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The securities offered under this Offering Document under the Listed Issuer Financing Exemption have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. persons or any persons in the United States unless exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws are available. This Offering Document does not constitute an offer to sell or a solicitation or an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

Offering Document under the Listed Issuer Financing Exemption



November 26, 2024

BLUMETRIC ENVIRONMENTAL INC.
(the “**Company**” or “**BluMetric**”)

SUMMARY OF OFFERING

What are we offering?

Offering:	<p>A brokered private placement financing (the “Offering”) of 4,375,000 common shares of the Company (the “Offered Shares”) sold on a “best efforts” private placement basis under the Listed Issuer Financing Exemption under Part 5A of National Instrument 45-106 – <i>Prospectus Exemption</i> (“NI 45-106”), pursuant to an engagement letter dated November 25, 2024 (the “Engagement Letter”) between the Company and Clarus Securities Inc. (the “Agent”). It is expected that the Engagement Letter will subsequently be replaced by a formal agency agreement.</p> <p>Holder of common shares of the Company (the “Common Shares”) are entitled to dividends, if as and when declared by the board of directors of the Company, to one vote per Common Share at meetings of shareholders and, upon liquidation, to receive such assets of the Company as are distributable to holders of Common Shares.</p>
Offering price:	\$0.80 per Common Share.
Offering amount:	4,375,000 Offered Shares for gross proceeds of \$3,500,000
Closing date:	On or about December 13, 2024 (the “ Closing Date ”), subject to approval of the TSX Venture Exchange (the “ TSX-V ”).
Exchanges:	The Common Shares are listed on the TSX-V under the trading symbol “BLM”.
Last closing price:	On November 25, 2024 the closing price of the Common Shares on the TSX-V was \$0.85.
Concurrent Offering	Concurrent with the Offering, the Company intends to issue up to 625,000 common shares of the Company (the “ Concurrent Offered Shares ”) on a non-brokered basis for gross proceeds of up to \$500,000 (the “ Concurrent Offering ”) at a price of \$0.80 per Concurrent Offered Share. The Concurrent Offering will be made available to accredited investors and other eligible investors in all provinces and territories of Canada and such other jurisdictions as the Company may decide in accordance with applicable laws. Concurrent Offered Shares issued pursuant to the Concurrent Offering shall be subject to a 4 month and one day hold period from the date of issue. No commissions or fees are payable in connection with the Concurrent Offering. For greater certainty, the Concurrent Offering will not be made under the Listed Issuer Financing Exemption under Part 5A of NI 45-106.

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 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.

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

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company 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.**
- **The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company 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 Company seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information and statements included in this Offering Document are made only as of the date of this Offering Document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning future operations; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering and Concurrent Offering; the gross proceeds to be raised pursuant to the Offering and Concurrent Offering; and the completion of the Offering and Concurrent Offering and the date thereof. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements and forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to, among other things, general business and economic conditions; regulatory approval; completion of the Offering and Concurrent Offering; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or intellectual property rights; the Company’s ability to raise sufficient financing on a timely basis, secure and restore relationships with its suppliers and development partners and retain qualified personnel; the Company’s potential to have negative cash flow from operating activities and net losses in future periods as revenue from commercial activities continues to increase and that a portion of the proceeds from the Offering and Concurrent Offering will be used to fund negative cash flow from operating activities in future periods; the Company’s ability to meet the continued listing requirements of the TSX-V; the availability of qualified employees and contractors; market competition; future results not being consistent with the Company’s expectations; termination of customer or distributor contracts; changes in regulation; and other risks of the industry in which the Company operates. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although

the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at sedarplus.ca. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

Currency

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this Offering Document refer to Canadian dollars, which is the Company's functional currency.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

BluMetric is a Canadian company with a US subsidiary that provides cost-effective and sustainable solutions to help its clients overcome difficult environmental business challenges. Through a track record that spans over 45 years, the Company has evolved into a full-service integrator of environmental solutions known for work in the fields of water/wastewater treatment and professional environmental services.

With a focus on four key markets — Commercial and Industrial; Government; Military and Mining—BluMetric's main services and products include:

- Environmental Engineering, Monitoring and Compliance
- Site Assessment and Remediation
- Water Resources and Geomatics
- Cleantech – treatment of water and wastewater
- Industrial Hygiene and Occupational Health and Safety

BluMetric's offerings are tailored to the specific needs of not only each industry, but also each client. The Company seeks to build partnerships with its customers by delivering a long-term, holistic approach to managing their complete environmental needs and health and safety responsibilities.

