

SHORT FORM BASE SHELF PROSPECTUS

This short form prospectus is a short form base shelf prospectus. This short form prospectus has been filed under legislation in each of the provinces and territories of Canada 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 prospectus 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. The securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “1933 Act”), or any state securities laws, and, subject to certain exemptions, may not be offered or sold to, or for the account or benefit of, a person in the United States or a U.S. Person (as defined in the 1933 Act). See “Plan of Distribution”. This prospectus does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities within the United States.

Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of Decisive Dividend Corporation at #260 – 1855 Kirschner Road, Kelowna B.C. V1Y 4N7 and are also available electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

New Issue

November 30, 2022



Common Shares
Debt Securities
Warrants
Subscription Receipts
Units

UP TO \$100 MILLION

Decisive Dividend Corporation (“**Decisive**” or the “**Corporation**”) is a corporation existing under the laws of British Columbia. The head office and registered office of the Corporation is located at #260 – 1855 Kirschner Road, Kelowna B.C. V1Y 4N7.

The Corporation may from time to time during the 25-month period that this short form base shelf prospectus (this “**Prospectus**”)(including any amendments hereto) remains valid, offer for sale and issue: (i) common shares in the capital stock of the Corporation (“**Common Shares**”); (ii) debt securities of the Corporation, which may consist of debentures, notes or other types of debt and may be issuable in series (“**Debt Securities**”); (iii) Common Share purchase warrants entitling the holder to purchase Common Shares (“**Warrants**”); (iv) subscription receipts entitling the holder to purchase Securities (as hereinafter defined) (“**Subscription Receipts**” and, together with the Common Shares, the Debt Securities and the Warrants, the “**Securities**” and each, a “**Security**”); and (v) any combination of such Securities, including units comprised of more than one type of Security (the “**Units**”). The Securities may be offered for sale separately or in combination with one or more other Securities and may be sold from time to time in one or more transactions at a fixed price or prices (which may be changed) or at market prices prevailing at the time of sale, at prices determined by reference to such prevailing market prices or at negotiated prices.

The specific terms of any Securities offered will be described in one or more shelf prospectus supplements (collectively or individually, as the case may be, a “**Prospectus Supplement**”), including, where applicable: (i) in the case of Common Shares, the number of Common Shares being offered, the offering price and any other specific terms; (ii) in the case of Debt Securities, the specific designation, the aggregate principal amount being offered, the authorized denominations, the currency, the issue and delivery date, the maturity date, the issue price (or the manner of determination thereof if offered on a non-fixed price basis), the interest rate (either fixed or floating, and, if floating, the manner of calculation thereof), the interest payment date(s), the redemption, exchange or conversion provisions (if any), the repayment terms, the form (either global or definitive) and any other specific terms; (iii) in the case of Warrants, the number of Warrants being offered, the offering price, the exercise price, the form, and any other specific terms; (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, the procedures for the exchange of Subscription Receipts for

Common Shares or any other Securities and any other specific terms; and (v) in the case of Units, (i) to (iv) above, as applicable. A Prospectus Supplement may include specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

All shelf information (as defined under National Instrument 44-102 – *Shelf Distributions*) 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. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

The Corporation may sell the Securities to or through underwriters or dealers purchasing as principals, and may also sell the Securities directly to one or more purchasers pursuant to applicable statutory exemptions or through agents. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, as the case may be, engaged by the Corporation 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 (in the event that the offering is a fixed price distribution), the proceeds that the Corporation will receive and any other material terms of the plan of distribution. The Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to such prevailing market prices or at negotiated prices, which prices may vary as between purchasers and during the period of distribution of the Securities.

In connection with any offering of Securities, the underwriters, dealers or agents, if applicable and as the case may be, may over allot or effect transactions which stabilize or maintain the market price of the Securities at a level above that which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

The outstanding Common Shares are listed for trading on the TSX Venture Exchange (the “**TSXV**”) under the trading symbol “DE”. As at November 29, 2022, being the last trading day prior to the date hereof, the closing price of the Common Shares on the TSXV was \$5.06.

Each series or issue of Debt Securities, Warrants or Subscription Receipts will be a new issue of securities with no established trading market. Unless specified in a Prospectus Supplement, Securities may not be listed on any securities or stock exchange. Accordingly, unless so specified, there may be no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See “Risk Factors”.

The Corporation is not a trust company and is not registered under applicable legislation governing trust companies as it does not carry on or intend to carry on the business of a trust company. The Corporation’s securities are not “deposits” within the meaning of the *Canada Deposit Insurance Corporation Act* and its securities are not insured under the provisions of that Act or any other legislation.

An investment in Common Shares is speculative and involves significant risks that should be considered by prospective investors. See “Forward-Looking Statements” and “Risk Factors”.

