$401,109	Warrant Exercise

Issue Date	Number of Securities	Type of Security	Issue/Exercise Price per Security	Aggregate Issue Price	Nature of consideration
Oct 6, 2025	50,000	Common Shares	\$0.49	\$24,500	Warrant Exercise
Oct 3, 2025	200,000	Common Shares	\$0.49	\$98,000	Warrant Exercise
Oct 2, 2025	125,000	Common Shares	\$0.49	\$61,250	Warrant Exercise
Sep 30, 2025	256,411	Common Shares	\$0.49	\$125,641	Warrant Exercise
Sep 29, 2025	70,000	Common Shares	\$0.49	\$34,300	Warrant Exercise
Sep 29, 2025	3,582,770	Stock Options	\$0.74	\$2,651,250	Incentive Award
Sep 26, 2025	1,102,500	Common Shares	\$0.49	\$540,225	Warrant Exercise
Sep 25, 2025	200,000	Common Shares	\$0.49	\$98,000	Warrant Exercise
Sep 24, 2025	270,000	Common Shares	\$0.49	\$132,300	Warrant Exercise
Sep 18, 2025	65,000	Common Shares	\$0.49	\$31,850	Warrant Exercise
Sep 17, 2025	185,000	Common Shares	\$0.49	\$90,650	Warrant Exercise
Sep 15, 2025	617,000	Common Shares	\$0.49	\$302,330	Warrant Exercise
Sep 10, 2025	95,000	Common Shares	\$0.49	\$46,550	Warrant Exercise
June 18, 2025	1,449,000	Warrants	\$0.39	-	Compensation Warrants ⁽¹⁾
Jun 18, 2025	20,700,000	Common Shares ⁽²⁾	\$0.39	\$8,073,000	June 2025 Offering
Jun 18, 2025	20,700,000	Warrants ⁽²⁾	\$0.49	-	June 2025 Offering
Apr 4, 2025	100,000	Stock Options	\$0.40	\$40,000	Incentive Award
Feb 14, 2025	59,750	Stock Options	\$0.51	\$30,473	Incentive Award
Feb 7, 2025	550,000	Stock Options	\$0.50	\$275,000	Incentive Award
Jan 3, 2025	3,750	Common Shares	\$0.38	\$1,425	Option Exercise
Nov 5, 2024	12,500	Common Shares	\$0.38	\$4,750	Option Exercise
Nov 5, 2024	2,500	Common Shares	\$0.38	\$950	Option Exercise
Nov 5, 2024	7,500	Common Shares	\$0.68	\$5,100	Option Exercise

Notes:

(1) Issued to the underwriter as compensation for the June 2025 Offering.

(2) Comprising the June 2025 Units.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary, as of the date hereof, of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”) generally applicable to a holder who acquires Units as beneficial owner pursuant to this Offering and who, for the purposes of the Tax Act and at all relevant times, holds Unit Shares and Warrants, and will hold their Warrant Shares issued on the exercise of Warrants as capital property, deals at arm’s length with the Company, the Underwriters and any subsequent purchaser of the Unit Shares, Warrants and Warrant Shares, and is not affiliated with the Company, the Underwriters or any subsequent purchaser of the Unit Shares, Warrants and Warrant Shares (a “**Holder**”). Unit Shares, Warrants and Warrant Shares issued on the exercise of Warrants will generally be considered to be capital property to a Holder provided the Holder does not acquire or hold such Unit Shares, Warrants or Warrant Shares in the course of carrying on a business of buying or selling securities or as part of one or more transactions considered to be an adventure or concern in the nature of trade.

For purposes of this summary, Unit Shares and Warrant Shares are collectively referred to as “**Shares**” unless otherwise indicated.

This summary does not apply to a Holder (i) that is a “financial institution” for the purposes of the mark-to-market rules contained in the Tax Act; (ii) that is a “specified financial institution” as defined in the Tax Act; (iii) an interest in which would be a “tax shelter investment” as defined in the Tax Act; (iv) that has made a functional currency reporting election under the Tax Act; (v) that is exempt from tax under the Tax Act; (vi) that has entered or will enter into a “derivative forward agreement” or “synthetic disposition arrangement”, as those terms are defined in the Tax Act, with respect to the Shares or Warrants; (vii) that is a partnership, or (viii) that receives dividends on the Shares under or as part of a “dividend rental arrangement”, as defined in the Tax Act. In addition, this summary does not address the deductibility of interest by a Holder that borrows money to acquire Units. Such Holders should consult their own tax advisors with respect to an investment in Unit Shares and Warrants.

Additional considerations, not discussed herein, may be applicable to a Holder that is a corporation resident in Canada and is, or becomes, or does not deal at arm’s length for purposes of the Tax Act with a corporation resident in Canada that is or becomes, as part of a transaction or series of transactions or events that includes the acquisition of Units or Warrant Shares issued on the exercise of Warrants, controlled by a non-resident person or group of non-resident persons not dealing with each other at arm’s length for purposes of the “foreign affiliate dumping” rules in section 212.3 of the Tax Act. Such Holders should consult their own tax advisors with respect to the consequences of acquiring Units or Warrant Shares issued on the exercise of Warrants.

This summary is based upon the current provisions of the Tax Act and counsel’s understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (“CRA”). The summary also takes into account all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “**Tax Proposals**”), and assumes that all such Tax Proposals will be enacted in the form proposed. No assurance can be given that the Tax Proposals will be enacted in the form proposed or at all. This summary does not otherwise take into account or anticipate any changes in law, whether by way of legislative, judicial or administrative action or interpretation, nor does it address any provincial, territorial or foreign tax considerations.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder and no representations with respect to the income tax consequences to any particular holder are made. This summary is not exhaustive of all Canadian federal income tax considerations and does not describe the income tax considerations relating to the deductibility of interest on money borrowed to acquire Units or to exercise Warrants. Accordingly, prospective investors in Units should consult their own tax advisors with respect to their own particular circumstances.

Allocation of Cost

Holdes will be required to allocate on a reasonable basis their cost of each Unit between the Unit Share and one-half of one Warrant comprising such Unit in order to determine their respective costs for purposes of the Tax Act. For its purposes, the Company intends to allocate \$0.70 to each Unit Share and \$0.05 to each one-half of one Warrant. Although the Company believes that its allocation is reasonable, it is not binding on the CRA or a Holder and the CRA may not agree with such allocation. Holders should consult their own tax advisors in this regard.

The adjusted cost base to a Holder of each Unit Share comprising a part of a Unit acquired pursuant to this Offering will be determined by averaging the cost of such Unit Share with the adjusted cost base to such Holder of all other Common Shares (if any) held by the Holder as capital property immediately prior to the acquisition.

Exercise of Warrants

The exercise of a Warrant to acquire a Warrant Share, will be deemed not to constitute a disposition of property for purposes of the Tax Act and consequently no gain or loss will be realized by a Holder upon such an exercise. When a Warrant is exercised, the Holder’s cost of the Warrant Share acquired thereby will be the aggregate of the Holder’s adjusted cost base of such Warrant and the exercise price paid for the Warrant Share. The Holder’s adjusted cost base of the Warrant Share so acquired will be determined by averaging such cost with the adjusted cost base (determined

immediately before the acquisition of the Warrant Share) to the Holder of all Common Shares held by the Holder as capital property immediately prior to such acquisition.

Residents of Canada

This portion of the summary is generally applicable to a Holder who, for the purposes of the Tax Act, and at all relevant times, is, or is deemed to be, resident in Canada (“**Resident Holder**”).

Certain Resident Holders whose Shares might not otherwise qualify as capital property may, in certain circumstances, make the irrevocable election pursuant to subsection 39(4) of the Tax Act to have their Shares, and every other “Canadian security”, as defined in the Tax Act, owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years, deemed to be capital property. Such election is not available in respect of the Warrants. Resident Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available, and, if available, whether it is advisable in their particular circumstances.

Dividends on Shares

A Resident Holder will be required to include in computing its income for a taxation year dividends received or deemed to be received on the Shares.

In the case of a Resident Holder who is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable under the Tax Act to “taxable dividends” received from “taxable Canadian corporations” (each as defined in the Tax Act), including the enhanced gross-up and dividend tax credit in respect of dividends designated by the Company as “eligible dividends” (as defined in the Tax Act). There may be limitations on the ability of the Company to designate dividends as eligible dividends.

In the case of a Resident Holder that is a corporation, the amount of any such taxable dividend received or deemed to be received by such Resident Holder’s in respect of the Shares must be included in the Resident Holder’s income for a taxation year, but will generally also be deductible in computing the Resident Holder’s taxable income for that taxation year. In certain circumstances, a dividend received or deemed to be received by a Resident Holder that is a corporation may be deemed to be proceeds of disposition or a capital gain pursuant to subsection 55(2) of the Tax Act. Resident Holders that are corporations should consult their own tax advisors regarding their particular circumstances.

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

Expiry of Warrants

In the event of the expiry of an unexercised Warrant, a Resident Holder generally will realize a capital loss equal to the Resident Holder’s adjusted cost base of such Warrant. The tax treatment of capital gains and capital losses is discussed in greater detail below under “Residents of Canada -Taxation of Capital Gains and Capital Losses”.

Disposition of a Share or a Warrant

Generally, on a disposition, or a deemed disposition, of a Share (other than to the Company unless purchased by the Company in the open market in the manner in which shares are normally purchased by a member of the public in an open market) or a Warrant (which does not include the exercise of a Warrant, and excluding a disposition arising on the expiry of a Warrant, as discussed above), a Resident Holder will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Share or the Warrant, as the case may be, to the Resident Holder immediately before the disposition or deemed disposition. Such capital gain (or capital loss) will be subject to the treatment described below under “Residents of Canada -Taxation of Capital Gains and Capital Losses”.

Taxation of Capital Gains and Capital Losses

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

If the Resident Holder is a corporation, any such capital loss realized on the sale of a Share may be reduced by the amount of any dividends which have been received by the Resident Holder on such Share to the extent and in circumstances prescribed by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns Shares, directly or indirectly through a partnership or a trust. Such Resident Holder should consult its own tax advisor.

Refundable Tax

A Resident Holder that is throughout the relevant taxation year a “Canadian-controlled private corporation” (as defined in the Tax Act) or, at any time in a relevant taxation year, a “substantive CCPC” (as defined in the Tax Act) may be liable to pay a refundable tax on its “aggregate investment income”, which is defined in the Tax Act to include taxable capital gains and dividends received or deemed to be received on the Shares to the extent that such dividends are not deductible in computing the Resident Holder’s taxable income for the taxation year.

Minimum Tax

Capital gains or dividends realized or deemed to be realized by a Resident Holder that is an individual (other than certain specified trusts) may give rise to liability for minimum tax as calculated under the detailed rules set out in the Tax Act. Resident Holders should consult their own tax advisors on the application of the minimum tax to their particular circumstances.

Holdings Not Resident in Canada

This portion of the summary is generally applicable to a Holder who, at all relevant times, is not, and is not deemed to be, resident in Canada for the purposes of the Tax Act, and will not use or hold (and will not be deemed to use or hold) the Shares or Warrants in, or in the course of, carrying on a business or part of a business in Canada (a “**Non-Resident Holder**”).

This summary does not apply to a Non-Resident Holder that carries on an insurance business in Canada and elsewhere or an “authorized foreign bank” (as defined in the Tax Act) and such Non-Resident Holders should consult their own tax advisors.

Dividends on Shares

Dividends paid or credited, or deemed to be paid or credited, on a Share to a Non-Resident Holder will generally be subject to Canadian withholding tax at the rate of 25% on the gross amount of the dividend, subject to any reduction in the rate of withholding to which that Non-Resident Holder may be entitled under an applicable income tax treaty or convention. For example, where a Non-Resident Holder is a resident of the United States, is fully entitled to the benefits under the *Canada-U.S. Tax Convention* (1980), as amended (the “**Canada-US Tax Treaty**”), and is the beneficial owner of the dividend, the applicable rate of Canadian withholding tax is generally reduced to 15% of the amount of such dividend (or 5% in the case of a resident of the United States that is a corporation beneficially owning at least 10% of the Company’s voting shares). The Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting of which Canada is a signatory, affects many of Canada’s bilateral tax treaties (but not the Canada-US Tax Treaty), including the ability to claim benefits thereunder. Non-Resident Holders should consult their own tax advisors to determine their entitlement to relief under an applicable income tax treaty or convention.

Disposition of a Share or a Warrant

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition or deemed disposition of a Share or a Warrant, nor will any capital loss arising therefrom be recognized under the Tax Act, unless the Share or the Warrant, as the case may be, constitutes “taxable Canadian property” (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident.

Generally, provided that the Common Shares are listed on a “designated stock exchange” for the purposes of the Tax Act (which currently includes the TSX and the FSE) at the time of disposition, a Share or a Warrant, as the case may be, will not constitute taxable Canadian property of a Non-Resident Holder at the time of disposition, unless at any time during the 60-month period immediately preceding such time the following two conditions were met concurrently: (a) at least 25% or more of the issued shares of any class or series of the capital stock of the Company were owned by or belonged to one or any combination of (i) the Non-Resident Holder, (ii) persons with whom the Non-Resident Holder did not deal at arm’s length for the purposes of the Tax Act, and (iii) partnerships in which the Non-Resident Holder or a person described in (ii) holds a membership interest directly or indirectly through one or more partnerships; and (b) more than 50% of the fair market value of the Common Shares was derived directly or indirectly from one, or any combination of, real or immovable property situated in Canada, “Canadian resource property” (as defined in the Tax Act), “timber resource property” (as defined in the Tax Act) or options in respect of, interests in or for civil law rights in, any such property (whether or not such property exists). Notwithstanding the foregoing, in certain circumstances set out in the Tax Act, Shares may be deemed to be taxable Canadian property.

