

A copy of this preliminary short form base shelf prospectus has been filed with the securities regulatory authorities in each of the provinces and territories of Canada (other than Québec), but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form base shelf prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form base shelf prospectus is obtained from the securities regulatory authorities.

This preliminary short form base shelf prospectus has been filed under the legislation in each of the provinces and territories of Canada (other than 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.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes 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. Unless otherwise specified in the applicable prospectus and/or pricing supplement, the securities to be offered hereunder have not been, and will not be, registered under the United States Securities Act of 1993, as amended (the "U.S. Securities Act"), or any state securities laws. Accordingly, these securities may not be offered, sold or delivered in the United States or to a U.S. Person (as such term is defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. Unless otherwise specified in the applicable prospectus and/or pricing supplement, this prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this preliminary base shelf 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 Hypercharge Networks Corp. at 1075 West 1st Street, Suite 208, North Vancouver, British Columbia, Canada V7P 3T4 (telephone: (778) 908-2730) and are also available electronically at www.sedarplus.ca. See "Documents Incorporated by Reference".

PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

New Issue

December 7, 2023



HYPERCHARGE NETWORKS CORP.

C\$50,000,000

**Common Shares
Subscription Receipts
Convertible Securities
Warrants
Debt Securities
Units**

Hypercharge Networks Corp. ("**Hypercharge**", the "**Company**", "**we**", "**us**", or "**our**") may, from time to time during the 25-month period that this preliminary short form base shelf prospectus (including any amendments hereto, the "**Prospectus**") remains valid, offer and sell or otherwise distribute up to an aggregate offering price of C\$50,000,000 (or the equivalent in other currencies or currency units based on the applicable exchange rate at the time of the offering) the following securities: (a) common shares in the capital of the Company (the "**Common Shares**"); (b) subscription receipts of the Company ("**Subscription Receipts**"); (c) securities convertible into or exchangeable for Common Shares or other Securities (as defined below) ("**Convertible Securities**"); (d) warrants to purchase Common Shares or other Securities ("**Warrants**"); (e) debt securities which may consist of bonds, debentures, notes or other evidence of indebtedness of any kind, nature or description, of the Company ("**Debt Securities**"); and/or (f) units consisting of one or more of the other Securities described in this Prospectus in any combination ("**Units**" and, collectively with the Common Shares, Subscription Receipts, Convertible Securities, Warrants and Debt Securities, the "**Securities**" and each, a "**Security**"). The aggregate initial offering price shall be calculated, in the case of interest bearing Debt

Securities, on the basis of the principal amount of Debt Securities issued, and, in the case of non-interest bearing Debt Securities, on the basis of the gross proceeds received by the Company from the particular offering.

The Securities qualified hereunder may be offered and sold in one or more offerings, separately or together, in separate series, in such amounts, at such prices and on such terms to be contained in one or more supplements to this Prospectus (collectively or individually, as the case may be, each a "**Prospectus Supplement**"). The Company will provide the specific terms of any offering of Securities, including specific terms of the Securities with respect to a particular offering and the terms of such offering, in one or more Prospectus Supplements. The Securities may be offered separately or together or in any combination, and as separate series.

In addition, Securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Company or a subsidiary of the Company. The consideration of any such acquisition may consist of any of the Securities separately, a combination of Securities or any combination of, among other things, Securities, cash and assumption of liabilities.

All information permitted under applicable 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 as required by applicable laws. Each Prospectus Supplement will be deemed to 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. **You should read this Prospectus and any Prospectus Supplement before you invest in any Securities.**

This Prospectus constitutes a public offering of Securities only in those jurisdictions where they may be lawfully offered for sale, and therein only by persons permitted to sell the Securities. The Company may sell the Securities, directly to one or more purchasers or through underwriters, brokers, dealers, or agents. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, broker, dealer or agent, as the case may be, engaged by us in connection with the offering and sale of Securities, and will set forth the terms of the offering of such Securities, including the method of distribution of such Securities, the public offering price, the proceeds to us, any fees, discounts or other compensation payable to any underwriter, broker, dealer or agent, and any other material terms of the plan of distribution. Securities may be sold from time to time in one or more transactions at a fixed price or fixed 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 (including, without limitation, sales deemed to be an "at-the-market" distribution within the meaning of National Instrument 44-102 – *Shelf Distributions* ("**NI 44-102**"), including sales made directly on the NEO (as defined herein), OTCQB (as defined herein), FSE (as defined herein), or other existing trading markets for our Securities) or at prices to be negotiated with purchasers at the time of sale, which prices may vary between purchasers and during the period of distribution. A purchaser who acquires securities forming part of the underwriters' over-allocation position acquires such Securities under this Prospectus, regardless of whether the underwriters' over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases. No underwriter, broker, dealer or agent involved in an "at-the-market distribution" under this Prospectus, no affiliate of such underwriter, broker, dealer or agent and no person or company acting jointly or in concert with such underwriter, broker, dealer or agent will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities. If Securities are offered on a non-fixed price basis, the underwriters', brokers', dealers' or agents' compensation will be increased or decreased by the amount by which the aggregate price paid for Securities by the purchasers exceeds or is less than the gross proceeds paid by the underwriters, brokers, dealers or agents to the Company. See "*Plan of Distribution*".

No underwriter has been involved in the preparation of, or has performed a review of, the contents of this Prospectus. Subject to applicable securities laws, and other than in relation to an "at-the-market" distribution, in connection with any offering of Securities (unless otherwise specified in a Prospectus Supplement), the underwriters, brokers, dealers or agents, as the case may be, may over-allot or conduct transactions intended to stabilize, maintain or otherwise affect the market price for the Securities at levels other than those which otherwise might prevail in the open market. Such transactions may be commenced, interrupted or discontinued at any time. See "*Plan of Distribution*".

There are certain risk factors that should be carefully reviewed by prospective purchasers of any of our Securities. See "*Risk Factors*" in this Prospectus.

THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE OR CANADIAN SECURITIES COMMISSION OR REGULATORY AUTHORITY NOR HAS THE SEC OR ANY STATE OR CANADIAN SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

Prospective investors should be aware that the acquisition of the Securities may have tax consequences that may not be fully described in this Prospectus or in any Prospectus Supplement, and should carefully review the tax discussion, if any, in the applicable Prospectus Supplement and in any event consult with an independent tax advisor. See "*Certain Income Tax Considerations*".

Our issued and outstanding Common Shares are listed and posted for trading in Canada on the Neo Exchange Inc. (the "**NEO**") under the trading symbol "HC", in the United States on the OTCQB Venture Market ("**OTCQB**") under the trading symbol "HCNWF", and in Germany on the Frankfurt Stock Exchange ("**FSE**") under the trading symbol "PB7". On December 6, 2023, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares was C\$0.260 per Common Share on the NEO, US\$0.196 per Common Share on the OTCQB, and €0.166 per Common Share on the FSE. Any offering of Securities other than Common Shares will be a new issue of Securities with no established trading market.

Unless otherwise specified in the applicable Prospectus Supplement, any Securities offered thereunder, other than our Common Shares, will not be listed and posted for trading on any securities exchange. Accordingly, unless so specified, there will be no market through which those Securities may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus or any applicable Prospectus Supplement. This may affect the pricing of these Securities in the secondary market (if any), the transparency and availability of trading prices, the liquidity of the Securities, and the extent of issuer regulation. See "*Risk Factors*".

Vitaly Golomb, a director of the Company resides outside of Canada and has appointed the Company at its head office set out below as their agent for service of process. Prospective purchasers of Securities are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the party has appointed an agent for service of process.

