

This offering document pursuant to the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions (the “**Offering Document**”) constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. The securities offered under this Offering Document have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy any of these securities offered hereby within the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States. “**United States**” and “**U.S. Person**” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering (as defined below) may not be suitable for you, and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION



October 9, 2025

HYPERCHARGE NETWORKS CORP.
 (“Hypercharge” or the “Company”)

What are we offering?

Offering: A minimum of 20,000,000 units of the Company (each a “**Unit**” and collectively, the “**Units**”) and up to a maximum of 40,000,000 Units at a price of \$0.10 per Unit for minimum gross proceeds of \$2,000,000 and maximum gross proceeds of up to \$4,000,000 (the “**Offering**”) pursuant to and in accordance with the “listed issuer financing” exemption from the prospectus requirement available under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “**LIFE Exemption**”).

The Offering will be completed on a “best efforts” private placement basis pursuant to an agency agreement to be entered into on the Closing Date among the Company and FMI Securities Inc., as lead agent and sole bookrunner (the “**Lead Agent**”), on its own behalf and on behalf of a syndicate of agents to be formed in connection with the Offering (together with the Lead Agent, the “**Agents**”).

Unless otherwise specified, all dollar amounts herein are presented in Canadian dollars.

Offered Securities: Each Unit consists of one common share in the capital of the Company (each, a “**Common Share**”) and one-half Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant will be exercisable to acquire one Common Share (each, a “**Warrant Share**”) at a price of \$0.12 per Common Share for a period of 24 months from the date of the date of issuance (the “**Warrant Expiry Date**”).

In the event the volume-weighted average trading price of the Company’s Common Shares on the TSXV (as defined herein) is equal to or greater than \$0.20 for a period of ten (10) consecutive trading days, the Company may, at its sole discretion, accelerate the Warrant Expiry Date by issuing a press release (the “**Acceleration Notice**”). In such case, the Warrant

Expiry Date shall be deemed to be the date that is thirty (30) days following issuance of the Acceleration Notice. Upon issuance of the Acceleration Notice, all Warrant not exercised within such thirty (30) day period shall automatically expire and be of no further force or effect.

Offering Price: \$0.10 per Unit (the “**Issue Price**”).

Minimum and Maximum Offering Size: The size of the Offering is subject to a minimum of 20,000,000 Units (the “**Minimum Offering**”) and a maximum of up to 40,000,000 Units (the “**Maximum Offering**”), for minimum gross proceeds of \$2,000,000 and maximum gross proceeds of \$4,000,000.

Jurisdictions: The Units that may be sold pursuant to the Offering will be offered (i) to purchasers resident in each of the provinces of Canada (other than Quebec) pursuant to the LIFE Exemption, (ii) to purchasers in the United States pursuant to available exemptions for the registration requirements of the U.S. Securities Act, and (iii) to purchasers in jurisdictions other than Canada and the United States provided the distribution of the Units in such jurisdiction can be made pursuant to available exemptions from the prospectus, registration or similar requirements of such jurisdiction and otherwise in accordance with all applicable local laws.

Closing Date: The Offering is expected to close on or about October 31, 2025, or such other date as determined by the Company, such date being no later than 45 days from the date the Company issues a press release announcing the Offering (the “**Closing Date**”).

Exchange: The Common Shares are listed for trading on the TSX Venture Exchange Inc. (the “**TSXV**”) under the trading symbol “**HC**”, on the OTCQB Venture Market (the “**OTCQB**”) under the trading symbol “**HCNWF**” and on the Frankfurt Stock Exchange (the “**FSE**”) under the trading symbol “**PB7**”.

Closing Price: On October 8, 2025, being the last trading day prior to the date of this Offering Document, the closing price of the Common Shares on the TSXV was \$0.11, on the OTCQB was USD\$0.08 and on the FSE was €0.07.

Description of Securities

Holders of Common Shares are entitled to: (i) receive notice of and attend all meetings of shareholders of the Company and are entitled to one vote for each Common Share held at such time on all matters to be voted on by shareholders at meetings of the shareholders of the Company; (ii) receive dividends, if any, as and when declared by the board of directors of the Company, in their sole discretion; and (iii) and to participate equally in any distribution of net assets upon dissolution.

Each Warrant will entitle the holder thereof to acquire, subject to adjustment and acceleration in certain circumstances, one (1) Warrant Share at an exercise price of \$0.12 until the date that is 24 months following the date issuance thereof, after which time the Warrants will be void and of no value.