In cases where a Non-Resident Holder disposes (or is deemed to have disposed) of a Share or a Warrant that is taxable Canadian property to that Non-Resident Holder, and the Non-Resident Holder is not entitled to an exemption under an applicable income tax treaty or convention, the consequences described above under the headings “*Residents of Canada – Disposition of a Share or a Warrant*” and “*Residents of Canada – Taxation of Capital Gains and Capital Losses*” will generally be applicable to such disposition. Non-Resident Holders for whom a Share or a Warrant is, or may be, taxable Canadian property should consult their own tax advisors.

NON-CANADIAN INVESTORS ARE ADVISED TO CONSULT WITH THEIR OWN TAX ADVISOR REGARDING THE SPECIFIC TAX CONSEQUENCES OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF UNITS, UNITS SHARES, WARRANTS, AND WARRANT SHARES INCLUDING CANADIAN, DOMESTIC, TREATY AND OTHER TAX CONSEQUENCES OF SUCH ACQUISITION, OWNERSHIP AND DISPOSITION AND OF POTENTIAL CHANGES IN APPLICABLE TAX LAWS.

PRICE RANGE AND TRADING VOLUME

Trading Price and Volume

The outstanding Common Shares are listed on the TSX under the trading symbol “XTRA”, the OTCQX under the trading symbol “XTRAF” and on the FSE under the trading symbol “0PL”. On November 4, 2025, the last trading day prior to announcement of the Offering, the closing price of the Common Shares on the TSX was \$0.70 per Common Share.

The following tables set forth information relating to the trading of the Common Shares on the TSX, during the 12-month period before the date of this Prospectus Supplement.

Month	High	Low	Total Volume
November 1 to 4, 2025	\$0.91	\$0.70	2,926,453
October 2025	\$0.98	\$0.63	11,981,267
September 2025	\$0.79	\$0.51	8,492,187
August 2025	\$0.59	\$0.34	8,593,459

Month	High	Low	Total Volume
July 2025	\$0.38	\$0.33	3,391,253
June 2025	\$0.57	\$0.32	8,558,465
May 2025	\$0.52	\$0.37	2,354,463
April 2025	\$0.46	\$0.38	1,646,014
March 2025	\$0.47	\$0.39	2,011,394
February 2025	\$0.56	\$0.43	1,435,507
January 2025	\$0.61	\$0.46	1,713,684
December 2024	\$0.68	\$0.41	3,668,517
November 2024	\$0.73	\$0.65	1,510,105

Certain of the Company’s outstanding warrants exercisable to acquire Common Shares at a price of \$0.64 per Common Share and expiring on April 24, 2027 (the “**Listed Warrants**”) are listed and posted for trading on the TSX under the trading symbol “XTRA.WT”. On November 4, 2025, the last trading day prior to announcement of the Offering, the closing price of the Listed Warrants on the TSX was \$0.185 per Listed Warrant.

The following tables set forth information relating to the trading of the Listed Warrants on the TSX, during the 12-month period before the date of this Prospectus Supplement.

Month	High	Low	Total Volume
November 1 to 4, 2025	\$0.30	\$0.18	146,500
October 2025	\$0.395	\$0.16	547,323
September 2025	\$0.28	\$0.185	193,500
August 2025	\$0.195	\$0.09	316,670
July 2025	\$0.12	\$0.065	151,000
June 2025	\$0.16	\$0.045	326,000
May 2025	\$0.13	\$0.075	37,500
April 2025	\$0.135	\$0.09	31,500
March 2025	\$0.155	\$0.125	92,500
February 2025	\$0.16	\$0.10	33,500
January 2025	\$0.15	\$0.135	15,000
December 2024	\$0.22	\$0.105	30,500
November 2024	\$0.24	\$0.20	63,500

PLAN OF DISTRIBUTION

General

Pursuant to the Underwriting Agreement entered into between the Company and the Underwriters, the Company has agreed to sell and the Underwriters have agreed to purchase or arrange for purchase by substituted purchasers, on the Closing Date, of an aggregate of 13,334,000 Units at the Offering Price for gross proceeds of \$10,000,500 payable in cash to the Company against delivery of the Units, subject to the Over-Allotment Option, and compliance with all necessary legal requirements and to the terms and conditions of the Underwriting Agreement. The obligations of the Underwriters under the Underwriting Agreement are several, and not joint, nor joint and several, and may be terminated at their discretion on the basis of the “material adverse change”, “disaster”, “regulatory proceedings” and

“breach” provisions in the Underwriting Agreement and may also be terminated upon the occurrence of certain other stated events. The Underwriters are, however, obligated to take up and pay for all of the Units if any of the Units are purchased under the Underwriting Agreement. The Offering Price was determined by arm’s length negotiation between the Company and the Lead Underwriter, with reference to the prevailing market price of the Common Shares. Closing of the Offering is anticipated to occur on or about November 10, 2025 subject to the conditions of closing being met, or such earlier or later date as the Company and the Underwriters may agree.

The Underwriters propose to offer the Units to the public initially at the Offering Price. Without affecting the firm obligation of the Underwriters to purchase the Units in accordance with the Underwriting Agreement, the Underwriters may decrease the Offering Price of the Units, which they sell under this Prospectus Supplement after they have made a reasonable effort to sell all such Units at the Offering Price. The sale by the Underwriters of Units at a price of less than the Offering Price will have the effect of reducing the compensation realized by the Underwriters by the amount that the aggregate price paid by the purchasers for the Units is, less than the gross proceeds paid by the Underwriters for the Units.

Each Unit will consist of one Unit Share and one-half of one Warrant. Each whole Warrant will entitle the holder thereof to acquire, subject to adjustment in certain customary circumstances, one Warrant Share at an exercise price of \$0.95 per Warrant Share until 5:00 p.m. (Toronto time) on the date that is 36 months from the Closing Date, after which time the Warrants will be void and of no value. This Prospectus Supplement qualifies the distribution of the Unit Shares and the Warrants comprising the Units.

The Warrants will be created and issued pursuant to the terms of the Warrant Indenture. The Warrant Indenture will contain provisions designed to protect holders of the Warrants against dilution upon the occurrence of certain events.

The Company has also granted the Underwriters the Over-Allotment Option to purchase from the Company up to 2,000,100 Over-Allotment Units, on the same terms and conditions as the Offering. The Over-Allotment Option may be exercised by the Underwriters, in whole or in part, at the sole discretion of the Underwriters, at any time prior to the Over-Allotment Option Deadline to acquire either: (i) Over-Allotment Units at the Offering Price; (ii) Over-Allotment Shares at a price of \$0.70 per Over-Allotment Share; (iii) Over-Allotment Warrants at a price of \$0.10 per Over-Allotment Warrant; or (iv) any combination of Over-Allotment Units, Over-Allotment Shares or Over-Allotment Warrants, so long as the aggregate number of Over-Allotment Shares and Over-Allotment Warrants issued under the Over-Allotment Option does not exceed 2,000,100 Over-Allotment Shares and 1,000,050 Over-Allotment Warrants. If the Over-Allotment Option is exercised in full for Over-Allotment Units only, the total “Price to the Public”, “Commission” and “Net Proceeds to the Company” will be approximately \$11,500,575.00, \$690,034.50, and \$10,810,540.50, respectively. This Prospectus Supplement also qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units, the Over-Allotment Shares and the Over-Allotment Warrants. A purchaser who acquires securities forming part of the Underwriters’ over-allocation position acquires those securities under this Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters the Commission equal to 6% of the gross proceeds of the Offering, including proceeds from the exercise of the Over-Allotment Option. As additional compensation, the Company has agreed to issue to the Underwriters an aggregate number of Underwriters’ Warrants equal to 6% of the aggregate number of Units issued pursuant to the Offering (including any Units issued upon exercise of the Over-Allotment Option). Each Underwriters’ Warrant entitles the holder thereof to acquire one Underwriters’ Warrant Share at an exercise price of \$0.75 per Underwriters’ Warrant Share for a period of 36 months from the Closing Date, subject to adjustment in certain customary circumstances. This Prospectus Supplement qualifies the distribution of the Underwriters’ Warrants. The Company has also agreed to reimburse the Underwriters for their reasonable out-of-pocket fees and expenses and the reasonable fees and disbursements of the Underwriters’ legal counsel, subject to an agreed upon maximum, whether or not the Offering is completed.

The Company has also agreed, pursuant to the Underwriting Agreement, to indemnify the Underwriters and each of their respective subsidiaries and affiliates and their respective directors, officers, employees, shareholders, partners, advisors, agents, successors and assigns, and each other person, if any, controlling any of the Underwriters or their affiliates from and against certain liabilities or to contribute to payments the Underwriters may have to make because of such liabilities.

The outstanding Common Shares are listed and posted for trading on the TSX under the symbol “XTRA”, the OTCQX under the symbol “XTRAF” and on the FSE under the symbol “OPL”. The closing price of the Common Shares on the TSX, the OTCQX and the FSE on November 4, 2025, the last trading day of the Common Shares prior to the date of this Prospectus Supplement, was \$0.70, US\$0.4999 and €0.43, respectively. The Company has applied to list the Unit Shares, the Warrant Shares and the Underwriters’ Warrant Shares. Listing on the TSX is subject to the Company fulfilling all of the requirements of the TSX. Conditional approval for listing of these securities on the TSX is a condition of closing of the Offering. The Warrants are transferable but will not be listed for trading on any exchange and as a result, there is no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under the Prospectus Supplement. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants and the extent of issuer regulations. See “*Risk Factors*”.

The Company agreed that, until the date which is 90 days following the Closing Date, it will not, without the consent of the Lead Underwriter, such consent not to be unreasonably withheld or delayed, issue any Common Shares or securities or other financial instruments convertible or exercisable into Common Shares, other than in connection with (i) the grant or exercise of stock options and other similar issuances pursuant to the omnibus equity incentive plan of the Company and other share compensation arrangements; (ii) the exercise of outstanding warrants, including warrants issued in the Offering, or other convertible securities of the Company; (iii) obligations of the Company in respect of existing agreements; (iv) the issuance of securities by the Company in connection with acquisitions in the normal course of business; (v) the issuance of securities in connection with any merger, business combination, tender offer, take-over bid, arrangement, asset purchase, joint venture or similar transaction; or (vi) under the Offering.

The Company has agreed to use its commercially reasonable efforts to cause each of the Company’s directors and officers to enter into lock up agreements in favour of the Underwriters evidencing their agreement not to, for a period commencing on the Closing Date of the Offering and ending 90 days following the Closing Date, directly or indirectly, offer, sell, contract to sell, lend, swap, or enter into any other agreement to transfer the economic consequences of, or otherwise dispose of or deal with, or publicly announce any intention to offer, sell, contract to sell, grant or sell any option to purchase, hypothecate, pledge, transfer, assign, purchase any option or contract to sell, lend, swap, or enter into any agreement to transfer the economic consequences of, or otherwise dispose of or deal with, whether through the facilities of a stock exchange, by private placement or otherwise, any Common Shares or other securities of the Company held by them, directly or indirectly, unless (i) in connection with the exercise of warrants or options in accordance with the terms thereof (and provided that any Common Shares obtained by such exercise shall remain subject to the terms of the lock-up agreement), (ii) they first obtain the prior written consent of the Lead Underwriter, which consent will not be unreasonably withheld, or (iii) there occurs a take-over bid or similar transaction involving a change of control of the Company.

The Units will be offered in all the provinces and territories of Canada, other than Québec, through the Underwriters or their affiliates who are registered to offer the Units for sale in such provinces and territories and such other registered dealers as may be designated by the Underwriters. Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the Underwriters reserve the right to close the subscription books at any time without notice. The Closing Date is expected to be on or about November 10, 2025, or such other date as may be agreed upon by the Company and the Underwriters. The Offering will be conducted under the book-based system. A purchaser of Units will receive only a customer confirmation from the registered dealer from or through which the Units are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Units on behalf of owners who have purchased Units in accordance with the book-based system.

Pursuant to policies of certain Canadian securities regulatory authorities, the Underwriters may not, throughout the period of distribution under the Offering, bid for or purchase Common Shares for their own accounts or for accounts over which they exercise control or direction. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Common Shares. These exceptions include a bid or purchase permitted under Universal Market

Integrity Rules for Canadian marketplaces administered by the Canadian Investment Regulatory Organization relating to market stabilization and passive market making activities, and a bid or purchase made for or on behalf of a customer where the order was not solicited during the period of distribution. Subject to the foregoing, the Underwriters may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

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

Offering in the United States

This Prospectus Supplement and the accompanying Shelf Prospectus do not constitute an offer to sell or a solicitation of an offer to buy any of the Units in the United States, or to, or for the account or benefit of, any U.S. Persons or any persons in the United States. The Units, Unit Shares, Warrants and the Warrant Shares have not been and will not be registered under the U.S. Securities Act or the applicable securities laws of any state of the United States, and may not be offered, sold or delivered in the United States, or to, or for the account or benefit of, any U.S. Persons or any persons in the United States, except in transactions exempt from registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States.