You should rely only on the information contained in this Prospectus. We have not authorized anyone to provide you with information different from that contained in this Prospectus.

No person is authorized by the Company to provide any information or to make any representation other than as contained in this Prospectus in connection with the issue and sale of the Securities offered hereunder.

Prospective investors should assume that the information appearing in this Prospectus or any Prospectus Supplement is accurate only as of the date of such document unless otherwise specified. The Company's business, financial condition, results of operations and prospects may have changed since such date.

The distribution of Securities hereunder is subject to approval of certain legal matters on behalf of the Company by Bennett Jones LLP concerning matters of Canadian law.

Our head office, principal place of business and registered office is located at 1075 West 1st Street, Suite 208, North Vancouver, British Columbia, Canada V7P 3T4.

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INTERPRETATION

In this Prospectus, unless otherwise indicated, references to "we", "us", "our", "its", "Hypercharge", or the "Company" are to Hypercharge Networks Corp. and the direct or indirect subsidiary entities of Hypercharge Networks Corp. and any partnership interests held by Hypercharge Networks Corp. and its subsidiary entities. All references to "dollars", "C\$" or "\$" are to Canadian dollars, all references to "US\$" are to United States dollars, and all references to "€" are to Euros. Unless otherwise indicated, all financial information incorporated by reference in this Prospectus has been prepared in accordance with IFRS.

The address of the Company's website is www.hypercharge.com. Information contained on the Company's website does not form part of this Prospectus nor is it incorporated by reference herein. Prospective investors should rely only on the information contained or incorporated by reference in this Prospectus and any applicable Prospectus Supplement. The Company has not authorized any person to provide different information.

Readers should not assume that the information contained or incorporated by reference in this Prospectus is accurate as of any date other than the date of this Prospectus or the respective dates of the documents incorporated by reference herein, unless otherwise noted herein or as required by law. It should be assumed that the information appearing in this Prospectus, any Prospectus Supplement and the documents incorporated by reference herein and therein are accurate only as of their respective dates. The business, financial condition, results of operations and prospects of the Company may have changed since those dates. The Company is not making any offer of Securities in any jurisdiction where the offer is not permitted by law.

The Company may, from time to time, sell any combination of the Securities described in this Prospectus in one or more offerings up to an aggregate offering amount of C\$50,000,000 or the equivalent in other currencies. This Prospectus provides prospective purchasers with a general description of the Securities that the Company may offer. Each time the Company distributes Securities under this Prospectus, the Company will provide a prospective purchaser with a Prospectus Supplement that will contain specific information about the terms of that offering of Securities. The Prospectus Supplement may also add, update or change information contained in this Prospectus. Before a purchaser makes a decision to purchase Securities, the prospective purchaser should read this Prospectus, any applicable Prospectus Supplement, together with the documents incorporated by reference in this Prospectus and any applicable Prospectus Supplement.

The Securities being offered for sale under this Prospectus may only be sold in those jurisdictions in which offers and sales of the Securities are permitted. This Prospectus is not an offer to sell or a solicitation of an offer to buy the Securities in any jurisdiction where it is unlawful. The information contained in this Prospectus is accurate only as at the date of this Prospectus, regardless of the time of delivery of this Prospectus or of any sale of the Securities.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements and forward-looking information within the meaning of Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology or words, such as, "continues", "with a view to", "is designed to", "pending", "predict", "potential", "plans", "expects", "anticipates", "believes", "intends", "estimates", "projects", and similar expressions or variations thereon, or statements that events, conditions or results "can", "might", "will", "shall", "may", "must", "would", "could", or "should" occur or be achieved and similar expressions in connection with any discussion, expectation, or projection of future operating or financial performance, events or trends. Forward-looking statements and forward-looking information are based on management's current expectations and assumptions, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict.

The forward-looking statements and information in this Prospectus are subject to various risks and uncertainties, including those described under the heading "Risk Factors" as well as under the heading "Risk Factors" in the Company's Annual Information Form (as defined herein), many of which are difficult to predict and generally beyond the control of the Company, including, without limitation, risks:

- associated with equity security trading;

- associated with investment loss;
- associated with price volatility;
- associated with the dilution of equity interests;
- relating to negative cash flow from operations; and
- those other risks discussed below under the heading "*Risk Factors*".

You should not rely on any forward-looking statements. Any forward-looking statement is made only as of the date of this Prospectus or the applicable document incorporated by reference into this Prospectus. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after we distribute this Prospectus, except as otherwise required by law.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference into 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 our Corporate Secretary at 1075 West 1st Street, Suite 208, North Vancouver, British Columbia, Canada V7P 3T4 (telephone: (788) 908-2730). Copies of documents incorporated by reference are also available electronically at www.sedarplus.ca.

Under applicable securities laws in Canada, the Canadian securities commissions or similar regulatory authorities allow the Company to incorporate by reference certain information that it files with the Canadian securities commissions or similar regulatory authorities, which means that the Company can disclose important information to prospective purchasers by reference to those documents. Information that is incorporated by reference is an important part of this Prospectus. We have filed the following documents with the securities commissions or similar regulatory authorities in certain of the provinces of Canada and such documents are specifically incorporated by reference into this Prospectus:

- (i) the annual information form of the Company dated June 29, 2023, for the year ended March 31, 2023 (the "**Annual Information Form**");
- (ii) the management information circular of the Company dated August 2, 2023 in respect of the annual and special meeting of shareholders of the Company held on September 14, 2023;
- (iii) management's discussion and analysis on the operating results and financial condition of the Company for the three and six months ended September 30, 2023;
- (iv) the unaudited condensed consolidated interim financial statements of the Company for the three and six months ended September 30, 2023 (the "**Q2 2023 Financial Statements**");
- (v) management's discussion and analysis on the operating results and financial condition of the Company for the year ended March 31, 2023;
- (vi) the audited annual consolidated financial statements for the Company, for the year ended March 31, 2023, together with the notes thereto and the auditor's report thereon; and
- (vii) the material change reports of the Company dated May 17, 2023, September 21, 2023, and October 17, 2023,

provided that these documents are not incorporated by reference to the extent their contents are modified or superseded by a statement contained in this Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus.

Any documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**") of the Canadian Securities Administrators to be incorporated by reference in a short form prospectus, including any material change reports (excluding confidential material change reports), annual information form, comparative annual financial statements and the auditors' report thereon, comparative unaudited interim financial statements, management's discussion and analysis of financial condition and results of operations, material change report (except a confidential material change report), business acquisition report and information circular, if filed by us with the

securities commissions or similar authorities in the provinces of Canada after the date of this Prospectus and before the termination of the distribution shall be deemed to be incorporated by reference into this Prospectus.

Any "template version" of any "marketing materials" (as such terms are defined in NI 41-101) filed by the Company after the date of a Prospectus Supplement and before the termination of the distribution of Securities offered pursuant to such Prospectus Supplement (together with this Prospectus) will be deemed to be incorporated by reference into such applicable Prospectus Supplement for the purposes of the distribution of Securities to which that Prospectus Supplement pertains.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference into this Prospectus will be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference into this Prospectus modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed 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 be deemed, except as so modified or superseded, to constitute part of this Prospectus.