The Warrants may be issued in electronic form, pursuant to a warrant indenture to be entered into in connection with the Offering between the Company and a warrant agent (the “**Warrant Indenture**”), or certificated form, pursuant to standalone certificates representing the Warrants (the “**Warrant Certificates**”). The Warrant Indenture or Warrant Certificates, as applicable, will provide for, among other things, the adjustment to the

number of Warrant Shares issuable upon exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional Warrant Shares. Holders of Warrants will not have any voting, pre-emptive or any other rights of a holder of Common Shares. The holding of Warrant will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided for in the Warrant Indenture or Warrant Certificates, as applicable.

Hypercharge Networks Corp. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions. In connection with this Offering, the issuer represents the following is true:

- the issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing;
- the issuer has filed all periodic and timely disclosure documents that it is required to have filed;
- the total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000 or 10% of the aggregate market value of the issuer's listed securities, on the date the issuer issues the news release announcing the Offering;
- the issuer will not close this Offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and
- the issuer will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains “forward-looking information” or “forward-looking statements” within the meaning of applicable securities legislation (collectively, “**forward-looking statements**”). Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, “projects”, “goals” or variations thereof (or the negatives of any of these terms and similar expressions)) are not statements of fact and may be forward-looking statements.

The Company has based the forward-looking statements contained in this Offering Document upon its current estimates, assumptions and projections about future events and trends that it believes, as of the date of this Offering Document, may affect its business, financial condition and results of operations. Forward-looking statements contained in this Offering Document include, but are not limited to, statements concerning: the terms of the Offering, the ability of the Company to satisfy the Minimum Offering size; expected costs of the Offering; the Company's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the timing and ability of the Company to close the Offering; the timing and ability of the Company to receive the necessary regulatory approvals; the Company's business objectives and milestones; and the Company's plans to expand its product and service offerings.

Forward-looking statements are based upon a number of estimates and assumptions that, while considered reasonably by the Company at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause the Company's actual results, performance or achievements to differ materially from those expressed or implied herein. Some of the material factors or assumptions used to

develop forward-looking statements include, without limitation, the Company's ability to generate revenue while controlling costs and expenses; the impact of increasing competition; the absence of material adverse effects in the market and regulatory regimes in which the Company operates; the Company's ability to attract and retain key personnel; the Company's ability to manage growth effectively; trends in the Company's industry and markets; the Company's ability to keep pace with technological developments; the Company's ability to protect its intellectual property rights; the Company's continued compliance with relevant regulatory regimes; the Company's dependence on third party contractors; the Company's ability to obtain financing as and when required and on reasonable terms, or at all; and the absence of material adverse effects or disruptions affecting the Company or its operations.

Forward-looking statements are subject to a variety of risks, uncertainties and other factors which could cause actual results, performance or achievements to differ materially from those expressed or implied herein. Certain material risk factors that could cause actual results, performance or achievements to differ materially from those in the forward-looking statements contained herein include, without limitation: failure to receive required regulatory approvals; the impact of general economic and industry conditions; the Company's limited history of operations; the Company has had negative cash flow from operating activities since inception which creates uncertainty that the Company will be able to continue as a going concern; the Company's ability to obtain additional financing as and when required and on favourable terms, or at all; the Company's reliance on key personnel; technical failures and delays; stock market volatility; uninsured risks; security risks related to information technology, network, and data security; environmental and safety regulations and risks; regulatory requirements; reliance on third-party manufacturers and suppliers; third-party intellectual property claims; and the availability of rebates, tax credits and other financial incentives related to electric vehicles changing.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Although the Company believes its expectations are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause actual results, performance or achievements to differ materially from forward-looking statements. See the section entitled "*Risk Factors*" in the Company's annual information form dated July 29, 2025 (the "**2025 AIF**"), a copy of which is available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile.

Investors are cautioned not to put undue reliance on forward-looking statements. The forward-looking statements contained in this Offering Document are made as of the date of such document only and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

SUMMARY DESCRIPTION OF BUSINESS

What is our Business?

Hypercharge Networks Corp. ("**Hypercharge**" or the "**Company**") is a leading provider of smart electric vehicle (EV) charging solutions in Canada and the United States. The Company's mission is to accelerate the adoption of EVs and enable the transition towards a carbon-neutral economy by offering comprehensive, networked charging solutions.