The Underwriters have agreed that, except as permitted by the Underwriting Agreement pursuant to transactions exempt from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States, they will not offer the Units at any time within the United States or to, or for the account or benefit of, any U.S. Persons or any persons in the United States as part of their distribution or at any time. The Underwriting Agreement permits the Underwriters acting through their U.S. registered broker-dealers affiliates to (i) offer and resell the Units that they have acquired pursuant to the Underwriting Agreement in the United States to persons who are “qualified institutional buyers”, as defined in Rule 144A under the U.S. Securities Act, in compliance with Rule 144A under the U.S. Securities Act and similar exemptions under applicable U.S. state securities laws, and (ii) offer the Units in the United States to persons to whom the Company will sell such Units directly as substituted purchasers where such persons are “accredited investors”, as defined in Rule 501(a) of Regulation D under the U.S. Securities Act, in compliance with Rule 506(b) of Regulation D under the U.S. Securities Act and/or Section 4(a)(2) of the U.S. Securities Act and similar exemptions under applicable U.S. state securities laws. Moreover, the Underwriting Agreement provides that the Underwriters will offer the Units outside of the United States only in accordance with Regulation S under the U.S. Securities Act.

The Units and the underlying Unit Shares and Warrants that are sold in the United States, or to, or for the account or benefit of, any U.S. Persons or any persons within the United States, will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act.

In addition, until one year after the commencement of the Offering, an offer or sale of the Units, the Unit Shares, the Warrants and the Warrant Shares within the United States, or to or for the account or benefit of a U.S. Person, by any dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an available exemption under the U.S. Securities Act.

Purchasers of the Units, the Unit Shares, the Warrants and the Warrant Shares (other than a distributor, as defined in Rule 902 of Regulation S) during the one-year distribution compliance period are deemed to certify that they are not a U.S. Person and are not acquiring such securities for the account or benefit of any U.S. Person, or that they are “qualified institutional buyers” purchasing pursuant to Rule 144A under the U.S. Securities Act and similar exemptions under applicable securities laws of any state of the United States. In addition, purchasers during the one-year distribution compliance period are deemed to agree (i) to resell such securities only in accordance with the provisions of Regulation S, pursuant to registration under the U.S. Securities Act, or pursuant to an available exemption therefrom, and (ii) not to engage in hedging transactions with regard to such securities unless in compliance with the U.S. Securities Act. The Company will refuse to register any transfer of the Units, Unit Shares, Warrants or Warrant Shares not made in accordance with the provisions of Regulation S, pursuant to registration under the U.S.

Securities Act, or pursuant to an available exemption from registration under the U.S. Securities Act.

LEGAL MATTERS

Certain legal matters related to the Units offered pursuant to this Prospectus Supplement will be passed upon on behalf of the Company by Cozen O'Connor LLP with respect to certain Canadian legal matters, as well as certain Canadian Federal Income Tax matters and Eligibility for Investment matters, and on behalf of the Underwriters by Mintz LLP with respect to certain Canadian legal matters.

DOCUMENTS INCORPORATED BY REFERENCE

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

Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar regulatory authorities in each of the provinces and territories of Canada, except the province of Québec (the “Commissions”). Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Company at 55 York St., Suite 1100, Toronto, Ontario, M5J 1R7 and are also available electronically on SEDAR+ which can be accessed electronically at www.sedarplus.ca. Information contained or featured on the Company’s website shall not be deemed to be part of this Prospectus Supplement or the accompanying Shelf Prospectus.

The following documents, which have been filed by the Company with the Commissions, are specifically incorporated by reference into, and form an integral part of, the accompanying Shelf Prospectus, as supplemented by this Prospectus Supplement:

- (a) the annual information form of Xtract One (the “AIF”) dated October 23, 2025 for the year ended July 31, 2025, filed on SEDAR+ on October 23, 2025;
- (b) the audited consolidated financial statements of the Company for the years ended July 31, 2025 and 2024, together with the notes thereto and the auditor’s report thereon (the “**Annual Financial Statements**”) and related management’s discussion and analysis, filed on SEDAR+ on October 23, 2025 (the “**Annual MD&A**”);
- (c) the information circular of the Company dated September 23, 2025 in respect of its annual general meeting of shareholders held on November 12, 2025, filed on SEDAR+ on October 10, 2025; and
- (d) the Term Sheet.

Any document of the type referred to in section 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distributions* and required to be filed by the Company with the securities commissions or similar regulatory authorities in Canada after the date of this Prospectus Supplement and before the termination of the distribution under the Offering shall be deemed to be incorporated by reference in this Prospectus Supplement for the purposes of the Offering.

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

misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this Prospectus Supplement or the accompanying Shelf Prospectus, except as so modified or superseded.

References to the Company's website in any documents that are incorporated by reference into this Prospectus Supplement and the accompanying Shelf Prospectus do not incorporate by reference the information on such website into this Prospectus Supplement or the accompanying Shelf Prospectus, and the Company disclaims any such incorporation by reference.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The external auditor of the Company is Davidson & Company LLP, Chartered Professional Accountants, located at 1200 – 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, British Columbia, V7Y 1G6.

The registrar and transfer agent of the Company is TSX Trust Company located at Suite 2310, 733 Seymour Street, Vancouver, British Columbia, V6B 0S6. TSX Trust Company is also the Warrant Agent.

INTERESTS OF EXPERTS

The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus Supplement as having prepared or certified a part of that document or report described in the Prospectus:

- Cozen O'Connor LLP is the Company's counsel with respect to Canadian legal matters;
- Mintz LLP is the Underwriters' counsel with respect to Canadian legal matters herein; and
- Davidson & Company LLP is the independent auditor of the Company and is independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia. The Annual Financial Statements have been audited by Davidson & Company LLP, Chartered Professional Accountants, as set forth in their audit reports.

At the date of this Prospectus Supplement, the "designated professionals" (as such term is defined in Form 51-102F2 – Annual Information Form) of such firms, respectively, beneficially each own, directly, or indirectly, less than one percent (1%) of the outstanding securities of the Company.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a Prospectus Supplement and accompanying Shelf Prospectus relating to the securities purchased by a purchaser and any amendments thereto. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revision of the price or damages if the Prospectus Supplement and accompanying Shelf Prospectus relating to the securities purchased by a purchaser and any amendments thereto contain 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 or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory 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 the Prospectus or Prospectus Supplement and any amendment is limited, in certain provincial and territorial securities legislation, to the price at which the Warrants are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon exercise of the Warrants, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable

provisions of the securities legislation of the purchaser’s province or territory for the particulars of this right of action for damages or consult with a legal adviser.

ELIGIBILITY FOR INVESTMENT

In the opinion of Cozen O’Connor LLP, counsel to the Company with respect to Canadian legal matters, and Mintz LLP, counsel to the Underwriters with respect to Canadian legal matters, based on the provisions of the Tax Act in force as of the date hereof, the Unit Shares, Warrants and Warrant Shares, if issued on the date hereof, would be “qualified investments” under the Tax Act for a trust governed by a registered retirement savings plan (a “RRSP”), a registered retirement income fund (a “RRIF”), a deferred profit sharing plan, a registered education savings plan (a “RESP”), a registered disability savings plan (a “RDSP”), a first home savings account (a “FHSA”) and a tax-free savings account (a “TFSA”) (collectively, the “Deferred Plans”) provided that: (i) in the case of the Unit Shares and the Warrant Shares, the Unit Shares or the Warrant Shares, as applicable, are listed on a “designated stock exchange” as defined in the Tax Act (which currently includes the TSX and the FSE); and (ii) in the case of the Warrants, the Warrant Shares are listed on a “designated stock exchange” as defined in the Tax Act (which currently includes the TSX and the FSE) and neither the Company, nor any person with whom the Company does not deal at arm’s length, is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of the particular Deferred Plan.

Notwithstanding that the Unit Shares, Warrants and Warrant Shares may be qualified investments for a Deferred Plan, the annuitant under an RRSP or RRIF, the holder of a TFSA, RDSP or FHSA, or the subscriber of an RESP, as the case may be, will be subject to a penalty tax as set out in the Tax Act if such Unit Shares, Warrants and Warrant Shares are a “prohibited investment” (as defined in the Tax Act) for the RRSP, RRIF, RESP, RDSP, FHSA or TFSA. The Unit Shares, Warrants and Warrant Shares will generally not be a prohibited investment for a particular RRSP, RRIF, RESP, RDSP, FHSA or TFSA provided that the annuitant under the RRSP or RRIF, the holder of the TFSA, RDSP, or FHSA or the subscriber of the RESP, as the case may be, (i) deals at arm’s length with the Company for the purposes of the Tax Act, and (ii) does not have a “significant interest” (as defined in the Tax Act) in the Company. In addition, the Unit Shares and Warrant Shares will not be a prohibited investment if such securities are “excluded property” (as defined in the Tax Act) for the particular RRSP, RRIF, RESP, RDSP, FHSA or TFSA.

Prospective purchasers who intend to hold Unit Shares, Warrants or Warrant Shares in a Deferred Plan should consult their own tax advisors.

WHERE CAN YOU FIND MORE INFORMATION

We are required to file with the securities commission or authority in each of the applicable provinces and territories of Canada, annual and quarterly financial statements, material change reports and other information.

You may read any document we file with or furnish to the securities commissions and authorities of the provinces and territories of Canada through SEDAR+ at www.sedarplus.ca.

CERTIFICATE OF THE COMPANY

Dated: November 5, 2025

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

“Peter Evans”

Peter Evans
Chief Executive Officer

“Karen Hersh”

Karen Hersh
Chief Financial Officer

On behalf of the Board of Directors

“Peter van der Gracht”

Peter van der Gracht
Director

“John Gillies”

John Gillies
Director

CERTIFICATE OF THE UNDERWRITERS

Dated: November 5, 2025

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

STIFEL NICOLAUS CANADA INC.

“Brandon Roopnarinesingh”

Brandon Roopnarinesingh

Director, Investment Banking

VENTUM FINANCIAL CORP.

“Karanjit S. Bhugra”

Karanjit S. Bhugra

President, Capital Markets

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

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

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 herein by reference may be obtained on request without charge from the Corporate Secretary of Xtract One Technologies Inc. at 400-257 Adelaide Street West, Toronto, Ontario, M5H 1X9, Telephone 1-888-728-1832 and are also available electronically at www.sedarplus.ca.

SHORT FORM BASE SHELF PROSPECTUS

New Issue

February 6, 2024



XTRACT ONE TECHNOLOGIES INC.
400-257 Adelaide Street West
Toronto, Ontario, M5H 1X9

\$50,000,000

COMMON SHARES

WARRANTS

SUBSCRIPTION RECEIPTS

UNITS

DEBT SECURITIES

Xtract One Technologies Inc. (the “**Company**” or “**Xtract One**”) may offer and issue from time to time, the securities listed above or any combination thereof with the aggregate initial offering price not to exceed \$50,000,000 during the 25-month period that this short form base shelf prospectus (this “**Prospectus**”), including any amendments thereto, remains effective. The Company’s securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of sale and set forth in an accompanying shelf prospectus supplement (“**Prospectus Supplement**”).

The specific terms of the securities offered in a particular offering will be set out in the applicable Prospectus Supplement and may include, where applicable: (i) in the case of common shares, the number of common shares offered, the offering price and any other specific terms; (ii) in the case of warrants, the

designation, number and terms of the securities issuable upon exercise of the warrants, any procedures that will result in the adjustment of these numbers, the exercise price, dates and periods of exercise, the currency in which the warrants are issued and any other specific terms; (iii) in the case of subscription receipts, the designation, number and terms of the securities issuable upon satisfaction of certain release conditions, any procedures that will result in the adjustment of these numbers, any additional payments to be made to holders of subscription receipts upon satisfaction of the release conditions, the terms of the release conditions, the terms governing the escrow of all or a portion of the gross proceeds from the sale of the subscription receipts, terms for the refund of all or a portion of the purchase price for the subscription receipts in the event that the release conditions are not met or any other specific terms; (iv) in the case of units, the designation, number and terms of the common shares, warrants or subscription receipts comprising the units; and (v) in the case of debt securities, the specific designation, the aggregate principal amount, the currency or the currency unit for which the debt securities may be purchased, the maturity, the interest provisions, the authorized dominations, the offering price, the covenants, and the events of default, any terms of redemption or retraction, any exchange or conversion terms, whether the debt is senior or subordinate, and any other specific terms of the debt securities being offered. A Prospectus Supplement may include specific variable terms pertaining to the above-described securities that are not within the alternatives or parameters set forth in this Prospectus.

This Prospectus may qualify an “at-the-market” distribution as defined under National Instrument 44-102 – *Shelf Distributions* (“NI 44-102”), including sales made directly on the Toronto Stock Exchange (the “TSX”) or other existing markets for the securities. However, there may be market-based limitation affecting how much the Company may raise under an “at-the-market” distribution based on the Company’s historical trading activity. The Company has not engaged any investment dealer in respect of an “at-the-market” distribution, and there is a possibility that the Company may not establish an “at-the-market” program at all.