BluMetric's team of approximately 220 employees and its client-centric approach form, and contribute to the following core elements of its value proposition:

- Solution-oriented consultation, design, products, and construction services
- Turn-key solutions – BluMetric provides a complete end-to-end solution from assessment and evaluation to implementation to ongoing service and management
- Expertise in the analysis, management, and treatment of water in the environment
- Water treatment solutions that are compact, energy efficient, reliable, and simple to operate

The Company has 11 offices across Ontario, Quebec, Nova Scotia, Northwest Territories and Florida.

Recent Developments

On September 23, 2024, the Company completed the acquisition of all the membership interests in Gemini Water, LLC ("**Gemini Water**") – a Florida, USA based, full-service environmental consulting and engineering cleantech firm. Under the terms of the Gemini Water membership interest purchase agreement, the Company agreed to pay GSWS Holdco Inc. (the "**Vendor**") a purchase price of US\$5.05 million (the "**Purchase Price**"). At closing, the Company paid out from its

working capital and operating line, an initial amount of US\$3.0 million (CA\$4.1 million) (the “**Initial Purchase Price Payment**”) and issued 2,352,500 Common Shares to the Vendor. The remaining balance of US\$1.05 million will be paid through an earn-out over the next three years in equal amounts which are contingent on revenue growth, gross margin, and EBITDA generation targets. The Vendor is also entitled to additional earn out of US\$50,000 on each US\$1.0 million annual revenue growth in excess of US\$7.0 million annual revenue for up to US\$3.0 million.

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 since the date that the Company’s most recent audited annual financial statements were filed.

BUSINESS OBJECTIVES AND MILESTONES

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

The Company intends to use the available funds for general corporate purposes, including to pay down approximately \$2,500,000 of its Bank of Montreal operating line of credit used to pay the Initial Purchase Price for Gemini and working capital purposes. No significant event must be accomplished to complete these goals.

USE OF AVAILABLE FUNDS

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

Assuming the full amounts of the Offering and the Concurrent Offering are raised, based on the Company’s existing working capital of \$8,200,000, the expected availability of funds is \$11,890,000.

		Assuming 100% of Offering
A	Amount to be raised by this Offering	\$3,500,000
B	Selling commissions and fees ⁽¹⁾	\$210,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$100,000
D	Net proceeds of Offering: D = A- (B+C)	\$3,190,000
E	Working capital as at most recent month end (deficiency)	\$8,200,000
F	Additional sources of funding - Concurrent Offering	\$500,000
G	Total available funds: G = D+E+F	\$11,890,000

Note:

(1) Assuming no sales under the President’s List (as defined below)

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
Operating line of credit	\$2,500,000
General working capital purposes	\$9,390,000
Total:	\$11,890,000

The above-mentioned allocation 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 and Concurrent 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 from that set forth above, as the amounts actually allocated and spent will depend on several factors, including the Company's ability to execute its business plan.

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

The Company has not raised any funds in the past 12 months.

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	Clarus Securities Inc.
Agent Commission	6% of the gross proceeds of the Offering
Broker Warrants	Warrants (" Broker Warrants ") to purchase a number of Common Shares equal to 6% of the Offered Shares issued as part of the Offering. Each Broker Warrant will entitle the holder thereof to acquire one Common Share at a purchase price of \$0.80 per Broker Warrant exercisable for a period of 18 months after the issuance of such Broker Warrants.
President's List	The Company is entitled to designate certain subscribers to be included in the Offering pursuant to which up to the lesser of 2% of the total gross proceeds in Offered Shares or \$100,000 in Offered Shares may be sold to such subscribers designated by the Company.

Does the Agent have a conflict of interest?

The Company is not a "connected issuer" or "related issuer", in each case within the meaning under National Instrument 33-105- *Underwriting Conflicts*, of the Agent.

PURCHASER'S 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 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 Offered Shares.

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?

You can access the Company's continuous disclosure at www.sedarplus.ca You can find out more information about the Company at <https://www.blumetric.ca/>.

DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after November 26, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

DATED this 26th day of November 2024.

BLUMETRIC ENVIRONMENTAL INC.

By: 

Scott MacFabe
CEO

By: 

Dan Hilton
CFO