Hypercharge provides turnkey technology to residential, commercial, public sector, and fleet customers, delivering complete charging infrastructure from equipment supply and software to installation and management. The Company generates revenue through the sale of charging stations, subscription-based software services,

charging session transaction fees, professional services, carbon credit management, and service and warranty programs.

Since commencing revenue-generating operations in April 2022, Hypercharge has established a growing network across North America and continues to scale through a capital-efficient model supported by a broad channel partner ecosystem and direct sales organization.

Further information regarding the business of the Company can be found in the 2025 AIF, a copy of which is available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile.

Recent Developments

The following is a brief summary of key recent developments involving or affecting the Company:

Non-Brokered Private Placement

On April 23, 2025, the Company completed a non-brokered private placement of units of the Company (each, a "**NB Unit**"), at a price of \$0.065 per NB Unit raising aggregate gross proceeds of \$1,892,085 (the "**Non-Brokered Private Placement**"). Each NB Unit consists of one Common Share and one common share purchase warrant (each, a "**NB Warrant**"). Each NB Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.12 per Common Share for a period of three years following the date of issuance. The Non-Brokered Private Placement was completed closed in two tranches, with the first tranche closing on March 14, 2025 for gross proceeds to the Company of \$1,047,250 following the issuance of 16,111,527 NB Units ("**Tranche 1**"), and the second tranche closing on April 23, 2025 for gross proceeds to the Company of \$844,835 following the issuance of 12,997,461 NB Units ("**Tranche 2**").

In connection with the Non-Brokered Private Placement, the Company paid \$58,430 in cash finder's fees and issued 898,922 finder's warrants ("**Finder's Warrants**"). Each Finder's Warrant is exercisable at \$0.12 per share for a term of 36 months from the date of issuance.

Corporate Updates

On October 7, 2025, the Company announced the appointment of Mr. Tony Geheran to its board of directors (the "**Board**").

On August 15, 2025, the Company announced it will supply 49 Level 2 charging stations to be installed by Marcon, a new residential community in Port Moody, British Columbia. Delivery of nine charging stations for Building 1 was completed in July 2025, with installation of 40 charging stations for Building 2 scheduled for Q4 2025. The Company also announced that Mr. Malcolm Davidson, CPA, CA, will join the Board, replacing Mr. Trent Kitsch.

On May 14, 2025, the Company reported the grant of 1,303,965 stock options, 370,000 restricted share units, and 1,108,409 performance share units to directors, officers, and employees of the Company.

On February 6, 2025, the Company announced it had surpassed 5,000 charging ports sold across Canada and the United States, representing a 78% increase compared to the three months ended December 31, 2023. The Company also reported nearing 25,000 mobile app users, a 160% increase over the same period. The Company also announced that Mr. Vitaly Golomb stepped down from the Board, effective February 7, 2025.

On December 23, 2024, the Company announced the appointment of Mr. Alex McAulay as Chief Financial Officer. In connection with the appointment, the Company granted 100,000 incentive stock options and 100,000 restricted share units pursuant to its equity incentive plan.

For more information regarding the Company's recent developments, please refer to the Company's public disclosure available on www.sedarplus.com under the Company's issuer profile.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to use the net proceeds from the Offering (approximately \$1,770,000 assuming the Minimum Offering or approximately \$3,650,000 assuming the Maximum Offering), along with currently available funds (approximately \$842,000), to facilitate Charging-& Energy-Management as-a-Service deployments, product development and for general corporate and working capital purposes.

The following table sets out the business objectives the Company expects to accomplish using its available funds following the Offering and lists the milestone event(s) for each business objective, anticipated time period for completion and estimated cost.

Business Objective	Milestone(s) that must occur to Achieve Business Objective	Anticipated Timing to Complete Business Objective	Assuming Minimum Offering	Assuming Maximum Offering
Charging-& Energy Management as-a-Service Deployments	Expand recurring revenue streams through deployment of Infrastructure-as-a-Service and network takeover projects across Canada and the United States	Q4 FY26	Nil	\$1,000,000
Product Development	Advance AI software initiatives, including integration of advanced charging and energy management capabilities.	Q4 FY26	\$500,000	\$500,000
Total			\$500,000	\$1,500,000

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

Following the closing of the Offering, the Company expects to have funds available as set out in the following table:

		Assuming Minimum Offering Only	Assuming Maximum Offering
A	Amount to be raised by this offering	\$ 2,000,000	\$ 4,000,000
B	Estimated selling commissions and fees ⁽¹⁾	\$ 180,000	\$ 300,000
C	Estimated offering costs (e.g. legal, accounting, audit)	\$ 50,000	\$ 50,000
D	Net proceeds of offering: $D = A - (B + C)$	\$ 1,770,000	\$ 3,650,000

E	Working capital as at most recent month end (deficiency)	\$ 842,000	\$ 842,000
F	Additional sources of funding	\$ Nil	\$ Nil
G	Total available funds: G = D+E+F	\$ 2,612,000	\$ 4,492,000

Note:

- (1) The Company will pay a Cash Commission (as defined herein) equal to 6.0% of the gross proceeds raised by the Agents under the Offering, other than for sales to President's List Purchaser (as defined herein), for which a reduced Cash Commission of 3.0% will be payable for gross proceeds raised to President's List Purchasers. See "Fees and Commissions" section below.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming Minimum Offering Only	Assuming Maximum Offering
Achievement of business objectives identified above	\$ 500,000	\$ 1,500,000
General and administrative costs for the next 12 months ⁽¹⁾	\$ 596,695	\$ 596,695
Business advertising and marketing ⁽¹⁾	\$ 139,000	\$ 139,000
Unallocated working capital	\$ 1,376,305	\$ 2,256,305
Total:	\$ 2,612,000	\$ 4,492,000

Note:

- (1) Excluding uses of funds captured under "achievement of business objectives identified above".

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company has not achieved profitable operations, has accumulated losses since inception and expects to incur further losses in the development of its business, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to develop its business operations, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

In the 12 months prior to the date of this Offering Document, the Company has raised aggregate gross proceeds of approximately \$1,892,085 pursuant to the Non-Brokered Private Placement (see "Summary Description of Business – Recent Developments" above). The Company previously disclosed that net proceeds from Tranche 1 would be used to expand operations, enhance sales and service capabilities, invest in revenue-generating opportunities, and strengthen market presence, and that the net proceeds from Tranche 2 would be used for investments in sales and service capabilities and working capital purposes (the "Private Placement Intended Uses"). The following table sets forth the approximate amounts actually spent by the Company on the Private Placement Intended Uses.

Date of Financing	Funds Raised	Intended use of Funds	Explanation of Variances and Impact on Business Objectives and Milestones
April 23, 2025	\$844,835 from Tranche 2 Non-Brokered Private Placement	Working capital and investments in sales and service capabilities.	Tranche 1 and Tranche 2 closed on March 14 and April 23, 2025, respectively, and the \$1,892,084 in aggregate proceeds were used as follows: \$58,530 for applicable finder's fees, \$53,000 for sales & services expenses, and \$1,780,554 for general working capital.
March 14, 2025	\$1,047,250 from Tranche 1 of the Non-Brokered Private Placement	Expand operations, enhance sales and service capabilities, invest in revenue-generating opportunities, and strengthen market presence.	

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

Agent:	FMI Securities Inc. as lead agent and sole book runner, for and on behalf of a syndicate of agents to be formed in connection with the Offering.
Cash Commission:	Cash commission equal to 6.0% of the gross proceeds of the Offering (the " Cash Commission "); provided, however, that such Cash Commission shall be reduced to 3.0% of the gross proceeds of the Offering in respect of the sale of Units to subscribers included on a "President's List" to be formed by the Company in connection with the Offering (the " President's List Purchasers ").
Compensation Options:	Non-transferable broker warrants (" Broker Warrants ") entitling the Agents to purchase that number of Units (" Broker Units ") equal to 6.0% of the total Units issued under the Offering; provided, however that such number of Broker Warrants shall be reduced to 3.0% of the number of Units sold to President's List Purchasers. Each Broker Warrant entitles the holder to purchase one Unit at an exercise price equal to the Issue Price, exercisable for 24 months from the date of issuance.

Does the Agent have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to the Agent, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Company's continuous disclosure at www.sedarplus.ca and on the Company's website www.Hypercharge.com.

All dollar figures outlined in this Offering Document are expressed in Canadian dollars unless otherwise noted.

Purchasers should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in the Units.

DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after October 9, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: October 9, 2025

(signed) "David Bibby"

DAVID BIBBY
Chief Executive Officer

(signed) "Alex McAulay"

ALEX MCAULAY
Chief Financial Officer