The Company does not intend to issue “novel” securities pursuant to this Prospectus, as such term is defined under NI 44-102.

All shelf information permitted under applicable securities laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus to the extent required by applicable securities laws. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the securities to which the Prospectus Supplement pertains.

An investment in the Company’s securities involves a high degree of risk. You should carefully read the “Risk Factors” section detailed in this Prospectus.

This Prospectus may constitute a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. Xtract One may offer and sell securities to, or through, underwriters or dealers and also may offer and sell certain securities directly to other purchasers or through agents pursuant to exemptions from registration or qualification under applicable securities laws. The Prospectus Supplement relating to each issue of securities offered thereby will set forth the names of any underwriters, dealers, or agents involved in the offering and sale of such securities and will set forth the terms of the offering of such securities, the method of distribution of such securities, including, to the extent applicable, the proceeds to the Company and any fees, discounts or any other compensation payable to underwriters, dealers or agents, and any other material terms of the plan of distribution. **No underwriter has been involved in the preparation of, or has performed a review of, the contents of this Prospectus.**

Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, securities may be offered at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at prices to be negotiated with

purchasers at the time of sale, which prices may vary as between purchasers and during the period of distribution of the securities.

In connection with any offering of securities (unless otherwise specified in a Prospectus Supplement), other than an “at-the-market distribution”, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. A purchaser who acquires securities forming part of the underwriters’ over-allotment position acquires those securities under this Prospectus, regardless of whether the over-allotment position is ultimately filled through the exercise of the over-allotment option or secondary market purchases. See “*Plan of Distribution*”.

The following persons reside outside of Canada or, in the case of companies, are incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, and have appointed an agent listed below for service of process in Canada:

Name of Person	Name and Address of Agent
Peter Evans Chief Executive Officer and Director	Cozen O’Connor LLP Bentall 5, 2501 - 550 Burrard Street Vancouver, BC V6C 2B5

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, or resides outside of Canada, even if the party has appointed an agent for service of process.

The Company’s common shares (the “**Common Shares**”) are listed on the TSX under the trading symbol “XTRA”, on the OTCQX under the trading symbol “XTRAF”, and on the Frankfurt Stock Exchange under the trading symbol “0PL”. The closing market price of the Common Shares on the TSX as of February 5, 2024, the last trading day before the date of this Prospectus, was \$0.72. **Unless otherwise specified in a Prospectus Supplement, there is no market through which the Company’s warrants, units, subscription receipts, or debt securities may be sold and you may not be able to resell any of such securities, purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of such securities on the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See “*Risk Factors*”.**

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CERTIFICATE OF THE COMPANY

ABOUT THIS PROSPECTUS

You should rely only on the information contained in or incorporated by reference into this Prospectus. Xtract One has not authorized anyone to provide you with different information. Xtract One is not making an offer of these securities in any jurisdiction where the offer is not permitted. You should bear in mind that although the information contained in this Prospectus and any Prospectus Supplement is accurate as of any date on the front of such documents, such information may also be amended, supplemented or updated by the subsequent filing of additional documents deemed by law to be or otherwise incorporated by reference into this Prospectus and by any subsequently filed prospectus amendments.

This Prospectus provides a general description of the securities that the Company may offer. Each time the Company sells securities under this Prospectus, it will provide you with a Prospectus Supplement that will contain specific information about the terms of that offering. The Prospectus Supplement may also add, update or change information contained in this Prospectus. Before investing in any securities, you should read both this Prospectus and any applicable Prospectus Supplement together with additional information described below under “*Documents Incorporated by Reference*”.

Unless the context otherwise requires, references in this Prospectus and any Prospectus Supplement to “Xtract One”, the “Company”, “we”, “us” or “our” includes Xtract One Technologies Inc. and each of its material subsidiaries.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements (collectively, “**forward-looking statements**”) in this Prospectus and the documents incorporated by reference into this Prospectus about the Company’s current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or any other future events or developments constitute forward-looking information and/or forward-looking statements within the meaning of applicable securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to an issuer (collectively, “**Securities Laws**”). The words “may”, “will”, “would”, “should”, “could”, “expects”, “plans”, “intends”, “trends”, “indications”, “anticipates”, “believes”, “estimates”, “predicts”, “likely” or “potential” or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

Discussions containing forward-looking statements include, among other places, those under “*Summary Description of Business*” and “*Risk Factors*”. Forward-looking statements included or incorporated by reference in this Prospectus include, but are not limited to, statements with respect to the future financial or operating performance of the Company and its subsidiaries; the Company’s expectations with respect to future growth; the Company’s expectations with respect to achievement of its business objectives and milestones; the legislative and regulatory environment; the impact of increasing competition; the ability to obtain regulatory and shareholder approvals; the Company’s expectations with respect to the use of net proceeds of future offerings and the use of the available funds following completion of such offerings; requirements for additional capital; the Company’s expectations regarding its revenue, expenses and operational costs; the Company’s anticipated cash needs; the Company’s intention to grow the business and its operations; and the Company’s ability to successfully withstand the economic impact of the COVID-19 or any future pandemics.

Forward-looking statements are based on certain assumptions and estimates made by us in light of the experience and perception of historical trends, current conditions, expected future developments, including projected growth in the industry of threat detection technologies and solutions, and other factors we believe are appropriate and reasonable in the circumstances, but there can be no assurance that such assumptions and estimates will prove to be correct. These assumptions include, but are not limited to:

- (i) the Company being able to generate cash flow from operations and obtain necessary financing on acceptable terms;
- (ii) general economic, financial market, regulatory and political conditions in which the Company operates will remain the same;
- (iii) the Company being able to compete in the threat detection industry;
- (iv) the Company being able to manage anticipated and unanticipated costs;
- (v) the Company being able to maintain internal controls over financial reporting and disclosure and procedures;
- (vi) the Company being able to maintain interest in the Company's products and services;
- (vii) the Company's ability to obtain qualified staff, tools and services in a timely and cost efficient manner;
- (viii) the Company's ability to conduct operations in an efficient and effective manner;
- (ix) government regulation of the Company's activities will remain the same or develop in a positive direction; and
- (x) the Company being able to successfully build or sustain partnerships or relationships with key players in the industry.

Many factors could cause the Company's actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the factors, which are discussed in greater detail in the "*Risk Factors*" section of this Prospectus.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, it can give no assurance that such expectations will prove to have been correct. The purpose of the forward-looking statements is to provide the reader with a description of management's expectations regarding the Company's performance and may not be appropriate for other purposes. Readers should not place undue reliance on forward-looking statements made herein. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to differ materially from those anticipated in such forward-looking statements. Furthermore, unless otherwise stated, the forward-looking statements contained in this Prospectus are made as of the date of this Prospectus, and we have no intention and undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. The forward-looking statements contained in this Prospectus are expressly qualified by this cautionary statement.

Presentation of Financial Information

The Company presents its financial statements in Canadian dollars. All dollar figures in this Prospectus are in Canadian dollars, unless otherwise indicated. All of the financial data contained in this Prospectus relating to the Company have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

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 TM 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.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in all of the provinces and territories of Canada, except the province of Québec (the “**Commissions**”). Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Company at 400-257 Adelaide Street West, Toronto, Ontario, M5H 1X9, Telephone 1-888-728-1832 and are also available electronically on SEDAR+ which can be accessed electronically at www.sedarplus.ca.

The following documents of the Company, which have been filed with the Commissions, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- a. the annual information form of Xtract One (the “**Annual Information Form**”) dated October 19, 2023 for the year ended July 31, 2023, filed on SEDAR+ on October 19, 2023;
- b. the audited consolidated financial statements of the Company for the years ended July 31, 2023 and 2022, together with the notes thereto and the auditor’s report thereon and related management’s discussion and analysis (the “**MD&A**”), filed on SEDAR+ on October 19, 2023;
- c. the condensed consolidated interim financial statements of the Company for the three months ended October 31, 2023 and 2022, together with the notes thereto and related management’s discussion and analysis, filed on SEDAR+ on December 7, 2023; and
- d. the information circular of the Company dated September 28, 2023 in respect of its annual general meeting of shareholders held on November 14, 2023, filed on SEDAR+ on October 30, 2023.

Any annual information form, material change reports (excluding confidential material change reports), any interim and annual consolidated financial statements and related management discussion and analysis, any information circulars (excluding those portions that, pursuant to National Instrument 44-101 of the Canadian Securities Administrators, are not required to be incorporated by reference herein), any business acquisition reports, any news releases or public communications containing financial information about the Company for a financial period more recent than the periods for which financial statements are incorporated herein by reference, and any other disclosure documents required to be filed pursuant to an undertaking to a provincial or territorial securities regulatory authority that are filed by the Company with various securities commissions or similar authorities in Canada after the date of this Prospectus and prior to the termination of an offering under any Prospectus Supplement, shall be deemed to be incorporated by reference in this Prospectus.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or

superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this Prospectus, except as so modified or superseded.

A Prospectus Supplement containing the specific terms of an offering of securities, updated disclosure of earnings coverage ratios, if applicable, and other information relating to the securities, will be delivered to prospective purchasers of such securities together with this Prospectus and the applicable Prospectus Supplement and will be deemed to be incorporated into this Prospectus as of the date of such Prospectus Supplement only for the purpose of the offering of the securities covered by that Prospectus Supplement.

Upon a new annual information form and the related annual financial statements being filed by the Company with, and, where required, accepted by, the applicable securities commissions or similar regulatory authorities during the currency of this Prospectus, the previous annual information form, the previous annual financial statements and all quarterly financial statements, material change reports and information circulars filed prior to the commencement of the Company's financial year in which the new annual information form is filed shall be deemed no longer to be incorporated into this Prospectus for purposes of further offers and sales of securities hereunder.

SUMMARY DESCRIPTION OF BUSINESS

Xtract One, a British Columbia company, is a reporting issuer in all provinces and territories of Canada, except the province of Québec. The Company's Common Shares are listed for trading on the TSX under the trading symbol "XTRA", on the OTCQX under the trading symbol "XTRAF", and on the Frankfurt Stock Exchange under the trading symbol "0PL". The Company's head office is located at 400-257 Adelaide St. W, Toronto, ON M5H 1X9, and its registered and records office is located at Bentall 5, 2501 - 550 Burrard Street, Vancouver, British Columbia, V6C 2B5.

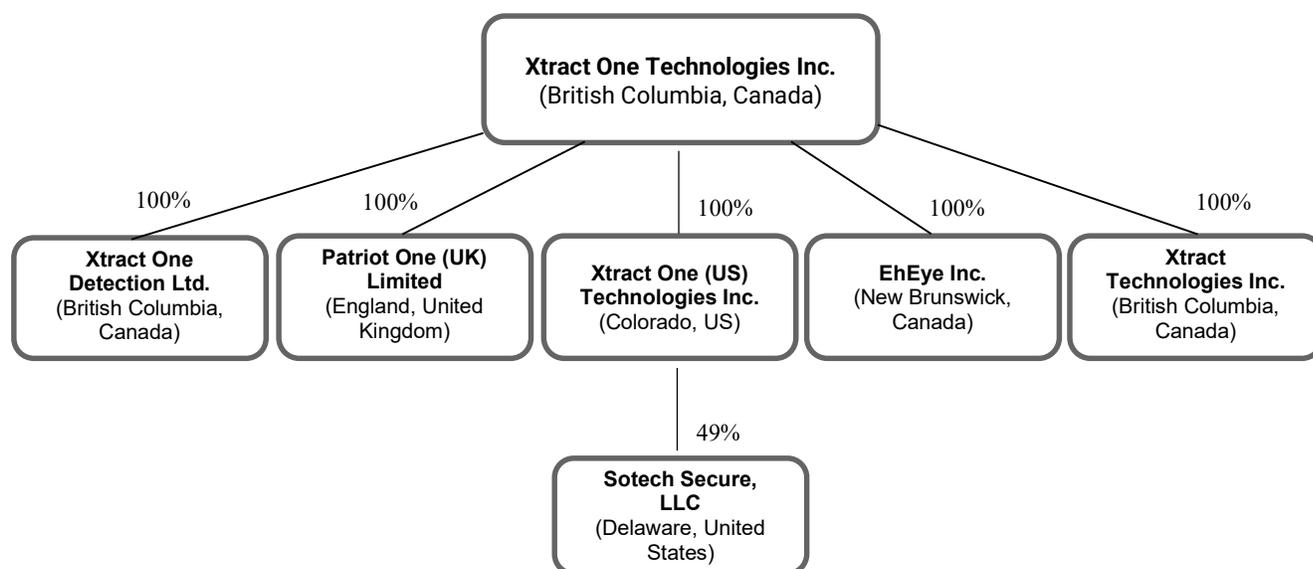
The Company was incorporated on May 11, 2010, under the *Business Corporations Act* (British Columbia) under the name "Clear Mountain Resources Corp.". It completed its initial public offering on May 10, 2012, and on May 15, 2012, the Company's Common Shares were listed for trading on the TSX Venture Exchange (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 was delisted from the TSXV on April 9, 2019 and listed on the TSX. On December 1, 2022, the Company changed its name from "Patriot One Technologies Inc." to "Xtract One Technologies Inc." and changed its trading symbol to "XTRA" on the TSX. Certain subsidiaries concurrently changed their names. The Company's wholly owned subsidiaries include Xtract One Detection Ltd. (formerly "Patriot One Detection Ltd."), Patriot One (UK) Limited, Xtract One (US) Technologies Inc. (formerly "Patriot One Detection Technologies Inc."), EhEye Inc. and Xtract Technologies Inc.