Upon a new annual information form, audited annual financial statements and related management's discussion and analysis, unaudited interim financial statements and related management's discussion and analysis, or a new information circular relating to an annual meeting (or annual and special meeting) of holders of Common Shares (each of the foregoing, a "**Disclosure Document**") being filed by us with, and where required, accepted by, the securities commission or similar regulatory authority in each of the provinces and territories of Canada (other than Québec) during the term of this Prospectus, the previous corresponding Disclosure Document, and any material change reports and business acquisition reports filed prior to the commencement of our financial year in which the Disclosure Documents are filed shall no longer be deemed to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

All information permitted under applicable securities laws to be omitted from this Prospectus, including the specific variable terms for an issue of Securities and other information in relation to such Securities, will be contained or incorporated by reference in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus and any amendments hereto. Each Prospectus Supplement will be deemed to be incorporated by reference in this Prospectus for the purposes of applicable securities legislation as of the date of the Prospectus Supplement and only for the purposes of the offering of the Securities to which the Prospectus Supplement pertains.

HYPERCHARGE NETWORKS CORP.

The Company was formed under and is governed by the provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**") on September 5, 2018, under the name 1178406 B.C. Ltd. On June 24, 2019, the Company changed its name to Cliffwood Capital Corp. On March 10, 2021, the Company changed its name to Hypercharge Networks Corp., and in June 2021, the Company commenced operations as a turnkey electric vehicle ("**EV**") charging solutions provider. Our head office, principal place of business, and registered office is located at 1075 West 1st Street, Suite 208, North Vancouver, British Columbia, Canada V7P 3T4.

Hypercharge is a provider of integrated EV charging hardware and networked software, providing smart EV charging solutions to help its partners develop their EV charging offerings, and accelerate the adoption of EVs and the shift towards a carbon neutral economy. Hypercharge offers residential and commercial EV charging equipment and services, primarily for medium and light duty commercial and personal vehicles, enabling EV drivers to recharge at various location types. The Company also provides a proprietary cloud-based platform developed by, and licensed from, AXSO Inc., a wholly owned subsidiary of Hydro Quebec, that operates, maintains and manages Hypercharge charging stations and handles associated charging data, back-end operations, and payment processing.

RECENT DEVELOPMENTS

The following is a summary of the significant developments of the Company which have occurred since June 29, 2023, being the date of the Annual Information Form.

On July 6, 2023, the Company was selected by PCI Developments to provide 75 charging stations to two (2) rental buildings located at 444 Kootenay Street and 435 Boundary Road in Vancouver, British Columbia. On July 13, 2023, the Company was again selected by PCI Developments to provide an additional 30 charging stations for commercial visitor parking spaces at the King George Hub development in Vancouver, British Columbia.

On July 18, 2023, the Company was selected by ParkCo to supply 58 charging stations to the Gaslight Condominiums development in Cambridge, Ontario. This is the Company's fourth project with ParkCo since December 2022.

On July 26, 2023, the Company was selected to install 135 charging stations across 16 multi-unit residential buildings in Vancouver, Burnaby, New Westminster, Port Coquitlam, Surrey, and Langley, British Columbia in collaboration with Brilliant Lighting Solutions.

On September 6, 2023, the Company was selected to provide 78 EV chargers to University District by Bosa Properties, located in Surrey, BC.

On September 19, 2023, the Company received \$229,356 in funding through Natural Resources Canada's Zero-Emission Vehicle Infrastructure Program to support the growth of EV charging infrastructure across Ontario.

On September 21, 2023, the Company engaged third-party investor relations providers, Sideways Frequency, LLC and Marco Messina Consulting, to create digital marketing campaigns and provide other related services for the Company.

On October 10, 2023, the Company launched its integrated charging software solution, called Eevion. This cloud-based platform integrates the Company's charging network into any application, platform, or system, offering a unified charging experience for users.

On October 12, 2023, the Company issued the following equity incentives: (i) 850,000 stock options to directors, officers, employees, and consultants of the Company at an exercise price of \$0.54 for a 5-year term; (ii) 1,050,000 restricted share units ("RSUs") to directors of the Company; and (iii) 1,485,000 performance share units to officers, employees, and consultants of the Company ("PSUs"). The Company also approved annual equity compensation for each director of the Company, with issuances commencing November 16, 2023, at exercise prices based on the close of trading on each anniversary date of grant, as follows: (i) 200,000 stock options to each director of the Company, each year for a five-year term; and (ii) 70,000 RSUs to each director of the Company, each year for a five-year term.

On November 1, 2023, the Company launched its carbon credit program the ("**Carbon Credit Program**"), which is designed to grow the earning potential of select commercial and multifamily properties equipped with Hypercharge EV charging stations by administering carbon credits earned as drivers utilize the charging station. The Carbon Credit Program is currently available in British Columbia and the Company expects to expand the Carbon Credit Program across North America in 2024, where applicable.

On November 22, 2023, the Company received conditional approval for a project with a Canadian energy infrastructure provider located in Western Canada to provide for up to 12 direct current fast charging locations to be deployed in Western Canada, worth an estimated \$2,000,000-\$3,000,000. The project is anticipated to commence in the second half of 2024, subject to certain conditions, including but not limited to, sufficient infrastructure buildout, including the development or expansion of certain physical facilities, and sufficient project financing. The project is expected to continue through 2025.

On November 24, 2023, the Company launched Hypercharge Home, its new residential Level 2 EV charging station for at-home use ("**Hypercharge Home**"). Hypercharge Home will be sold direct to consumers, marking a new sales

channel for the Company in addition to the existing business-to-business sales channels, and is expected to be delivered through specialized home installers.

This section contains forward-looking statements and forward-looking information within the meaning of Canadian securities laws. See "*Cautionary Statement Regarding Forward-Looking Information*" and "*Risk Factors*".

CONSOLIDATED CAPITALIZATION

The applicable Prospectus Supplement will describe any material change in, and the effect of such material change on, the share and loan capitalization of the Company since the date of the Company's financial statements for its most recently completed financial period included in such Prospectus Supplement, including any material change that will result from the issuance of Securities pursuant to such Prospectus Supplement.

PLAN OF DISTRIBUTION

We may offer and sell Securities to or through underwriters, brokers, dealers, or agents (including through block trades of Securities), or directly to purchasers or through underwriters, brokers, dealers or agents. In effecting such sales of Securities, brokers or dealers may arrange for other brokers or dealers to participate. Such transactions may include purchases of the Securities by a broker-dealer as principal and resales of the Securities by the broker-dealer for its account pursuant to this Prospectus, ordinary brokerage transactions, or transactions in which the broker-dealer solicits purchasers. The applicable Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, as the case may be, engaged by the Company in connection with the offering and sale of the Securities, and will set forth the terms of the offering of such Securities, including, to the extent applicable, any fees, discounts or any other compensation payable to underwriters, dealers or agents in connection with the offering, the method of distribution of the Securities, the initial issue price, the proceeds that the Company will receive and any other material terms of the plan of distribution. Any initial offering price and discounts, concessions or commissions allowed or re-allowed or paid to dealers may be changed from time to time.

In addition, the Securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Company or one of its subsidiaries. The consideration for any such acquisition may consist of the Securities separately, a combination of Securities or any combination of, among other things, Securities, cash and assumption of liabilities.

The distribution of Securities may be effected from time to time in one or more transactions at a fixed price or prices, which may be changed, at market prices prevailing at the time of sale, or at prices related to such prevailing market prices as may be negotiated with purchasers and as set forth in an accompanying Prospectus Supplement.