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GLOSSARY OF DEFINED TERMS

Capitalized terms used and not otherwise herein have the meanings ascribed to them below.

"1933 Act" means the United States *Securities Act of 1933*, as amended;

"2022 Private Placement" means the non-brokered private placement of an aggregate of 1,848,364 units, each unit comprised of one Common Share and one-half of a 2024 Warrant, at a price of \$4.12 per unit for gross proceeds to the Corporation of \$7,615,260;

"2024 Warrant(s)" means a Common Share purchase warrant(s) issued by the Corporation pursuant to the 2022 Private Placement, each whole 2024 Warrant entitling the holder thereof to purchase one Common Share at a price of \$4.94 during the 24-month period expiring September 27, 2024;

"ABCA" means the *Business Corporations Act* (Alberta);

"ACR" means ACR Heat Products Limited, a corporation governed by the laws of England and Wales, which was acquired by the Corporation on October 3, 2022 and is a direct wholly-owned Subsidiary of the Corporation;

"ACR Acquisition" means the acquisition by the Corporation of all of the issued and outstanding shares of ACR, as more particularly described in this prospectus under *"Recent Developments – ACR Acquisition"*.

"BCBCA" means the *Business Corporations Act* (British Columbia);

"Blaze King Group" means, collectively, Valley Comfort, Blaze King USA and Blaze King Canada;

"Blaze King Canada" means Blaze King Industries Canada Ltd., a corporation incorporated under the laws of Canada which is an indirectly wholly-owned Subsidiary of the Corporation;

"Blaze King USA" means Blaze King Industries Inc., a corporation incorporated under the laws of the State of Washington which is an indirectly wholly-owned Subsidiary of the Corporation;

"Common Shares" means the common shares of the Corporation, and includes a fraction thereof;

"Corporation" means Decisive Dividend Corporation and, where the context requires, includes the Subsidiaries of the Corporation;

"Corporation's 2021 AIF" means the annual information form of the Corporation dated March 24, 2022, for the year ended December 31, 2021;

"Corporation's 2021 Financial Statements" means the audited consolidated financial statements of the Corporation as at and for the years ended December 31, 2021 and December 31, 2020, and the independent auditor's report thereon;

"Corporation's 2021 MD&A" means the management's discussion and analysis of the Corporation's operating results and financial position for the year ended December 31, 2021;

"Corporation's 2022 Meeting Circular" means management information circular of the Corporation dated August 16, 2022 in respect of the annual and special meeting of the Shareholders held on September 22, 2022;

"Corporation's 2022 Q3 Financial Statements" means the unaudited consolidated financial statements of the Corporation as at and for the nine-month period ended September 30, 2022;

"Corporation's 2022 Q3 MD&A" means the management discussion and analysis of the Corporation's operating results and financial position for the nine-month period ended September 30, 2022;

“Credit Facility” means at a particular time, the Corporation’s credit facility or credit facilities made available by the Corporation’s senior lender(s) at such time, including those as more particularly described in the Corporation’s 2021 AIF under *“Description of Capital Structure – Credit Facilities”*, which was amended and increased effective September 30, 2022, as more particularly described in this prospectus under *“Recent Developments”*, as applicable;

“Debt Securities” has the meaning set forth on the cover page of this Prospectus;

“Directors” means, collectively, the directors of the Corporation;

“Equity Incentive Plan” means, at a particular time, the equity incentive plan of the Corporation in effect at such time, and as at the date of this prospectus being the Corporation’s second amended and restated equity incentive plan dated September 22, 2022;

“ESPP” means, at a particular time, the employee share purchase plan of the Corporation in effect at such time, and as at the date of this prospectus being the fourth amended and restated employee share purchase plan of the Corporation dated September 22, 2022;

“GAAP” means Canadian generally accepted accounting principles as set out in the CPA Canada Handbook, as amended from time-to-time, consistently applied, which, for greater certainty, means IFRS in respect of the Corporation, consistently applied, as applicable;

“Hawk” means Hawk Machine Works Ltd., a corporation amalgamated under the ABCA, which is (following a post-closing amalgamation with a wholly-owned Subsidiary of the Corporation formed for the purpose of acquiring Hawk) a direct wholly-owned Subsidiary of the Corporation and includes, where the context requires, the predecessor corporations thereof;

“IFRS” means International Financial Reporting Standards;

“Independent Directors” has the meaning set forth in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and section 1.4 of National Instrument 52-110 – *Audit Committees*;

“Marketing Impact” means Marketing Impact Limited, a corporation governed under the OBCA, which was acquired by the Corporation on April 14, 2022 and which is (following a post-closing amalgamation with its parent company and a wholly-owned Subsidiary of the Corporation formed for the purpose of acquiring Marketing Impact) a direct wholly-owned Subsidiary of the Corporation and includes, where the context requires, the predecessor corporations thereof;

“Marketing Impact Acquisition” means the acquisition by the Corporation of all of the issued and outstanding shares of Marketing Impact, as more particularly described in this prospectus under *“Recent Developments – Marketing Impact Acquisition”*.