As of the date hereof, the Company has six subsidiaries:

Name of Subsidiary	Place of Incorporation	Proportion of Ownership Interest	Principal Activity
Xtract One Detection Ltd.	British Columbia	100%	See below
Patriot One (UK) Limited	England, UK	100%	See below

Xtract One (US) Technologies Inc.	Colorado, USA	100%	See below
EhEye Inc.	New Brunswick	100%	See below
Xtract Technologies Inc.	British Columbia	100%	See below
Sotech Secure, LLC	Delaware, USA	49%	See below

The following organization chart shows the intercorporate relationships of the Company:



General

The principal business of the Company is to develop and commercialize an integrated, layered, artificial intelligence (“AI”) powered threat detection gateway solution with the aim of enhancing public safety. This includes the Xtract One Gateways and Xtract One Insights, which together comprise the Company’s Platform segment. The Company’s mission is to create transformative technology solutions that deliver exceptional experiences, safer environments, and informed operational insights for our customers, and their patrons and staff. The Company has two distinct operating segments, the Platform and Xtract operating segments. The Platform operating segment develops and commercializes a platform of AI-powered threat detection technologies, while the Xtract operating segment develops and commercializes advanced artificial intelligence solutions for customers.

Platform

The Company’s wholly owned subsidiary Xtract One Detection Ltd. is responsible for the development and commercialization of the Platform in Canada. Xtract One (US) Technologies Inc. manages the marketing and sales initiatives of the Company globally. EhEye Inc. manages a team of specialists developing and enhancing the AI and machine learning capabilities of the Platform to support the insight components of the Platform’s threat detection offering including fleet management functionality, real time analytics, and post event reporting capabilities. The Company sells its Platform solution using a subscription model, which allows for monthly recurring revenues or a purchase model with ongoing support services.

The Platform delivers fast, reliable, and accurate patron screening for high throughput venues, replacing metal detectors. This solution unobtrusively scans patrons for guns, knives, and other prohibited items as they enter a facility, using AI-powered sensors to detect threats without invading the sense of privacy and comfort of patrons. The technology reduces or eliminates long lineups, uncomfortable pat downs and invasive searches. The system is ideal for stadiums and other ticketed venues that need to get thousands of people in quickly, safely, and in alignment with security standards requirements.

See “*Pipeline of Contracts*” and “*Recent Developments*”.

Xtract AI Solutions

Xtract develops and commercializes AI, machine learning, deep neural network and predictive solutions utilizing its proprietary technology for public institutions and private enterprises. Through the integration of the Xtract data science team, the Company is progressing with advancing the integration of the various sensor technologies to further enhance the accuracy, effectiveness and real-world utility of the Platform.

Over the last 12 months, Xtract has shifted its focus from external projects to support the internal Platform development efforts and the associated machine learning complexities of the various solutions under development within the Platform. Xtract continues to work collaboratively with the Platform’s product development and data science teams, building an ever-expanding set of capabilities which continue to inform and advance the strategic aims of the Company.

Technology Overview

The first AI-powered threat detection gateway was initially released to the market in August 2020, followed by enhanced versions of the Gateway in September 2021, March 2022, and September 2022, which incorporated technology and functionality improvements that made the patron screening product increasingly accurate, flexible, and practical for sports and live entertainment venues.

The current Gateway product, the SmartGateway, is the primary focus within the Company’s technology portfolio due to the significant market demand for AI threat detection screening solutions. Throughout the 2023 fiscal year, the Company focused its efforts to actively improve on its technology solutions. The Company’s commitment to innovation and meeting the evolving needs of customers remains unwavering. In direct response to feedback from field engineers and customers in the live entertainment and sports venue markets, changes to the Gateway were focused on improved durability and system diagnostics. The Company directed significant focus on the enhancement of the unified enterprise software, Xtract One Insights, to support customers with multiple Gateways by providing a combination of fleet management functionality, real-time analytics, and post-event reporting capabilities.

The Company continues to look for ways to further improve the technology with planned software updates and new value-added functionality to deliver exceptional customer service and improved patron experience as additional insights in the field and features are identified following successful customer deployments. Additionally, the Company has finalized the design for a ruggedized version of the Gateway to ensure its durability and performance in various environments, therefore, creating a single product offering and deployment model for all customers.

Pipeline of Contracts

The Company’s primary market when first entering commercialization in August 2020, was within the sports and live entertainment market segments. The Company continues to experience significant growth with these customers and has deployed its technology within marquee venues such as Madison Square Garden, the Sphere, the Chicago Theater, and the Moody Center. The Company also has key strategic partnerships with the Oak View Group, one of the largest owners and operators of sports and live

entertainment venues in North America, and with the American Association of Professional Baseball. The Company has also secured a strategic investment from MSG Sports Ventures LLC, a subsidiary of Madison Square Garden Sports Corp. and owner of the New York Knicks and New York Rangers.

The Company's success with customers in these primary markets has led to continued demand both within these markets, as well as propelling the Company into new segments over the past 12 months. The Company now sells its solutions within several additional segments including, manufacturing and distribution, education, healthcare, and public sector. The Company has earned advocacy from several of its customers in these segments including Kia Motors, Hyundai Transys, Lakewood Board of Education, Sentara Healthcare, and the U.S. Department of Veterans Affairs.

The Company currently has signed Platform agreements with 44 customers representing \$27.4M in total contract value for platform sales, and one (1) active project representing \$1.0M in total contract value for Xtract service contracts. As of November 30, 2023, \$20.8M of these amounts has yet to be recognized as revenue. The platform sales contracts include a combination of proprietary hardware and software as well as service maintenance fees and are charged either through an upfront fee arrangement or a recurring subscription fee under a three-year term. The Company has a solid sales pipeline with well-qualified opportunities which is rapidly growing in its target markets. Additionally, the Company has recently engaged with a number of certified partners to assist in the Company's continued growth. The Company anticipates that leveraging certified partners will enable it to broaden its sales initiatives efficiently and flexibly. This will be achieved by collaborating with a network of partners who possess a unique understanding of their respective local markets. The Company is actively in the process of onboarding partners tasked with promoting and selling its technology and services. These activities target customers across diverse industries, including education, healthcare, and various public sector organizations.

Cash

The Company had cash of \$6,309,359 as of November 30, 2023. The Company's cash projection from December 1, 2023 to November 30, 2024 is as follows:

Cash balance as at November 30, 2023		\$ 6,309,359
Revenue from sales backlog ⁽¹⁾		\$ 17,056,432
Cost of revenue		\$ (6,283,015)
Sales and marketing ⁽²⁾		\$ (4,670,302)
Research and development ⁽²⁾		\$ (6,434,135)
General and administration ⁽²⁾		\$ (6,044,150)
Interest income		\$ 181,382
Changes in working capital ⁽³⁾		\$ 1,879,272
Capital expenditures		\$ (113,000)
Cash flow from financing activities ⁽⁴⁾		\$ 469,027
Forecast cash balance as at November 30, 2024		\$ 2,350,870

Notes:

- (1) Revenue is comprised of the Company's completion of the remaining performance obligation of management's existing backlog of sales commitments totalling \$20.8 million along with revenue from new sales contracts totalling \$23.2 million over the next 12 months.
- (2) The operating expense forecast does not include potential funding/grants offsets.
- (3) Changes in working capital includes changes in inventory, accounts receivable, prepaid expenses, accounts payable, and deferred revenue. Includes the total forecasted inventory purchases of \$6.6 million.
- (4) As of November 30, 2023, the Company had 781,711 warrants outstanding with an exercise price of \$0.60 which expire on March 17, 2024. The Company has included \$469,027 of cash inflow on the exercise of these warrants under the assumption that the owner(s) of these warrants exercises their right to acquire 781,711 Common Shares prior to the expiry of these warrants.

As of November 30, 2023, the Company had outstanding purchase obligations of \$3.2 million related to future finished goods for product offerings that will be drawn down within the next year. This is compared to nil as of November 30, 2022. The increase is primarily due to the Company's ramp up in sales over the past 12-months. The Company anticipates that sales growth will continue and therefore has increased its purchase commitments accordingly to ensure that the Company has available finished goods inventory to satisfy the demand of customers. The Company anticipates that an additional \$3.4 million of purchase commitments will be required in order to meet its revenue forecast over the next 12-month period.

The current available capital of the Company, assuming (i) the Company continues to win contracts in an amount consistent with the value of total contract value of new bookings achieved during the prior 12-month period (noted above), and (ii) does not acquire any additional debt or equity financing, is sufficient to fund the planned operations of the Company for the next 16 months.

Recent Developments

Recent developments in respect of the Company and its business are set out in its Annual Information Form filed on October 19, 2023. The recent developments for the twelve months prior to the date of this Prospectus are reproduced here for easy reference:

- On February 13, 2023, the Company announced the strategic investment of \$13.4 million from Madison Square Garden Sports Corp. to fund continued innovation and support accelerated growth in revenue.
- On March 9, 2023, the Company announced its entry into a commercial agreement with Sphere Entertainment Co. (formerly Madison Square Garden Entertainment Corp.), which allows Sphere Entertainment Co. and its affiliate Madison Square Garden Entertainment Corp. ("**MSG Entertainment**") (formerly MSGE Spinco, Inc.) to deploy SmartGateway solutions across the Sphere in Las Vegas, which opened on September 29, 2023, and MSG Entertainment's portfolio of iconic venues, including New York's Madison Square Garden, The Theater at Madison Square Garden, Radio City Music Hall, and Beacon Theatre; and The Chicago Theatre.
- Throughout the fiscal year ended July 31, 2023 and the first quarter of fiscal 2024, the Company continued to increase its sales in its current markets being stadiums, arenas, casinos, and manufacturing and distribution facilities, and furthered its expansion into new market verticals, including schools, healthcare facilities and public sector buildings with deployments at the Lakewood School District, Sentara Health, and City of Phoenix Municipal Courts.
- On August 2, 2023, the Company announced that it had been chosen by the U.S. Department of Veteran Affairs Medical Centers in Virginia to secure all entrances at selected hospitals within the network in order to provide a more secure and efficient healthcare environment.

- On October 3, 2023, the Company partnered with the American Association of Professional Baseball as the exclusive preferred supplier to enhance venue security and guest experiences at games.
- On October 16, 2023, the Company announced its next phase of growth through a selective international expansion with three multinational companies, one of which is a global entertainment organization with a three year contract totaling over \$5.1 million USD.
- On November 16, 2023, the Company announced its SmartGateway system had been selected to protect the new 11,500-capacity CPKC Stadium, as a result of the Company's partnership with Kansas City Current of the National Women's Soccer League ("NWSL"), which is set to open at the start of the 2024 NWSL season.
- On November 28, 2023, the Company announced that it had been selected by Community Health Network to protect key hospital locations, further underscoring a commitment to enhance hospital safety and improve healthcare facility security.
- On January 10, 2024, the Company announced that it been selected to protect all entrances of H-E-B Center at Cedar Park, a 8,000-capacity multi-purpose entertainment facility in Central Texas.
- On January 30, 2024, the Company announced that it had been selected by the Wisconsin Center District to implement the SmartGateway system at all entrances of Baird Center, Wisconsin's largest convention center.

RISK FACTORS

An investment in the Company's securities involves a high degree of risk and must be considered a highly speculative investment due to the nature and present stage of the Company's business.

You should carefully consider the risks described below, which are qualified in their entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Prospectus and all documents incorporated by reference. Before deciding to invest in any securities, in addition to considering the risks outlined below, you should also carefully consider the risks contained in the section entitled "Cautionary Note Regarding Forward-Looking Statements" above, the risks outlined in the documents incorporated by reference in this Prospectus, the risks described in any Prospectus Supplement, the risks described in the Company's historical financial statements, the related notes thereto, and the risks described in the Annual Information Form. The risks and uncertainties described below are those Xtract One currently believes to be material, but they are not the only ones the Company faces. If any of the following risks, or any other risks and uncertainties that the Company has not yet identified or that we currently consider not to be material, actually occur or become material risks, its business, prospects, financial condition, results of operations and cash flows and consequently the price of Xtract One's securities could be materially and adversely affected.

General

A purchase of any securities of the Company involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in securities of the Company should not constitute a significant portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective subscribers should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing securities of the Company.

Business and Operations Risks

Limited operating history.

The limited operating history of the Company as a public company and its dependence on a market characterized by rapid technological change makes the prediction of future results of operations difficult or impossible. There can be no assurance that the Company can generate substantial revenue growth on a quarterly or annual basis, or that any revenue growth that is achieved can be sustained. Revenue growth that the Company has achieved or may achieve may not be indicative of future operating results. Also, the Company may increase its operating expenses to fund higher levels of research and development, increase its sales and marketing efforts, develop new distribution channels, broaden its customer support capabilities, and expand its administrative resources in anticipation of future growth. To the extent that increases in such expenses precede or are not subsequently followed by increased revenues, the Company's business, results of operations, and financial condition would be materially adversely affected.