If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale (including, without limitation, sales deemed to be an "at-the-market" distribution as defined in NI 44-102 and subject to limitations imposed by and the terms of any regulatory approval required and obtained under applicable securities laws, which may include sales made directly on the NEO, OTCQB, FSE, or other existing trading markets for our Securities) at prices determined by reference to the prevailing price of a specified Security in a specified market, or at prices to be negotiated with purchasers at the time of sale, which prices may vary between purchasers and during the period of distribution. If Securities are offered on a non-fixed price basis, the underwriters', brokers', dealers' or agents' compensation will be increased or decreased by the amount by which the aggregate price paid for Securities by the purchasers exceeds or is less than the gross proceeds paid by the underwriter, broker, dealer or agent to us.

In connection with the sale of Securities, underwriters, brokers, dealers or agents may receive compensation from us or from purchasers of Securities for whom they may act as agents in the form of discounts, concessions or commissions. Underwriters, brokers, dealers or agents that participate in any distribution of Securities may be deemed underwriters and any commissions to be received by them, and any profit on the resale of Securities by them may be deemed to be underwriting discounts or commissions under applicable securities legislation.

If so indicated in the applicable Prospectus Supplement, we may authorize dealers or other persons acting as our agents to solicit offers by certain institutions to purchase the Securities directly from us pursuant to contracts providing for

payment and delivery on a future date. These contracts will be subject only to the conditions set forth in the applicable Prospectus Supplement or supplements, which will also set forth the commission payable for solicitation of these contracts.

The applicable Prospectus Supplement relating to any offering of Securities will also set forth the terms of the offering relating to the particular Securities, including, to the extent applicable, the initial offering price, the proceeds to us from the offering, the underwriting discounts or commissions, and any other discounts or concessions to be allowed or re-allowed to dealers. Underwriters, brokers, dealers or agents with respect to any offering of Securities, or Securities sold to or through underwriters, brokers, dealers or agents will be named in the Prospectus Supplement relating to such offering of Securities.

In connection with any offering of Securities, except with respect to any "at-the-market" offering, the underwriters, brokers, dealers or agents 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 over-allocation position of any underwriter, broker, dealer or agent, acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases.

No underwriter, broker, dealer or agent involved in any "at-the-market" offering, no affiliate of such an underwriter or dealer, and no person or company acting jointly or in concert with such an underwriter, broker, dealer or agent, will over-allot Securities in connection with such a distribution or effect any other transactions that are intended to stabilize or maintain the market price of a Security.

Under agreements which may be entered into by us, underwriters, brokers, dealers or agents who participate in the distribution of Securities may be entitled to indemnification by us against certain liabilities, including liabilities under applicable Canadian provincial securities legislation, or to contributions with respect to payments which such underwriters may be required to make in respect thereof. The underwriters, brokers, dealers or agents with whom we may enter into agreements may be customers of, engage in transactions with or perform services for us in the ordinary course of business.

Any offering of Subscription Receipts, Convertible Securities, Warrants, Debt Securities, or Units that is not a secondary offering will be a new issue of Securities with no established trading market for those Securities. **Unless otherwise specified in the applicable Prospectus Supplement, the Subscription Receipts, Convertible Securities, Warrants, Debt Securities, or Units will not be listed on any securities exchange or any automated dealer quotation system, and there may be no market through which the Subscription Receipts, Convertible Securities, Warrants, Debt Securities, or Units may be sold and purchasers may not be able to resell Subscription Receipts, Convertible Securities, Warrants, Debt Securities, or Units purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of the Subscription Receipts, Convertible Securities, Warrants, Debt Securities, or Units in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities, and the extent of issuer regulation.** Certain broker-dealers may make a market in the Subscription Receipts, Convertible Securities, Warrants, Debt Securities, or Units, as applicable, but will not be obligated to do so and may discontinue any market making at any time without advance notice. No assurance can be made that any broker-dealer will make a market in the Subscription Receipts, Convertible Securities, Warrants, Debt Securities, or Units or as to the liquidity of the trading market, if any, for such Securities.

USE OF PROCEEDS

The net proceeds to the Company from any offering of Securities, the proposed use of those proceeds and the specific business objectives which the Company expects to accomplish with such proceeds will be set forth in the applicable Prospectus Supplement relating to that offering of Securities.

There may be circumstances where, on the basis of results obtained or for other sound business reasons, a re-allocation of funds may be necessary or prudent. Accordingly, management of the Company will have broad discretion in the application of the proceeds of an offering of Securities. The actual amount the Company spends in connection with each intended use of proceeds may vary significantly from the amounts specified in the applicable Prospectus

Supplement and will depend on a number of factors, including those referred to under "Risk Factors" and any other factors set forth in the applicable Prospectus Supplement.

PRIOR SALES

During the twelve-month period prior to the date of this Prospectus, the Company issued the following securities (all prices in CAD\$):

Date	CAD\$ per Common Share	Number of Common Shares	Class of Security
December 6, 2022	\$0.56	300,000	Stock Options
December 6, 2022	N/A	300,000	Restricted Share Units
December 7, 2022	N/A	100,000	Restricted Share Units
December 9, 2022	\$0.56	121,721	Stock Options
January 3, 2023	\$0.60	24,000	Stock Options
January 9, 2023	\$0.50	200,000	Stock Options
February 24, 2023	N/A	1,200,000	Restricted Share Units
April 4, 2023	\$1.31	100,000	Stock Options
April 11, 2023	\$2.70	20,000	Stock Options
May 17, 2023	\$1.05	4,761,904	Common Shares
May 17, 2023	\$1.35	2,380,952	Warrants
October 11, 2023	\$0.54	850,000	Stock Options
October 11, 2023	N/A	1,485,000	Performance Share Units
October 11, 2023	N/A	1,050,000	Restricted Share Units
November 16, 2023	N/A	70,000	Restricted Share Units
November 16, 2023	N/A	300,000	Performance Share Units
November 16, 2023	\$0.27	200,000	Stock Options

DESCRIPTION OF SHARE CAPITAL

Common Shares

Hypercharge is authorized to issue an unlimited number of Common Shares without par value. As at the date of this Prospectus, the Company had 68,997,780 Common Shares issued and outstanding. As at the date of this Prospectus, there were (i) options to acquire 3,770,721 Common Shares, (ii) warrants to acquire 2,380,947 Common Shares; (iii) performance warrants to acquire 6,221,667 Common Shares; (iv) PSUs to acquire 2,710,668 Common Shares; and (v) 2,420,001 RSUs units held by officers and key employees of the Company.

All of the Common Shares are of the same class and, once issued, rank equally as to entitlement to dividends, voting powers (one vote per share) and participation in assets upon dissolution or winding-up. No Common Shares have been issued subject to a call or assessment. The directors of the Company may from time to time declare and authorize the payment of dividends in respect of the Common Shares. The Common Shares contain no pre-emptive conversion or exchange rights and have no provisions for redemption or purchase for cancellation, surrender, sinking or purchase funds. Provisions as to the modification, amendment or variation of such rights or provisions are contained in the Company's articles and notice of articles and the BCBCA.

DESCRIPTION OF SUBSCRIPTION RECEIPTS

The following description of the terms of Subscription Receipts sets forth certain general terms and provisions of Subscription Receipts in respect of which a Prospectus Supplement may be filed. The particular terms and provisions of Subscription Receipts offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the Prospectus Supplement filed in respect of such Subscription Receipts.

Subscription Receipts may be offered separately or in combination with one or more other Securities. The Subscription Receipts will be issued under a subscription receipt agreement. A copy of the subscription receipt agreement will be filed by us with the applicable securities commission or similar regulatory authorities after it has been entered into by us and will be available electronically at www.sedarplus.ca.