Additional financing.

Future capital expenditures may be financed out of funds generated from future equity sales and borrowings. The Company's ability to do so is dependent on, among other factors, the performance of the Company and its investments, the overall state of capital markets and investor appetite for investments in the technology industry and the Common Shares in particular. 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 temporarily increase the Company's debt levels above industry standards.

Failure to obtain any financing necessary for the Company's capital expenditure plans may result in a delay in the development and pursuit of the Company's business. There can be no assurance that the Company will be successful in its efforts to arrange additional financing in amounts sufficient to meet its goals or requirements, or on terms that are acceptable to it. If additional financing is raised by the issuance of Common Shares from treasury of, control of the Company may change and shareholders may suffer additional dilution.

History of losses.

The Company has a limited history of earnings and cash flow from operations. The Company may not generate material revenue or achieve self-sustaining operations in the next year. 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.

The Company does not know if business operations will become profitable, and if so, when, or if the Company will continue to incur net losses beyond fiscal 2023. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations concerning 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 several 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.

Decreased demand.

The Company has limited products and changes in customer preferences may have a disproportionately greater impact on the Company than if it derived revenues from multiple lines of products. There can be no

assurance that the Company's products and services will attain or maintain long-term customer appeal. If customer interest declines, or if there is increased competition in the market for threat detection technology, the Company may experience a significant loss of sales, cancellation of orders from customers, loss of customers, excess inventories, inventory markdown 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 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 products and services 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 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. Failure to grow and advance the Company's business can have a material adverse effect on the Company's operating results and growth prospects.

Information technology systems and cyber-security.

The Company is dependent upon the availability, capacity, reliability and security of information technology infrastructure and its ability to expand and continually update this infrastructure, to conduct daily operations. Further, the Company will be subject to a variety of information technology and system risks as a part of its normal course operations, including potential breakdown, invasion, virus, cyber-attack, cyber-fraud, security breach, and destruction or interruption of the Company's information technology systems by third parties or insiders. Unauthorized access to these systems by employees or third parties could lead to corruption or exposure of confidential, fiduciary or proprietary information, interruption to communications or operations or disruption to the business activities or the Company's competitive position. Further, disruption of critical information technology services, or breaches of information security, could have a negative effect on the performance and earnings, as well the reputation of the Company. The Company will apply technical and process controls in line with industry-accepted standards to protect information assets and systems; however, these controls may not adequately prevent cyber-security breaches. The significance of any such event is difficult to quantify, but may in certain circumstances be material and could have a material adverse effect on the Company's business, financial condition and results of operations.

Internal controls and financial reporting.

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company has, and will continue to undertake certain procedures in order to help ensure the reliability of its financial reports, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its independent auditors discover a material weakness in such controls, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's financial statements and have a material adverse effect on the market price of Common Shares.

Failure to protect its intellectual property.

Failure to protect the Company's intellectual property could harm its ability to compete effectively. The Company is highly dependent on its ability to protect its proprietary technology. The Company has, and will continue to rely on a combination of patent, copyright, trademark and trade secret laws, as well as non-disclosure agreements and other contractual provisions to establish and maintain its proprietary rights. The Company intends to protect its rights vigorously. However, there can be no assurance that these measures will, in all cases, be successful. Enforcement of the Company's intellectual property rights may be difficult, particularly in some nations outside of North America in which the Company may seek to market its products. While U.S. and Canadian copyright laws, international conventions and international treaties may provide meaningful protection against unauthorized duplication of software, the laws of some foreign jurisdictions may not protect proprietary rights to the same extent as the laws of Canada or of the United States. The absence of internationally harmonized intellectual property laws makes it more difficult to ensure consistent protection of the Company's proprietary rights. Software piracy has been, and is expected to be, a persistent problem for the software industry, and piracy of the Company's products represents a loss of revenue to the Company. Despite the precautions the Company may take, unauthorized third parties, including its competitors, may be able to: (i) copy certain portions of its products; or (ii) reverse engineer or obtain and use information that the Company regards as proprietary. Also, the Company's competitors could independently develop technologies that are perceived to be substantially equivalent or superior to the Company's technologies. The Company's competitive position may be materially adversely affected by its possible inability to effectively protect its intellectual property.

Failure to protect confidential information.

The Company expects to partially rely on patent protection to protect its proprietary technologies; however, the Company's competitive advantage will rely to a certain extent on owned and developed trade secrets. Xtract One has devoted substantial resources to the development of its proprietary technology and related processes. 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. Also, 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.

Dependence on management and key personnel.

The Company is dependent upon the personal efforts and commitment of its directors, officers and key personnel. If one or more of the Company's executive officers becomes unavailable for any reason, a severe disruption to the business and operations of the Company could result and the Company may not be able to replace them readily, if at all. As the Company's business activity grows, the Company will require additional key financial, administrative and technical personnel as well as additional operations staff. There can be no assurance that the Company will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increase. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Human error.

Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage the Company's interests and even when those efforts are successful, people are fallible and human error could result in significant uninsured losses to the Company. These could include loss of business or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Company might undertake and legal claims for errors or mistakes by the Company's personnel.

Uninsured or uninsurable risks.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all risks and the Company may become subject to liability for risks which are uninsurable or against which it may opt out of insuring due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for usual business activities. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on its financial position and operations.

Involvement in other business activities.

The Company's directors are involved in other business activities. As a result of their other business endeavors, the directors may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues.

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 concerning 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 the 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 favorable to the Company, or at all, and such financing, if available, might be dilutive.

Risks associated with brand development.

The Company believes that continuing to strengthen its brand is critical to achieving widespread acceptance of the Company, particularly considering 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. 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 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.

Going-concern risk.

The Company's financial statements have been prepared on a going concern basis under which an entity can 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/or 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 equity or debt financing or in achieving or maintaining profitability. The Company's 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.

Fixed expenses.

To further advance the commercialization of its technologies, the Company may be required to make significant investments in operations. If the Company's initial product adoptions 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 market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry.

Future acquisitions could disrupt business.

The Company's success will depend, in part, on the Company's ability to expand the markets for its product and services 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 complete identified acquisitions. Further, the Company may not be able to successfully assimilate and integrate the business, technologies, solutions, personnel, and/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 or write down the investment in 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.

Permits and licences.

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 licenses 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.

Reliance on third parties.

The Company may from time to time rely on third parties for licensing of technologies used in the Company's products and services. If these third parties 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 and services.

Significant demand on products and managements.

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 the Company's operational and financial resources. The Company may not be able to provide the scale of operation necessary to meet the demands associated with its growth. As the Company grows, it will need to implement new systems to help run the Company's operations. As the Company's operations grow, 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 with 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.

Also, 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.

Legal proceedings.

The Company may become a 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.

The commercial success of the Company will depend in part on not infringing upon the patents and proprietary rights of other parties and enforcing its 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 its intellectual property.

Regulatory compliance.

Achievement of the Company's business objectives is subject to compliance with regulatory requirements

enacted by governmental authorities. The Company may incur costs and obligations related to regulatory compliance. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures or remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Failure to comply with applicable laws.

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 is subject to various local, provincial, state, and federal tax payment and collection requirements. The 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 and/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. Also, 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.

Conflicts of interest.

Certain directors and officers of the Company are, and may continue to be, involved in the threat detection industry through their direct and indirect participation in corporations, partnerships or joint ventures, which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the procedures set out in the *Business Corporations Act* (British Columbia).

Public health crisis.

The Company's business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, such as the outbreak of COVID-19. Although these effects are diminishing as vaccination rates across the world increase, the continued impact of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Such public health crises can result in volatility and disruptions in the supply and demand for the Company's services and products, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect interest rates, credit ratings, credit risk and inflation. The risks to the Company of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations impacted by an outbreak, increased labor and fuel costs, regulatory changes, political or economic instabilities or civil unrest. The impact of a public health crisis on the Company is uncertain and these factors are beyond the Company's control. However, it is possible that epidemics, pandemics or other health crisis, such the COVID-19 pandemic, may have a material adverse effect on the Company's business, results of operations and financial condition.

Dividend policy.

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 several 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, prospects and other factors the Company's Board 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.

Issuance of debt.

From time to time, the Company may finance acquisitions, expansions, or operations 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.

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 currency and exchange rate fluctuations will depend on the Company's ability to hedge such risk or use another protection mechanism.

Industry Specific Risks

Reliance on technology development.

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 technologies and to partner with larger, more established companies in the industry to successfully commercialize its products. Successfully developing prototypes and technologies into commercially viable endeavors may take several years and significant financial resources, and the Company may not achieve this objective. In order to commercialize any product, the Company needs to conduct trials, which may not succeed, and to obtain regulatory approvals, which it may fail to do. The Company's products and technologies must comply with guidelines prescribed by authorities 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 that authorities 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 applicable authorities or regulatory agencies or due to inadequate financial or other resources to advance product candidates through the trial process for successful commercialization.

Changes in technology.

The threat detection industry is characterized by rapid and significant technological advancements and introductions of new products and services utilizing new technologies. Other companies may have greater financial, technical and personnel resources that allow them to benefit from technological advantages and

may in the future allow them to implement new technologies before the Company. There can be no assurance that the Company will be able to respond to such competitive pressures and implement such technologies on a timely basis or at an acceptable cost. One or more of the technologies currently utilized by the Company or implemented in the future may become obsolete. If the Company is unable to utilize the most advanced commercially available technology, its business, financial condition and results of operations could also be adversely affected in a material way.

New markets.

The Company is expected to derive a significant portion of its revenues in subsequent years from the commercial sale and implementation of its various current and future developed and/or acquired products and technology in the threat detection sector, a relatively new and rapidly evolving market. If this market fails to grow or grows slower than the Company currently anticipates, the Company's business would be negatively affected. To date, the Company has targeted markets that we believe are the most likely to adopt its technology. However, there is no assurance that the Company will be successful in these markets or will be able to expand beyond these markets.

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 considering the risks, expenses, shifts, changes, and difficulties frequently encountered with companies whose businesses are regulated by various federal, state, provincial, 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 Company's business.

High competition.

There is a 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.

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 service, and product announcements, introductions, and enhancements, and changing customer demands. As a result, an investment in the securities 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.

Risks associated with international operations.

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 that 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.

Difficulty to forecast.

The Company must rely largely on its 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 because 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.

Risks Related to Common Shares

No returns.

The Company intends to retain any future earnings to finance the development of its business and the business of the Company. The Company does not anticipate paying any cash dividends on the Common Shares in the near future. Unless the Company pays dividends, its shareholders will not be able to receive a return on their shares unless they sell them.

Market volatility.

The market price of a publicly traded stock, especially a technology issuer such as the Company, is affected by many variables in addition to those directly related to successes or failures, some of which will be outside of the Company's control. Such factors include the general condition of markets, the strength of the economy generally, the availability and attractiveness of alternative investments, analysts' recommendations and their estimates of financial performance, investor perception and reactions to disclosure made by the Company and by the Company's competitors, and the breadth of the public markets for the stock. Therefore, investors could suffer significant losses if Common Shares will be depressed or illiquid when an investor seeks liquidity.

Decline in price.

A prolonged decline in the price of Common Shares could result in a reduction in the liquidity of Common Shares and a reduction in the Company's ability to raise capital. A decline in the price of Common Shares could be detrimental to its liquidity and its operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on its business plan and operations, including its ability to continue its current operations. If its share price declines, the Company can offer no assurance that the Company will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not be able to have the resources to continue its normal operations.

The market price for Common Shares may also be affected by its ability to meet or exceed the expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of Common Shares.

Analyst coverage.

The trading market for Common Shares will, to some extent, depend on the research and reports that securities or industry analysts publish about the Company or its business. The Company will not have any control over these analysts. If one or more of the analysts who covers the Company should downgrade Common Shares or change their opinion of the Company's business prospects, the Company's share price would likely decline. If one or more of these analysts ceases coverage of the Company or fails to regularly publish reports on the Company, the Company could lose visibility in the financial markets, which could cause the Company's share price or trading volume to decline.

Tax issues.

There may be income tax consequences in relation to Common Shares, which will vary according to the circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers.

Dilution.

Issuances of additional securities including, but not limited to, Common Shares or some form of convertible debentures, may result in a substantial dilution of the equity interests of any of the Company's shareholders.

USE OF PROCEEDS

Unless otherwise specified in a Prospectus Supplement, the net proceeds of any offering of securities under a Prospectus Supplement will be used to accelerate the Company's go-to-market strategy, fund future technology developments and fund any cash operating losses over the next 1-2 years. In addition, funds will be used for general corporate purposes, including research and development, and sales initiatives. More detailed information regarding the use of proceeds from a sale of securities will be included in the applicable Prospectus Supplement.

All expenses relating to an offering of securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of the Company's general funds, unless otherwise stated in the applicable Prospectus Supplement.

The Company has experienced and is experiencing negative operating cash flow. If the Company does not achieve positive cash flow, it will be necessary for the Company to raise additional equity or debt. There is no assurance that additional equity or debt will be available to the Company or on terms acceptable to the Company.

PRIOR SALES

The following table sets forth, for the 12-month period prior to the date of this Prospectus, details of the price at which securities have been issued or are to be issued by the Company, the number of securities issued at that price and the date on which the securities were issued:

Issue Date	Number of Securities	Type of Security	Issue or Exercise Price per Security	Aggregate Issue or Exercise Price	Purpose
Jan 30, 2024	11,250	Common Shares	\$0.52	\$5,850	Option exercise
Jan 30, 2024	3,750	Common Shares	\$0.43	\$1,613	Option exercise
Jan 17, 2024	7,500	Common Shares	\$0.38	\$2,850	Option exercise
Jan 9, 2024	10,000	Common Shares	\$0.38	\$3,800	Option exercise
Jan 3, 2024	3,750	Common Shares	\$0.52	\$1,950	Option exercise
Jan 3, 2024	7,500	Common Shares	\$0.38	\$2,850	Option exercise
Nov 15, 2023	32,500	Common Shares	\$0.38	\$12,350	Option exercise
Oct 16, 2023	3,750	Common Shares	\$0.38	\$1,425	Option exercise
Oct 12, 2023	2,500	Common Shares	\$0.38	\$950	Option exercise
Sep 5, 2023	10,000	Common Shares	\$0.44	\$4,400	Option exercise
Sep 5, 2023	90,000	Common Shares	\$0.52	\$46,800	Option exercise
Jul 12, 2023	6,250	Common Shares	\$0.38	\$2,375	Option exercise
Jul 12, 2023	56,250	Common Shares	\$0.52	\$29,250	Option exercise
Jul 12, 2023	56,250	Common Shares	\$0.69	\$38,813	Option exercise
Jul 7, 2023	30,000	Common Shares	\$0.76	\$22,800	Option exercise
Jun 28, 2023	6,250	Common Shares	\$0.38	\$2,375	Option exercise
Jun 28, 2023	37,500	Common Shares	\$0.73	\$27,375	Option exercise
Jun 28, 2023	5,000	Common Shares	\$0.43	\$2,150	Option exercise
Jun 28, 2023	3,750	Common Shares	\$0.52	\$1,950	Option exercise
Jun 28, 2023	50,000	Common Shares	\$0.76	\$38,000	Option exercise
Jun 27, 2023	125,000	Common Shares	\$0.46	\$57,500	Option exercise
Jun 26, 2023	36,957	Common Shares	\$0.73	\$26,979	Option exercise
Jun 26, 2023	24,798	Common Shares	\$0.43	\$10,663	Option exercise
Jun 26, 2023	18,553	Common Shares	\$0.38	\$7,050	Option exercise
Jun 20, 2023	12,500	Common Shares	\$0.73	\$9,125	Option exercise
Jun 2, 2023	590,700	Common Shares	\$0.75	\$443,025	Warrant exercise
May 29, 2023	1,520,000	Common Shares	\$0.75	\$1,140,000	Warrant exercise
May 24, 2023	11,500	Common Shares	\$0.38	\$4,370	Option exercise
May 24, 2023	25,000	Common Shares	\$0.73	\$18,250	Option exercise
May 15, 2023	174,000	Common Shares	\$0.75	\$130,500	Warrant exercise
May 8, 2023	246,000	Common Shares	\$0.75	\$184,500	Warrant exercise
May 1, 2023	100,000	Common Shares	\$0.75	\$75,000	Warrant exercise

Issue Date	Number of Securities	Type of Security	Issue or Exercise Price per Security	Aggregate Issue or Exercise Price	Purpose
Apr 26, 2023	5,000	Common Shares	\$0.38	\$1,900	Option exercise
Apr 12, 2023	11,925,595	Common Shares	\$0.42	\$5,008,750	Private Placement ⁽²⁾
Apr 12, 2023	11,925,595	Warrants	\$0.60	\$7,155,357	Private Placement ⁽²⁾
Feb 10, 2023	20,000,000	Common Shares	\$0.42	\$8,400,000	Private Placement ⁽¹⁾
Feb 10, 2023	20,000,000	Warrants	\$0.60	\$12,000,000	Private Placement ⁽¹⁾

Notes:

- (1) On February 10, 2023, the Company closed the first tranche of its strategic investment with MSG Sports Ventures LLC (“MSGSV”) through the issuance of 20,000,000 units at a price of \$0.42 per unit for aggregate gross proceeds of \$8,400,000. Each unit consisted of one Common Share and one common share purchase warrant, with each such warrant being exercisable to purchase one additional Common Share at a price of \$0.60 per Common Share.
- (2) On April 12, 2023, the Company closed the second and final tranche of its strategic investment with MSGSV through the issuance of 11,925,595 units at a price of \$0.42 per unit for aggregate gross proceeds of \$5,008,750. Each unit consisted of one Common Share and one common share purchase warrant, with each such warrant being exercisable to purchase one additional Common Share at a price of \$0.60 per Common Share.

TRADING PRICE AND VOLUME

The Common Shares are listed on the TSX under the trading symbol “XTRA”, on the OTCQX under the trading symbol “XTRAF”, and on the Frankfurt Stock Exchange under the trading symbol “OPL”. The following table sets out the price ranges and trading volumes on the TSX of the shares for the dates indicated:

TSX Price Range			
Month	High	Low	Total Volume
February 1 – 5, 2024	\$0.72	\$0.67	222,217
January 2024	\$0.77	\$0.67	1,984,793
December 2023	\$0.85	\$0.72	1,797,670
November 2023	\$0.88	\$0.70	1,402,400
October 2023	\$0.91	\$0.64	1,845,800
September 2023	\$0.74	\$0.65	1,198,200
August 2023	\$0.87	\$0.69	1,862,800
July 2023	\$0.95	\$0.78	2,153,200
June 2023	\$1.15	\$0.81	3,762,900
May 2023	\$1.24	\$0.82	5,772,400
April 2023	\$0.92	\$0.69	3,764,900
March 2023	\$0.86	\$0.63	4,207,800
February 2023	\$0.83	\$0.52	2,893,300

DIVIDEND POLICY

The Company has not declared or paid dividends since incorporation and has no present intention to declare or pay any dividends in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings. Any decision to declare or pay dividends will be made by the Company's Board of Directors based upon the Company's earnings, financial requirements and other conditions existing at such future time.

CONSOLIDATED CAPITALIZATION

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

There has not been any material change in the share capital of the Company, on a consolidated basis, since July 31, 2023, being the date of the Company's financial statements most recently filed in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*, except as described under "Prior Sales".

DESCRIPTION OF SHARE CAPITAL

Common Shares

As of the date of this Prospectus, the authorized capital of the Company consisted of an unlimited number of Common Shares without par value. As of the date of this Prospectus, 198,431,075 Common Shares are issued and outstanding.

Warrants

As at the date of this Prospectus, the Company has 41,548,456 warrants outstanding to purchase Common Shares with exercise prices ranging from \$0.60 to \$0.75 per share and expiring between March 17, 2024 and April 12, 2028.

Options

As at the date of this Prospectus, the Company has 10,799,136 options outstanding to purchase Common Shares with exercise prices ranging from \$0.38 to \$1.83 per share and expiring between July 3, 2024 and October 3, 2028.

Deferred Share Units

As at the date of this Prospectus, the Company has no deferred share units outstanding.

Restricted Share Units

As at the date of this Prospectus, the Company has no restricted share units outstanding.

DESCRIPTION OF SECURITIES OFFERED UNDER THIS PROSPECTUS

The Company may offer Common Shares, warrants, subscription receipts, units or debt securities with a total value of up to \$50,000,000 from time to time under this Prospectus, together with any applicable Prospectus Supplement, at prices and on terms to be determined by market conditions at the time of offering. This Prospectus provides you with a general description of the securities the Company may offer. Each

time the Company offers securities, it will provide a Prospectus Supplement that will describe the specific amounts, prices and other important terms of the securities, including, to the extent applicable:

- designation or classification;
- aggregate offering price;
- original issue discount, if any;
- rates and times of payment of dividends, if any;
- redemption, conversion or exchange terms, if any;
- conversion or exchange prices, if any, and, if applicable, any provisions for changes to or adjustments in the conversion or exchange prices and in the securities or other property receivable upon conversion or exchange;
- restrictive covenants, if any;
- voting or other rights, if any; and
- important Canadian federal income tax considerations.

A Prospectus Supplement may also add, update or change information contained in this Prospectus or in documents the Company has incorporated by reference. However, no Prospectus Supplement will offer a security that is not described in this Prospectus.

Description of Common Shares

The Company may offer Common Shares, which the Company may issue independently or together with warrants or subscription receipts, and the Common Shares may be separate from or attached to such securities. All of the Company's Common Shares have equal voting rights, and none of the Common Shares are subject to any further call or assessment. There are no special rights or restrictions of any nature attaching to any of the Common Shares and they all rank *pari passu* each with the other as to all benefits which might accrue to the holders of the Common Shares. The Common Shares are not convertible into shares of any other class and are not redeemable or retractable.

Description of Warrants

Warrants may be offered separately or together with other securities, as the case may be. Each series of warrants will be issued under a separate warrant indenture to be entered into between the Company and one or more banks or trust companies acting as warrant agent. The applicable Prospectus Supplement will include details of the terms and conditions of the warrants being offered. The warrant agent will act solely as the Company's agent and will not assume a relationship of agency with any holders of warrant certificates or beneficial owners of warrants.

The particular terms of each issue of warrants will be described in the related Prospectus Supplement. This description will include, where applicable:

- the designation and aggregate number of warrants;

- the price at which the warrants will be offered;
- the currency or currencies in which the warrants will be offered;
- whether the warrants will be listed on the TSX;
- the designation and terms of the Common Shares purchasable upon exercise of the warrants;
- the date on which the right to exercise the warrants will commence and the date on which the right will expire;
- the number of Common Shares that may be purchased upon exercise of each warrant and the price at which and currency or currencies in which the Common Shares may be purchased upon exercise of each warrant;
- the designation and terms of any securities with which the warrants will be offered, if any, and the number of the warrants that will be offered with each security;
- the date or dates, if any, on or after which the warrants and the related securities will be transferable separately;
- whether the warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions;
- material Canadian tax consequences of owning the warrants; and
- any other material terms or conditions of the warrants, including transferability of warrants.

Prior to the exercise of their warrants, holders of warrants will not have any of the rights of holders of Common Shares issuable upon exercise of the warrants.

The Company reserves the right to set forth in a Prospectus Supplement specific terms of the warrants that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the warrants described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such warrants.

Description of Subscription Receipts

The Company may issue subscription receipts, which will entitle holders to receive upon satisfaction of certain release conditions and for no additional consideration, Common Shares, warrants or a combination thereof. Subscription receipts will be issued pursuant to one or more subscription receipt agreements (each, a “**Subscription Receipt Agreement**”), each to be entered into between the Company and an escrow agent (the “**Escrow Agent**”), which will establish the terms and conditions of the subscription receipts. Each Escrow Agent will be a financial institution organized under the laws of Canada or a province thereof and authorized to carry on business as a trustee. The Company will file on SEDAR+ a copy of any Subscription Receipt Agreement after the Company has entered into it.

The following description sets forth certain general terms and provisions of subscription receipts and is not intended to be complete. The statements made in this Prospectus relating to any Subscription Receipt Agreement and subscription receipts to be issued thereunder are summaries of certain anticipated provisions

thereof and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Subscription Receipt Agreement and the Prospectus Supplement describing such Subscription Receipt Agreement. The Company urges you to read the applicable Prospectus Supplement related to the particular subscription receipts that the Company sells under this Prospectus, as well as the complete Subscription Receipt Agreement.

The Prospectus Supplement and the Subscription Receipt Agreement for any subscription receipts the Company offers will describe the specific terms of the subscription receipts and may include, but are not limited to, any of the following:

- the designation and aggregate number of subscription receipts offered;
- the price at which the subscription receipts will be offered;
- the currency or currencies in which the subscription receipts will be offered;
- the designation, number and terms of the Common Shares, warrants or combination thereof to be received by holders of subscription receipts upon satisfaction of the release conditions, and the procedures that will result in the adjustment of those numbers;
- the conditions (the “**Release Conditions**”) that must be met in order for holders of subscription receipts to receive for no additional consideration Common Shares, warrants or a combination thereof;
- the procedures for the issuance and delivery of Common Shares, warrants or a combination thereof to holders of subscription receipts upon satisfaction of the Release Conditions;
- whether any payments will be made to holders of subscription receipts upon delivery of the Common Shares, warrants or a combination thereof upon satisfaction of the Release Conditions (e.g., an amount equal to dividends declared on Common Shares by the Company to holders of record during the period from the date of issuance of the subscription receipts to the date of issuance of any Common Shares pursuant to the terms of the Subscription Receipt Agreement);
- the terms and conditions under which the Escrow Agent will hold all or a portion of the gross proceeds from the sale of subscription receipts, together with interest and income earned thereon (collectively, the “**Escrowed Funds**”), pending satisfaction of the Release Conditions;
- the terms and conditions pursuant to which the Escrow Agent will hold Common Shares, warrants or a combination thereof pending satisfaction of the Release Conditions;
- the terms and conditions under which the Escrow Agent will release all or a portion of the Escrowed Funds to the Company upon satisfaction of the Release Conditions;
- if the subscription receipts are sold to or through underwriters or agents, the terms and conditions under which the Escrow Agent will release a portion of the Escrowed Funds to such underwriters or agents in payment of all or a portion of their fees or commission in connection with the sale of the subscription receipts;
- procedures for the refund by the Escrow Agent to holders of subscription receipts of all or a portion of the subscription price for their subscription receipts, plus any pro rata entitlement to interest earned or income generated on such amount, if the Release Conditions are not satisfied;

- any contractual right of rescission to be granted to initial purchasers of subscription receipts in the event this Prospectus, the Prospectus Supplement under which subscription receipts are issued, or any amendment hereto or thereto contains a misrepresentation;
- any entitlement of the Company to purchase the subscription receipts in the open market by private agreement or otherwise;
- whether the Company will issue the subscription receipts as global securities and, if so, the identity of the depositary for the global securities;
- whether the Company will issue the subscription receipts as bearer securities, registered securities or both;
- provisions as to modification, amendment or variation of the Subscription Receipt Agreement or any rights or terms attaching to the subscription receipts;
- the identity of the Escrow Agent;
- whether the subscription receipts will be listed on any exchange;
- material Canadian federal tax consequences of owning the subscription receipts; and
- any other terms of the subscription receipts.