The description of general terms and provisions of Subscription Receipts described in any Prospectus Supplement will include, where applicable:

- the number of Subscription Receipts offered;
- the price at which the Subscription Receipts will be offered;
- the manner of determining the offering price(s);
- if other than Canadian dollars, the currency or currency unit in which the Subscription Receipts are denominated;
- the Securities into which the Subscription Receipts may be exchanged;
- conditions to the exchange of Subscription Receipts into the underlying Securities and the consequences of such conditions not being satisfied;
- the procedures for the exchange of the Subscription Receipts into Common Shares or other Securities;
- the number of Common Shares or other Securities that may be obtained upon exercise of each Subscription Receipt and the price per security or the aggregate principal amount, denominations and terms of the series of Debt Securities that may be issued upon exchange of the Subscription Receipts, and the events or conditions under which the amount of securities may be subject to adjustment;
- the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each Security;
- the terms applicable to the gross proceeds from the sale of the Subscription Receipts plus any interest earned thereon;
- whether the Subscription Receipts will be listed on any securities exchange;
- the material tax consequences of owning the Subscription Receipts; and
- any other material terms, conditions and rights (or limitations on such rights) of the Subscription Receipts.

We reserve 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.

Prior to the exchange of any Subscription Receipts, holders of such Subscription Receipts will not have any of the rights of holders of the securities for which the Subscription Receipts may be exchanged, including the right to receive payments of dividends or the right to vote such underlying Securities.

DESCRIPTION OF CONVERTIBLE SECURITIES

The Company may issue Convertible Securities, separately or together, with other Securities in any combination thereof, as the case may be. The Convertible Securities will be convertible or exchangeable into Common Shares and/or other Securities. The applicable Prospectus Supplement will include details of the agreement, indenture or other instrument to which such Convertible Securities will be created and issued. The following describes the general terms that will apply to any Convertible Securities that may be offered by the Company pursuant to this Prospectus. The terms and provisions of any Convertible Securities offered under a Prospectus Supplement may differ from the terms described below, and may not be subject to or contain any or all of the terms described below.

The specific terms and provisions of the Convertible Securities, and the extent to which the general terms of the Convertible Securities described in this Prospectus apply to those Convertible Securities, will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of such Convertible Securities offered;
- the price at which such Convertible Securities will be offered;
- the procedures for the conversion or exchange of such Convertible Securities into or for Common Shares and/or other Securities;
- the number of Common Shares and/or other Securities that may be issued upon the conversion or exchange of such Convertible Securities;
- the period or periods during which any conversion or exchange may or must occur;
- the designation and terms of any other Convertible Securities with which such Convertible Securities will be offered, if any;
- the gross proceeds from the sale of such Convertible Securities;
- whether the Convertible Securities will be listed on any securities exchange;
- whether the Convertible Securities are to be issued in registered form, "book-entry only" form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- certain material Canadian federal income tax consequences of owning the Convertible Securities; and
- any other material terms and conditions of the Convertible Securities.

We reserve the right to set forth in a Prospectus Supplement specific terms of the Convertible Securities that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Convertible Securities 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 Convertible Securities.

DESCRIPTION OF WARRANTS

The following description of the terms of Warrants sets forth certain general terms and provisions of Warrants in respect of which a Prospectus Supplement may be filed. The particular terms and provisions of Warrants offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the Prospectus Supplement filed in respect of such Warrants.

Warrants may be offered separately or in combination with one or more other Securities. Each series of Warrants will be issued under a separate warrant agreement to be entered into between us and one or more banks or trust companies acting as warrant agent. The applicable Prospectus Supplement will include details of the warrant agreements covering the Warrants being offered. The warrant agent will act solely as our agent and will not assume a relationship of agency with any holders of Warrant certificates or beneficial owners of Warrants. A copy of the warrant agreement will be filed by us with the applicable securities commission or similar regulatory authorities after it has been entered into by us and will be available electronically at www.sedarplus.ca.

The description of general terms and provisions of Warrants described in any Prospectus Supplement will include, where applicable:

- the designation and aggregate number of Warrants offered;
- the price at which the Warrants will be offered;
- if other than Canadian dollars, the currency or currency unit in which the Warrants are denominated;
- 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 that amount of securities 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;
- the minimum or maximum amount, if any, of Warrants that may be exercised at any one time;
- whether the Warrants will be subject to redemption or call, and, if so, the terms of such redemption or call provisions; and
- any other material terms, conditions and rights (or limitations on such rights) of the Warrants.

We reserve 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.

EARNINGS COVERAGE RATIOS

Earnings coverage ratios will be provided as required in the applicable Prospectus Supplement with respect to the issuance of any Debt Securities.

The ability of the Company to satisfy any payment obligations under Debt Securities that may be issued pursuant to a Prospectus Supplement, other than the conversion or payment of interest in Common Shares, as the case may be, will be dependent on its ability to generate cash flows or its ability to raise additional financing. The applicable Prospectus Supplement will provide, as required by applicable Canadian securities laws, the earnings coverage ratios with respect to the issuance of Securities pursuant to such Prospectus Supplement.

DESCRIPTION OF DEBT SECURITIES

In this section describing the Debt Securities, the terms "**Company**" and "**Hypercharge**" refer only to Hypercharge Networks Corp. without any of its subsidiaries. This section describes the general terms that will apply to any Debt Securities issued pursuant to this Prospectus. The specific terms of the Debt Securities, and the extent to which the

general terms described in this section apply to those Debt Securities, will be set forth in the applicable Prospectus Supplement.

The Debt Securities will be issued in one or more series under an indenture (the "**Indenture**") to be entered into between Hypercharge and one or more trustees (the "**Trustee**") that will be named in a Prospectus Supplement for a series of Debt Securities. A copy of the form of the Indenture to be entered into will be filed by the Company with securities regulatory authorities in Canada after it has been entered into by the Company. The description of certain provisions of the Indenture in this section is not intended to be complete and is qualified in its entirety by reference to the provisions of the Indenture. Terms used in this summary that are not otherwise defined herein have the meaning ascribed to them in the Indenture.

The Company may issue Debt Securities and incur additional indebtedness other than through the offering of Debt Securities pursuant to this Prospectus.

General

The Indenture does not limit the aggregate principal amount of Debt Securities which the Company may issue under the Indenture and does not limit the amount of other indebtedness that the Company may incur. The Indenture provides that the Company may issue Debt Securities from time to time in one or more series which may be denominated and payable in United States dollars, Canadian dollars or any other currency. Unless otherwise indicated in the applicable Prospectus Supplement, the Indenture permits the Company, without the consent of the holders of any Debt Securities, to increase the principal amount of any series of Debt Securities the Company has previously issued under the Indenture and to issue such increased principal amount.