The holders of subscription receipts will not be shareholders of the Company. Holders of subscription receipts are entitled only to receive Common Shares, warrants or a combination thereof on exchange of their subscription receipts, plus any cash payments provided for under the Subscription Receipt Agreement, if the Release Conditions are satisfied. If the Release Conditions are not satisfied, the holders of subscription receipts shall be entitled to a refund of all or a portion of the subscription price therefor and all or a portion of the pro rata share of interest earned or income generated thereon, as provided in the Subscription Receipt Agreement.

The Company reserves the right to set forth in a Prospectus Supplement specific terms of the subscription receipts that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the subscription receipts described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such subscription receipts.

Description of Units

The Company may issue units comprised of one or more of the other securities described in this Prospectus in any combination. Each unit will be issued so that the holder of the unit is also the holder of each security included in the unit. Thus, the holder of a unit will have the rights and obligations of a holder of each included security. The unit agreement, if any, under which a unit is issued may provide that the securities comprising the unit may not be held or transferred separately, at any time or at any time before a specified date.

The particular terms and provisions of each issue of units will be described in the related Prospectus Supplement. This description will include, where applicable:

- the designation and aggregate number of units offered;

- the price at which the units will be offered;
- if other than Canadian dollars, the currency or currency unit in which the units are denominated;
- the terms of the units and of the securities comprising the units, including whether and under what circumstances those securities may be held or transferred separately;
- the number of securities that may be purchased upon exercise of each unit and the price at which and currency or currency unit in which that amount of securities may be purchased upon exercise of each unit;
- any provisions for the issuance, payment, settlement, transfer or exchange of the units or of the securities comprising the units; and
- any other material terms, conditions and rights (or limitations on such rights) of the units.

The Company reserves the right to set forth in a Prospectus Supplement specific terms of the units that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the units described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such units.

Description of Debt Securities

The debt securities will be issued under one or more indentures, in each case between the Company and a trustee determined by the Company in accordance with applicable laws. A copy of any such trust indenture will be available on SEDAR+ at www.sedarplus.ca.

The debt securities will be direct obligations of the Company and may be guaranteed by one or more subsidiaries of the Company. The debt securities may be senior or subordinated indebtedness of the Company and may be secured or unsecured, all as will be described in the relevant Prospectus Supplement. However, the debt securities will not include “novel” securities, as that term is defined in NI 44-102, including linked notes. However, the Company will not modify or change the parameters of any debt securities, whether through a Prospectus Supplement or otherwise, to provide that debt securities may be guaranteed by a party other than an affiliate or an associate of the Company.

The Prospectus Supplement relating to any debt securities being offered will include specific terms relating to the offering. These terms will include some or all of the following:

- the designation of the debt securities;
- any limit upon the aggregate principal amount of the debt securities;
- the date or dates on which the principal and any premium of the series of the debt securities is payable;
- the rate or rates at which the series of the debt securities shall bear interest, if any, the date or dates from which such interest shall accrue, on which such interest shall be payable and on which a record, if any, shall be taken for the determination of holders to whom such interest shall be payable and/or the method or methods by which such rate or rates or date or dates shall be determined;

- the authorized denominations of the debt securities;
- the right, if any, of the Company to redeem the series of the debt securities, in whole or in part, at its option and the period or periods within which, the price or prices at which and any terms and conditions upon which, the series of the debt securities may be so redeemed, pursuant to any sinking fund or otherwise;
- the obligation, if any, of the Company to redeem, purchase or repay the series of the debt securities pursuant to any mandatory redemption, sinking fund or analogous provisions or at the option of a holder thereof and the price or prices at which, the period or periods within which, the date or dates on which, and any terms and conditions upon which, the series of the debt securities shall be redeemed, purchased or repaid, in whole or in part, pursuant to such obligations;
- whether and under what circumstances the series of the debt securities will be convertible into or exchangeable for securities of the Company;
- any terms for subordination of the debt securities;
- whether the debt securities will be secured by any assets or guaranteed by any subsidiaries of the Company;
- any events of default or covenants with respect to the debt securities;
- the currency or currencies in which the series of the debt securities are issuable;
- any trustees, depositaries, authenticating or paying agents, transfer agents or registrars or any other agent with respect to the series of the debt securities; and
- any other material terms and conditions of the series of the debt securities.

If any debt securities being offered will be guaranteed by one or more subsidiaries of the Company, then: (a) the Prospectus Supplement relating to such offering will include the credit supporter disclosure about the guarantors required by section 12.1 of Form 44-101F1 or, if applicable, will disclose that the Company is relying on an exemption in item 13 of Form 44-101F1 from providing such credit supporter disclosure; and (b) the Company will file with the Prospectus Supplement relating to such offering any undertaking in respect of credit supporter disclosure required by paragraph 4.2(a)(ix) of NI 44-101, which undertaking may be to provide disclosure in respect of the Company and its subsidiaries similar to the disclosure required under section 12.1 of Form 44-101F1.

EARNINGS COVERAGE RATIOS

Earnings coverage ratios will be provided in the applicable Prospectus Supplement(s) with respect to any issuance and sale of debt securities pursuant to this Prospectus.

DENOMINATIONS, REGISTRATION AND TRANSFER

The securities will be issued in fully registered form without coupons attached in either global or definitive form and in denominations and integral multiples as set out in the applicable Prospectus Supplement. Other than in the case of book-entry only securities, securities may be presented for registration of transfer (with the form of transfer endorsed thereon duly executed) in the city specified for such purpose at the office of the registrar or transfer agent designated by the Company for such purpose with respect to any issue of securities referred to in the Prospectus Supplement. No service charge will be made for any transfer,

conversion or exchange of the securities, but we may require payment of a sum to cover any transfer tax or other governmental charge payable in connection therewith. Such transfer, conversion or exchange will be effected upon such registrar or transfer agent being satisfied with the documents of title and the identity of the person making the request. If a Prospectus Supplement refers to any registrar or transfer agent designated by the Company with respect to any issue of securities, we may at any time rescind the designation of any such registrar or transfer agent and appoint another in its place or approve any change in the location through which such registrar or transfer agent acts.

In the case of book-entry only securities, a global certificate or certificates representing the securities will be held by a designated depository for its participants. The securities must be purchased or transferred through such participants, which includes securities brokers and dealers, banks and trust companies. The depository will establish and maintain book-entry accounts for its participants acting on behalf of holders of the securities. The interests of such holders of securities will be represented by entries in the records maintained by the participants. Holders of securities issued in book-entry only form will not be entitled to receive a certificate or other instrument evidencing their ownership thereof, except in limited circumstances. Each holder will receive a customer confirmation of purchase from the participants from which the securities are purchased in accordance with the practices and procedures of that participant.

PLAN OF DISTRIBUTION

Xtract One may sell the securities to or through underwriters or dealers, and also may sell securities to one or more other purchasers directly or through agents. Each Prospectus Supplement will set forth the terms of the offering, including the name or names of any underwriters or agents, the purchase price or prices of the securities and the proceeds to the Company from the sale of the securities. Only those underwriters, dealers or agents named in a Prospectus Supplement will be the underwriters, dealers or agents in connection with the securities offered thereby.

The securities may be sold, from time to time, in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions deemed to be “at the market distributions” as defined in NI 44-102, including sales made directly on the TSX or other existing markets for the securities. Additionally, this Prospectus and any Prospectus Supplement may also cover the initial resale of the securities purchased pursuant thereto. The prices at which the securities may be offered may vary as between purchasers and during the period of distribution. If, in connection with the offering of securities at a fixed price or prices, the underwriters have made a bona fide effort to sell all of the securities at the initial offering price fixed in the applicable Prospectus Supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial public offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid by the underwriters to the Company.

In connection with any offering of securities, other than an “at-the-market distribution”, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. A purchaser who acquires securities forming part of the underwriters’ over-allotment position acquires those securities under this Prospectus, regardless of whether the over-allotment position is ultimately filled through the exercise of the over-allotment option or secondary market purchases.

Unless otherwise specified in a Prospectus Supplement, there is no market through which the Company’s warrants, units, subscription receipts, or debt securities may be sold and you may not be able to resell any such securities purchased under this Prospectus or any Prospectus Supplement.

Unless otherwise specified in the applicable Prospectus Supplement, the securities (excluding any Common Shares) will not be listed on any securities exchange. This may affect the pricing of such securities on the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See “Risk Factors”.

In connection with the sale of securities, underwriters, dealers and agents may receive compensation from the Company or from purchasers of the securities from whom they may act as agents in the form of discounts, concessions or commissions. Any such commissions will be paid out of the Company’s general funds. Underwriters, dealers and agents that participate in the distribution of securities may be deemed to be underwriters and any discounts or commissions received by them from the Company and any profit on the resale of securities by them may be deemed to be underwriting discounts and commissions under applicable securities legislation.

Underwriters, dealers and agents who participate in the distribution of the securities may be entitled under agreements to be entered into with the Company to indemnification by the Company against certain liabilities, including liabilities under Canadian securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Those underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for, the Company in the ordinary course of business.

CERTAIN INCOME TAX CONSIDERATIONS

Owning or holding any of the Company’s securities may subject you to tax consequences in Canada and elsewhere.

Although the applicable Prospectus Supplement may describe certain Canadian federal income tax consequences of the acquisition, ownership and disposition of any securities offered under this Prospectus by an initial investor, the Prospectus Supplement may not describe these tax consequences fully. You should consult your own tax advisor with respect to your particular circumstances.

AUDITOR, TRANSFER AGENT, REGISTRAR AND WARRANT AGENT

The external auditor of the Company is Davidson & Company LLP, Chartered Professional Accountants, located at 1200 – 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, British Columbia, V7Y 1G6.

The registrar and transfer agent of the Company is TSX Trust Company located at Suite 2700, 650 West Georgia Street, Vancouver, British Columbia, V6B 4N9.

INTERESTS OF EXPERTS

The annual financial statements have been audited by Davidson & Company LLP, Chartered Professional Accountants, as set forth in their audit reports. Davidson & Company LLP is the independent auditor of the Company and is independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS OR COMPANIES

The following persons reside outside of Canada or, in the case of companies, are incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, and has appointed an agent listed below for service of process in Canada:

Name of Person	Name and Address of Agent
Peter Evans Chief Executive Officer and Director	Cozen O'Connor LLP Bentall 5, 2501 - 550 Burrard Street Vancouver, BC V6C 2B5

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, or resides outside of Canada, even if the party has appointed an agent for service of process.

ADDITIONAL INFORMATION

The Company's public filings are available on the System for Electronic Document Analysis and Retrieval, or SEDAR+, at www.sedarplus.ca. Unless specifically incorporated by reference herein, documents filed or furnished by the Company on SEDAR+ are neither incorporated in nor a part of this Prospectus.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a Prospectus, the accompanying Prospectus Supplement relating to securities purchased by a purchaser and any amendment thereto. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or damages if the Prospectus, the accompanying Prospectus Supplement relating to securities purchased by a purchaser and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

Original purchasers of warrants (if offered separately) and subscription receipts will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of such warrant and subscription receipt, as the case may be. The contractual right of rescission will entitle such original purchasers to receive, in addition to the amount paid on original purchase of the warrant or subscription receipt, as the case may be, the amount paid upon conversion, exchange or exercise upon surrender of the underlying securities gained thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of purchase of the convertible, exchangeable or exercisable security under this Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 130 of the *Securities Act* (Ontario), and is in addition to any other right or remedy available to original purchasers under section 130 of the *Securities Act* (Ontario) or otherwise at law.

Original purchasers are further advised that in certain provinces or territories the statutory right of action for damages in connection with a prospectus misrepresentation is limited to the amount paid for the convertible, exchangeable or exercisable security that was purchased under a prospectus, and therefore a further payment at the time of conversion, exchange or exercise may not be recoverable in a statutory action for damages. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights, or consult with a legal advisor.

CERTIFICATE OF XTRACT ONE TECHNOLOGIES INC.

Dated: February 6, 2024

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

“Peter Evans”

Peter Evans
Chief Executive Officer

“Karen Hersh”

Karen Hersh
Chief Financial Officer

On behalf of the Board of Directors

“Peter van der Gracht”

Peter van der Gracht
Director

“John Gillies”

John Gillies
Director