Certain terms of each issue of Debt Securities, as well as any modifications or additions to the general terms of the Debt Securities as described herein that may be applicable to a particular issue of Debt Securities, will be described in the applicable Prospectus Supplement relating to the offering of such Debt Securities. The applicable Prospectus Supplement will set forth the following applicable terms relating to the Debt Securities offered by such Prospectus Supplement (the "**Offered Securities**"):

- the specific designation of the Offered Securities; any limit on the aggregate principal amount of the Offered Securities; the date or dates, if any, on which the Offered Securities will mature and the portion (if less than all of the principal amount) of the Offered Securities payable upon declaration of acceleration of maturity;
- the aggregate principal amount and authorized denominations of such Debt Securities;
- the currency in which the Debt Securities may be purchased and the currency in which the principal and any interest is payable;
- the rate or rates (whether fixed or variable) at which the Offered Securities will bear interest, if any, the date or dates from which any such interest will accrue and on which any such interest will be payable and the record dates for any interest payable on the Offered Securities that are in registered form;
- the terms and conditions under which the Company may be obligated to redeem, repay or purchase the Offered Securities pursuant to any sinking fund or analogous provisions or otherwise;
- the terms and conditions upon which the Company may redeem the Offered Securities, in whole or in part, at its option;
- any covenants applicable to the Offered Securities;
- event of default provisions contained in the indenture pursuant to which the Debt Securities are to be issued;
- the terms and conditions for any conversion or exchange of the Offered Securities for any other securities;
- whether the Offered Securities will be issuable in registered form or bearer form or both, and, if issuable in bearer form, the restrictions as to the offer, sale and delivery of the Offered Securities which are in bearer form and as to exchanges between registered form and bearer form;

- whether the Offered Securities will be issuable in the form of registered global securities ("**Global Securities**"), and, if so, the identity of the depository for such registered Global Securities;
- whether the Debt Securities may be exchanged or converted into securities of the Company or another issuer;
- the application, if any, of defeasance provisions to the Debt Securities;
- any index, formula or other method used to determine the amount of payments of principal of (and premium, if any) or interest, if any, on the Offered Securities; and
- any other terms of the Offered Securities which apply solely to the Offered Securities, or terms described herein as generally applicable to the Debt Securities which are not to apply to the Offered Securities.

The Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates, if any, and may otherwise vary.

The Company may issue Debt Securities under the Indenture bearing no interest or interest at a rate below the prevailing market rate at the time of issuance and, in such circumstances, the Company may offer and sell those Debt Securities at a discount below their stated principal amount. The Company will describe in the applicable Prospectus Supplement any Canadian federal income tax consequences and other special considerations applicable to any discounted Debt Securities or other Debt Securities offered and sold at par which are treated as having been issued at a discount for Canadian federal income tax purposes.

To the extent any Debt Securities are convertible into other Securities, prior to such conversion the holders thereof will not have any rights of the rights of holders of the Securities into which the Debt Securities are convertible, including the right to receive payment of dividends or the right to vote such underlying Securities.

Form, Denomination, Exchange, and Transfer

Unless otherwise indicated in the applicable Prospectus Supplement, the Company will issue Debt Securities only in fully registered form without coupons, and in denominations and multiple integrals as specified in the applicable Prospectus Supplement. Debt Securities may be presented for exchange and registered Debt Securities may be presented for registration of transfer in the manner to be set forth in the Indenture and in the applicable Prospectus Supplement. The Company may, however, require payment sufficient to cover any taxes or other governmental charges due in connection with the exchange or transfer. The Company will appoint the Trustee as security registrar. Bearer Debt Securities and the coupons applicable thereto will be transferable by delivery.

Ranking

Unless otherwise provided in the applicable Prospectus Supplement, the Debt Securities of each series will rank equally and *pari passu*, including with respect to security interests (if any), with each other (regardless of their actual dates or terms of issue, but only to the extent such other Debt Securities are secured) and, unless the Debt Securities are secured or subordinated and subject to statutory preferred exceptions, with all other present and future unsecured and unsubordinated indebtedness of the Company. Unless otherwise provided in the applicable Prospectus Supplement, a series of Debt Securities may be reopened for the issuance of additional Debt Securities of such series.

Registered Global Securities

Unless otherwise indicated in the applicable Prospectus Supplement, registered Debt Securities of a series will be issued in global form that will be deposited with, or on behalf of, a depository (the "**Depository**") identified in the Prospectus Supplement. Global Securities will be registered in the name of the Depository, and the Debt Securities included in the Global Securities may not be transferred to the name of any other direct holder unless the special circumstances described below occur. Any person wishing to own Debt Securities issued in the form of Global Securities must do so indirectly by virtue of an account with a broker, bank or other financial institution that, in turn, has an account with the Depository.

Special Investor Considerations for Global Securities

The Company's obligations under the Indenture, as well as the obligations of the Trustee and those of any third parties employed by the Company or the Trustee, run only to persons who are registered as holders of Debt Securities. For example, once the Company makes payment to the registered holder, the Company has no further responsibility for the payment even if that holder is legally required to pass the payment along to an investor but does not do so. As an indirect holder, an investor's rights relating to a Global Security will be governed by the account rules of the investor's financial institution and of the Depositary, as well as general laws relating to debt securities transfers.

An investor should be aware that when Debt Securities are issued in the form of Global Securities:

- the investor cannot have Debt Securities registered in his or her own name;
- the investor cannot receive physical certificates for his or her interest in the Debt Securities;
- the investor must look to his or her own bank, brokerage firm or other financial institution for payments on the Debt Securities and protection of his or her legal rights relating to the Debt Securities;
- the investor may not be able to sell interests in the Debt Securities to some insurance companies and other institutions that are required by law to hold the physical certificates of Debt Securities that they own;
- the Depositary's policies will govern payments, transfers, exchange and other matters relating to the investor's interest in the Global Security;
- the Company and the Trustee will have no responsibility for any aspect of the Depositary's actions or for its records of ownership interests in the Global Security;
- the Company and the Trustee also do not supervise the Depositary in any way; and
- the Depositary will usually require that interests in a Global Security be purchased or sold within its system using same-day funds.

Special Situations When Global Security Will be Terminated

In a few special situations described below, a Global Security will terminate and interests in it will be exchanged for physical certificates representing Debt Securities. After that exchange, an investor may choose whether to hold Debt Securities directly or indirectly through an account at its bank, brokerage firm or other financial institution. Investors must consult their own banks, brokers or other financial institutions to find out how to have their interests in Debt Securities transferred into their own names, so that they will be registered holders of the Debt Securities represented by each Global Security.

The special situations for termination of a Global Security are:

- when the Depositary notifies the Company that it is unwilling, unable or no longer qualified to continue as Depositary (unless a replacement Depositary is named); and
- when and if the Company decides to terminate a Global Security.

The Prospectus Supplement may list situations for terminating a Global Security that would apply only to the particular series of Debt Securities covered by the Prospectus Supplement. When a Global Security terminates, the Depositary (and not the Company or the Trustee) will be responsible for deciding the names of the institutions that will be the initial direct holders.

Modifications and Waivers

The Company may modify or amend the Indenture with the consent of the holders of a majority in aggregate principal amount of the outstanding Debt Securities of all series affected by such modification or amendment; provided, however, unless otherwise stated in the applicable Prospectus Supplement, that the Company will be required to receive consent from the holder of each outstanding Debt Security of such affected series to:

- change the stated maturity of the principal of, or interest on, such outstanding Debt Security;
- reduce the principal amount of or interest on such outstanding Debt Security;
- reduce the amount of the principal payable upon the acceleration of the maturity of an outstanding original issue discount security;
- change the place or currency of payments on such outstanding Debt Security;
- reduce the percentage in principal amount of outstanding Debt Securities of such series, from which the consent of holders is required to modify or amend the Indenture or waive compliance with certain provisions of the Indenture or waive certain defaults; or
- modify any provisions of the Indenture relating to modifying or amending the Indenture or waiving past defaults or covenants except as otherwise specified.

The holders of a majority in principal amount of Debt Securities of any series or of the affected series may waive the Company's compliance with certain restrictive provisions of the Indenture with respect to such series. The holders of a majority in principal amount of outstanding Debt Securities of all series with respect to which an Event of Default (as such term is defined in the Indenture) has occurred may waive any past default under the Indenture, except a default in the payment of the principal of or interest on any Debt Security or in respect of any item listed above.

The Indenture or the Debt Securities may be amended or supplemented, without the consent of any holder of such Debt Securities, in order to, among other things, cure any ambiguity or inconsistency, comply with applicable law or to make any change, in any case, that does not have a materially adverse effect on the rights of any holder of such Debt Securities.

DESCRIPTION OF UNITS

We 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 comprising 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 included in 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 Units offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the Prospectus Supplement filed in respect of such Units.

The particular terms 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.

We reserve 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.

MARKET FOR SECURITIES

Trading prices and volume will be provided as required in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

RISK FACTORS

Other than as discussed in this Prospectus, risk factors relating to our business are discussed in our Annual Information Form, and certain other documents incorporated by reference or deemed to be incorporated by reference into this Prospectus, which risk factors are incorporated by reference into this Prospectus.

There are various risks, including those described below, those set out in the documents incorporated by reference herein, including any applicable Prospectus Supplement, that could have a material adverse effect upon, among other things; business, business prospects, and condition (financial or otherwise) of the Company. There are certain risks inherent in an investment in the Securities, including any risk factors described herein or in a document incorporated by reference herein, which investors should carefully consider before investing. Additional risk factors relating to a specific offering of Securities will be described in any applicable Prospectus Supplement. Some of the factors described herein, in the documents incorporated by reference herein, and/or the applicable Prospectus Supplement are interrelated and, consequently, investors should treat such risk factors as a whole. Additional risks and uncertainties of which the Company currently is unaware or that are unknown or that it currently deems to be immaterial could have a material adverse effect on the Company's business, financial condition and results of operation. The Company cannot provide assurance that it will successfully address any or all of these risks. There is no assurance that any risk management steps taken will avoid future loss due to the occurrence of the risks described herein, in the other documents incorporated by reference herein or in the applicable Prospectus Supplement.

Prospective investors should carefully consider the risks described herein, in a document incorporated by reference herein or in the applicable Prospectus Supplement and consult with their professional advisors to assess any investment in the Company.

An investment in the Securities, as well as the Company's prospects, are speculative due to the risky nature of its business and the present stage of its development. Investors may lose their entire investment.

Equity Security Trading Risks

The securities of publicly traded companies can experience a high level of price and volume volatility and the value of the Company's securities can be expected to fluctuate depending on various factors, not all of which are directly related to the success of the Company and its operating performance, underlying asset values or prospects. These include the risks described elsewhere in this Prospectus. Factors which may influence the price of the Company's securities, including the Common Shares, include, but are not limited to: worldwide economic conditions; changes in government policies; investor perceptions; movements in global interest rates and global stock markets; variations in operating costs; the cost of capital that the Company may require in the future; recommendations by securities research analysts; issuances of Common Shares or debt securities by the Company; the share price performance of the Company's competitors; the addition or departure of key management and other personnel; significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors; news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related industry and market issues; publicity about the Company, the Company's personnel or others operating in the industry; and loss of a major funding source.

There can be no assurance that such fluctuations will not affect the price of the Company's securities, and consequently purchasers of Common Shares may not be able to sell Common Shares at prices equal to or greater than the price or value at which they purchased the Common Shares or acquired them by way of the secondary market.

Loss of Entire Investment

An investment in the Securities 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.

Price Volatility

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company's securities.

Dilution

Additional financing needed to continue funding the operations of the Company may require the issuance of additional securities of the Company. The issuance of additional securities and the exercise of Common Share purchase warrants, stock options and other convertible securities will result in dilution of the equity interests of any persons who are or may become holders of Common Shares.

No History of Dividends

No dividends on the Common Shares have been declared or paid to date. The Company anticipates that, for the foreseeable future, it will retain its cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the board of directors of the Company after taking into account many factors, including earnings, operating results, financial condition, current and anticipated cash needs and any restrictions in financing agreements, and the Company may never pay dividends.

Going Concern and Negative Cash Flow from Operations

To date, the Company has financed its operations primarily through share issuances. The Company is an early-stage company and is primarily dependent on externally provided financing to continue as a going concern. Additional funds will be required to enable the Company to pursue an initiative and the Company may be unable to obtain such financing on satisfactory terms. There is no assurance that the Company will be profitable. Management intends to finance operating costs with cash on hand and/or additional financing that has not currently been sought. These conditions indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern.

Despite the material uncertainty, the consolidated financial statements incorporated by reference herein have been prepared on the basis that the Company will continue as a going concern, as management believes that the Company will be able to raise sufficient capital and have positive cash flow from operating activities in future periods to meet our obligations as and when they come due. However, the Company cannot guarantee that it will have a cash flow positive status in the future. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as we implement initiatives to continue to grow our business. If the Company's revenues do not increase to offset costs and operating expenses or if the Company is unable to raise financing to fund capital or operating expenditures or acquisitions on satisfactory terms, it could limit the Company's growth and may have a material adverse effect upon the Company's business, financial condition, cash flows, and results of operations or prospects.

Availability of Rebates, Tax Credits, and Other Financial Incentives

Certain municipalities, provinces, and the federal government offer substantial incentives to offset the cost of EV charging infrastructure, including under the federal government's Zero Emission Vehicle Infrastructure Program and British Columbia's CleanBC Go Electric Charger Program administered by BC Hydro. These incentives can take many forms, including direct rebates, project funding, and tax credits. Uncertainty about the introduction of, reduction in, or elimination of such incentives, or delays or interruptions in the implementation of favorable federal, provincial, or municipal laws could substantially increase the cost of the Company's systems to some of its customers, resulting in significant reductions in demand for the Company's products from customers, which would negatively impact its sales. Further, final grant approval timelines can vary greatly between agencies and projects which creates revenue flow risk to the Company.

Economic Conditions

The Company's performance is subject to worldwide economic conditions and global events, including political, economic, social and environmental risks that may impact the Company's operations or its customers' operations. Such conditions and events may adversely affect customer spending on capital expenditures. Deterioration in general economic conditions, including but not limited to any rise in unemployment rates, inflation and increases in interest rates, have adversely affected the Company in the past and may adversely affect customer spending, customer debt levels, and EV adoption rates in the future. The aforementioned economic conditions have adversely affected the Company in the past and may affect the Company's financial performance, results of operations, cash flows or prospects going forward.

Weakening economic conditions may also adversely affect third parties, including suppliers and partners of the Company. Uncertain and adverse economic conditions may also lead to increased write-offs of our trade receivables which could adversely affect the business.

Retention of Employees and Directors

The Company's ability to achieve significant growth of future revenue will largely depend upon the effectiveness of the Company's sales and marketing efforts, both in Canada and the U.S. The majority of the sales and marketing efforts are accomplished by Company personnel, and the Company believes the strength of its sales and marketing team is critical to success. The Company has invested and intends to continue to invest meaningfully in expanding its sales force, and consequently, anticipates that headcount will continue to increase as a result of these investments.

The Company's success depends, in part, on the ability to continue to attract and retain highly skilled personnel. The ability to identify, hire, develop, motivate and retain qualified personnel will directly affect the Company's ability to maintain and grow the business, and such efforts will require significant time, expense and attention. The Company's ability to continue to attract and retain highly skilled personnel, specifically employees with technical and engineering skills and employees with high levels of experience in designing and developing software and internet-related services, will be critical to the future success of the Company as demand and competition for such talent is high. The Company is also dependent on its direct sales force to obtain new customers and increase sales to existing customers. There is significant competition for sales personnel with the skills and technical knowledge that the Company requires. Factors critical to attracting and retaining qualified personnel include the Company's ability to provide these individuals with competitive compensation arrangements. An inability to secure qualified personnel may have a material adverse effect on the Company's performance and its securities.

CERTAIN INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax consequences which may be applicable to a purchaser of Securities offered thereunder. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities.

ENFORCEABILITY OF CIVIL LIABILITIES

The Company is a corporation incorporated under and governed by the BCBCA. Some of the directors and officers of the Company reside outside Canada and all or a substantial portion of their assets are located outside Canada. The Company has appointed an agent for service of process in Canada, but it may be difficult for holders of Securities who reside in Canada to effect service within Canada upon those directors who are not residents of Canada. It may also be difficult for holders of Debt Securities who reside in Canada to realize in Canada upon judgments of courts of Canada predicated upon the Company's civil liability and the civil liability of the directors and officers of the Company under applicable securities laws.

Mr. Vitaly Golomb, a director of the Company who resides outside of Canada and has appointed the following agent as their agent for service of process:

Name of Person	Name and Address of Agent
Vitaly Golomb	Hypercharge Networks Corp. – 1075 West 1 st Street, Suite 208, North Vancouver, British Columbia, Canada V7P 3T4

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.

LEGAL MATTERS

Unless otherwise specified in any Prospectus Supplement relating to the Securities, certain legal matters relating to Canadian law in connection with the offering of Securities will be passed upon on behalf of the Company by Bennett Jones LLP. In addition, certain legal matters in connection with any offering of Securities will be passed upon for any underwriters, dealers or agents by counsel to be designated at the time of the offering by such underwriters, dealers or agents.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Crowe MacKay LLP was appointed as auditors of the Company effective April 14, 2022, and performed an interim review of the Q2 2023 Financial Statements which are incorporated by reference into this Prospectus. The report of Crowe MacKay LLP on the Q2 2023 Financial Statements has been incorporated herein in reliance upon authority of said firm as experts in accounting and auditing in giving said report. Crowe MacKay LLP has confirmed, with respect to the Company, that they are, and have been at all relevant times, independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada.

As of the date of this Prospectus, to the best of our knowledge, the partners and associates of Bennett Jones LLP, as a group, beneficially own, directly or indirectly, less than 1% of our outstanding securities.

The registrar and transfer agent of the Company is Odyssey Trust Company, located at 423 – 409 Granville Street, Vancouver, BC V6C 1T2.

PROMOTERS

David Bibby, Rockbank Capital Corp., 1198349 B.C. Ltd., and North King Capital Inc. ("**North King**") are considered to be promoters of the Company. Rockbank Capital Corp. is wholly-owned and controlled by Bronson Peever, 1198349 B.C. Ltd. is wholly-owned and controlled by Liam Firus, and North King Capital Inc. is wholly-owned and controlled by Harrison Newlands.

Mr. Bibby beneficially owns or controls, directly or indirectly, or exercises control or direction over, an aggregate of 3,335,991 Common Shares, 1,000,000 Options, 300,000 PSUs, 1,500,000 performance warrants and 1,133,334 RSUs.

As at the date hereof, My. Bibby beneficially owns, directly or indirectly, or exercises control or direction over 4.8% of the Common Shares.

Rockbank Capital Corp. beneficially owns or controls, directly or indirectly, or exercises control or direction over, an aggregate of 1,139,557 Common Shares. As at the date hereof, Rockback Capital Corp. beneficially owns, directly or indirectly, or exercises control or direction over, 1.7% of the Common Shares.

1198349 B.C. Ltd. beneficially owns or controls, directly or indirectly, or exercises control or direction over, an aggregate of 1,150,223 Common Shares. As at the date hereof, 1198349 B.C. Ltd. beneficially owns, directly or indirectly, or exercises control or direction over, 1.7% of the Common Shares.

North King beneficially owns or controls, directly or indirectly, or exercises control or direction over, an aggregate of 1,325,480 Common Shares. As at the date hereof, North King beneficially owns, directly or indirectly, or exercises control or direction over, 1.8% of the Common Shares. North King also holds (i) 1,258,334 performance warrants exercisable into Common Shares at an exercise price of \$0.25 per share prior to May 17, 2025, and (ii) 333,334 PSUs which will vest in two equal installments upon the Company achieving certain milestones related to deployment of EV chargers and revenue.

MATERIAL CONTRACTS

Subsequent to the date of the Annual Information Form, no material contracts were entered into by the Company other than in the ordinary course of business within the most recently completed financial year that are still in effect.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain provinces 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, the accompanying Prospectus Supplement relating to securities purchased by a purchaser and any amendment(s) to the foregoing, irrespective of the determination at a later date of the purchase price of the securities distributed. In several of the provinces the applicable securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus, an accompanying Prospectus Supplement, or any amendments to the foregoing, relating to securities purchased by a purchaser, contains a misrepresentation or are 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 in 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 advisor.

In an offering of Debt Securities, Subscription Receipts, Warrants, or Units which are convertible, exchangeable or exercisable for other securities of the Company, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in this Prospectus, the relevant Prospectus Supplement or an amendment thereto is limited, in certain provinces or territories by the applicable securities legislation thereto, to the price at which the Debt Securities, Subscription Receipts, Warrants or Units which are convertible, exchangeable or exercisable for other securities of the Company 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 conversion, exchange or exercise of the Security, 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.

PURCHASERS' CONTRACTUAL RIGHTS

Original purchasers of Debt Securities, Subscription Receipts, Warrants, and Units (including any of the foregoing contained in any Units), which are convertible into other securities of the Company will have a contractual right of rescission against us in respect of the conversion, exchange or exercise of such Securities. The contractual right of rescission will be further described in any Prospectus Supplement, but will, in general, entitle such original purchasers

to receive, in addition to the amount paid on original purchase of such Securities, the amount paid upon conversion, exchange or exercise upon surrender of the underlying securities gained thereby, in the event that this Prospectus, the relevant Prospectus Supplement, or any amendment to the foregoing, contain 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 the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of purchase of such Securities under this Prospectus and the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under section 114 of the *Securities Act* (British Columbia) and is in addition to any other right or remedy available to original purchasers under section 130 of the *Securities Act* (British Columbia) or otherwise at law.

CERTIFICATE OF THE COMPANY

December 7, 2023

This preliminary short form base shelf prospectus (the "**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 the each of the provinces and territories of Canada (other than Québec).

(signed) "*David Bibby*"

David Bibby
PRESIDENT AND
CHIEF EXECUTIVE OFFICER

(signed) "*Navraj Dosanjh*"

Navraj Dosanjh
CHIEF FINANCIAL OFFICER

On behalf of the Board of Directors

(signed) "*Liam Firus*"

Liam Firus
DIRECTOR

(signed) "*Trent Kitsch*"

Trent Kitsch
DIRECTOR

CERTIFICATE OF THE PROMOTERS

December 7, 2023

This preliminary short form base shelf prospectus (the "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 the each of the provinces and territories of Canada (other than Québec).

**ROCKBANK CAPITAL
CORP.**

(as Promoter)

(signed) "Bronson Peever"

Bronson Peever
Director

(signed) "David Bibby"

David Bibby
Promoter

1198349 BC LTD.
(as Promoter)

(signed) "Liam Firus"

Liam Firus
Director

**NORTH KING
CAPITAL INC.**
(as Promoter)

(signed) "Harrison Newlands"

Harrison Newlands
Director