“Northside” means Northside Industries Inc., a corporation amalgamated under the BCBCA which is (following a post-closing amalgamation with a wholly-owned Subsidiary of the Corporation formed for the purpose of acquiring Northside) a direct wholly-owned Subsidiary of the Corporation and includes, where the context requires, the predecessor corporations thereof;

“OBCA” means the Business Corporations Act (Ontario);

“Options” means incentive stock options in the capital of the Corporation to acquire Common Shares;

“Prospectus” means this short form base shelf prospectus and, where the context requires, any amendments hereto and/or the documents incorporated by reference herein;

“Prospectus Supplement” has the meaning set forth on the cover page of this Prospectus;

“Securities” and **“Security”** has the meaning set forth on the cover page of this Prospectus;

“SEDAR” means the System for Electronic Document Analysis and Retrieval;

“Shareholder” means a holder of Common Shares;

“Slimline” means Slimline Manufacturing Ltd., a corporation amalgamated under the BCBCA which is (following a post-closing amalgamation with its parent company and a wholly-owned Subsidiary of the Corporations formed for the purpose

of acquiring Slimline), a direct wholly-owned Subsidiary of the Corporation and includes, where the context requires, the predecessor corporations thereof;

"Subsidiary" means, with respect to a specified entity, any entity: (i) of which more than 50% of the outstanding securities ordinarily entitled to elect a majority of the board of directors thereof (whether or not securities of any other class or classes shall or might be entitled to vote upon the happening of any event or contingency) are at the time owned directly or indirectly by such specified entity; or (ii) which is otherwise controlled, directly or indirectly, by such specified entity;

"Subscription Receipts" has the meaning set forth on the cover page of this Prospectus;

"TSXV" means the TSX Venture Exchange;

"Trust Indenture" has the meaning set forth herein under "Description of Securities – Debt Securities";

"Unicast" means Unicast Inc., a corporation amalgamated under the BCBCA and which is (following a post-closing amalgamation with a wholly-owned Subsidiary of the Corporation formed for the purpose of acquiring Unicast) a direct wholly-owned Subsidiary of the Corporation and includes, where the context requires, the predecessor corporations thereof;

"United States" means the United States of America, its territories and possessions, any state of the United States, and the District of Columbia;

"Units" has the meaning set forth on the cover page of this Prospectus;

"U.S. Person" has the meaning ascribed thereto under the 1933 Act;

"Valley Comfort" means Valley Comfort Systems Inc., a corporation amalgamated under the laws of British Columbia and (following a post-closing amalgamation with its parent company) a directly wholly-owned Subsidiary of the Corporation which owns all of the issued and outstanding shares of the Blaze King Group; and

"Warrants" has the meaning set forth on the cover page of this Prospectus.

CURRENCY DISCLOSURE

All references in this Prospectus to "\$" or to dollars shall refer to the lawful currency of Canada, unless otherwise specified. References to "£" as it relates to the certain aspects of the ACR Acquisition, including the potential profit-sharing payment component of the purchase price relating thereto, shall refer to British pound sterling.

NON-GAAP FINANCIAL MEASURES

Certain documents incorporated by reference in this Prospectus include, and a Prospectus Supplement may include and/or incorporate by reference documents which include, references to non-GAAP financial measures, which are financial measures that are not standard measures under GAAP and may not be identical to similarly named non-GAAP financial measures used by other issuers.

For details of a non-GAAP financial measure used in a document incorporated by reference in this Prospectus or Prospectus Supplement, and disclaimers and cautionary statements relating to the use and disclosure of such measures, see the non-GAAP financial measures disclosure contained in the applicable document.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporation, Chief Financial Officer of Decisive Dividend Corporation at #260 – 1855 Kirschner Road, Kelowna B.C. V1Y 4N7, telephone (250) 870-9146, and are also available electronically through the internet on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

Except to the extent that their contents are modified or superseded by a statement contained in this Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus, the following documents of the Corporation that have been filed with applicable securities regulatory authorities in Canada are specifically incorporated by reference herein and form an integral part of this Prospectus:

- (a) the Corporation's 2021 AIF;
- (b) the Corporation's 2021 Financial Statements;
- (c) the Corporation's 2021 MD&A;
- (d) the Corporation's Q3 2022 Financial Statements;
- (e) the Corporation's Q3 2022 MD&A;
- (f) the Corporation's 2022 Meeting Circular;
- (g) the material change report dated April 18, 2022, relating to the Marketing Impact Acquisition;
- (h) the material change report dated September 27, 2022, relating to the 2022 Private Placement; and
- (i) the material change report dated October 3, 2022, relating to the ACR Acquisition.

All documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus including, but not limited to, any news release issued by the Corporation that specifically states that it is intended to be incorporated by reference into this Prospectus and any material change reports (excluding confidential material change reports), comparative interim financial statements, comparative annual financial statements and the independent auditor's report thereon, all management's discussion and analysis of the Corporation's operating results and financial position and information circulars (other than those portions that are not required to be incorporated by reference under applicable securities laws) which are filed by the Corporation with a securities commission or similar regulatory authority in any of the provinces or territories of Canada after the date of this Prospectus shall be deemed to be incorporated by reference into this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for the purposes of this Prospectus, to the extent that a statement contained herein, or in any other subsequently filed document that is also incorporated or is deemed to be incorporated by reference herein, 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 in its unmodified or superseded form to constitute part of this Prospectus.

MARKETING MATERIALS

Any template version of market materials filed after the date of this Prospectus and before the termination of the distribution under an offering of Securities (including any amendments to, or an amended version of, such marketing materials) is deemed to be incorporated into this Prospectus. If "marketing materials" (as defined in National Instrument 41-101 – *General Prospectus Requirements*) are incorporated by reference or deemed to be incorporated by reference herein or in a Prospectus Supplement, such marketing materials are not part of this Prospectus or the applicable Prospectus Supplement to the extent that the contents of such marketing materials may have been modified or superseded by a statement contained in this Prospectus or the applicable Prospectus Supplement. See "*Documents Incorporated by Reference*".

FORWARD-LOOKING STATEMENTS

This Prospectus and the documents incorporated by reference herein contain forward-looking statements. All statements other than statements of historical fact contained in this Prospectus and the documents incorporated by reference herein

are forward-looking statements, including, without limitation, statements regarding future financial position, business strategy, completed acquisitions and the potential impact of such completed acquisitions on the operations, financial condition, capital resources and business of the Corporation and/or its Subsidiaries, the Corporation's policy with respect to the amount and/or frequency of dividends, budgets, litigation, projected costs and plans and objectives of or involving the Corporation or its Subsidiaries or any businesses to potentially be acquired by the Corporation. Prospective investors can identify many of these statements by looking for words such as "believes", "expects", "will", "may", "intends", "projects", "anticipates", "plans", "estimates", "continues" and similar words or the negative thereof.

Forward-looking statements are necessarily based upon a number of expectations or assumptions that, while considered reasonable by management at the time the statements are made, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Readers are cautioned to not place undue reliance on forward-looking statements which only speak as to the date they are made. Although management believes that the expectations and assumptions underlying such forward-looking statements are reasonable, there can be no assurance that such expectations or assumptions will prove to be correct. A number of factors could cause actual future results, performance, achievements and developments of the Corporation and/or its Subsidiaries to differ materially from anticipated results, performance, achievements and developments expressed or implied by such forward-looking statements. Such factors include, but are not limited to: (i) external risks relating to general economic conditions, pandemics, competition, government regulation, environmental regulation, access to capital, market trends and innovation, climate risk and general uninsured losses; (ii) operational risks relating to acquisitions, dependence on customers, suppliers and strategic relationships, supply and cost of raw materials and purchased parts, operational performance and growth, implementation of growth strategy, product liability and warranty claims, litigation, reliance on technology, intellectual property and information systems; (iii) financial risks relating to availability of future financing, interest rates and debt financing, income tax matters, foreign exchange, dividends, trading volatility of the Common Shares and dilution; and (iv) human capital risk, including reliance on management and key personnel, employees and labour relations and conflicts of interest, all as more particularly described under "Risk Factors" in the Corporation's 2021 AIF.

Additional factors that could affect the operating results and performance of the Corporation and its Subsidiaries include assumptions regarding the performance of the businesses of the Corporation and its Subsidiaries that are considered in setting the business plan and financial targets for the Corporation and its Subsidiaries. Assumptions about the performance of the businesses of the Corporation and its Subsidiaries are considered in setting the business plan for the Corporation and its Subsidiaries. Key assumptions include that the demand for products and services of the businesses of the Corporation and its Subsidiaries will remain stable and that the Canadian and other markets in which the businesses are active will remain stable. **Should one or more of the risks materialize or the assumptions prove incorrect, actual results, performance or achievements of the Corporation and its Subsidiaries may vary materially from those described in forward-looking statements.**

The forward-looking statements contained herein or contained in a document incorporated by reference herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included or incorporated by reference in this Prospectus are made as of the date of this Prospectus or such other date specified in such statement. Except as required by law, the Corporation disclaims any obligation to update any forward-looking information, estimates or opinions, future events or results or otherwise.

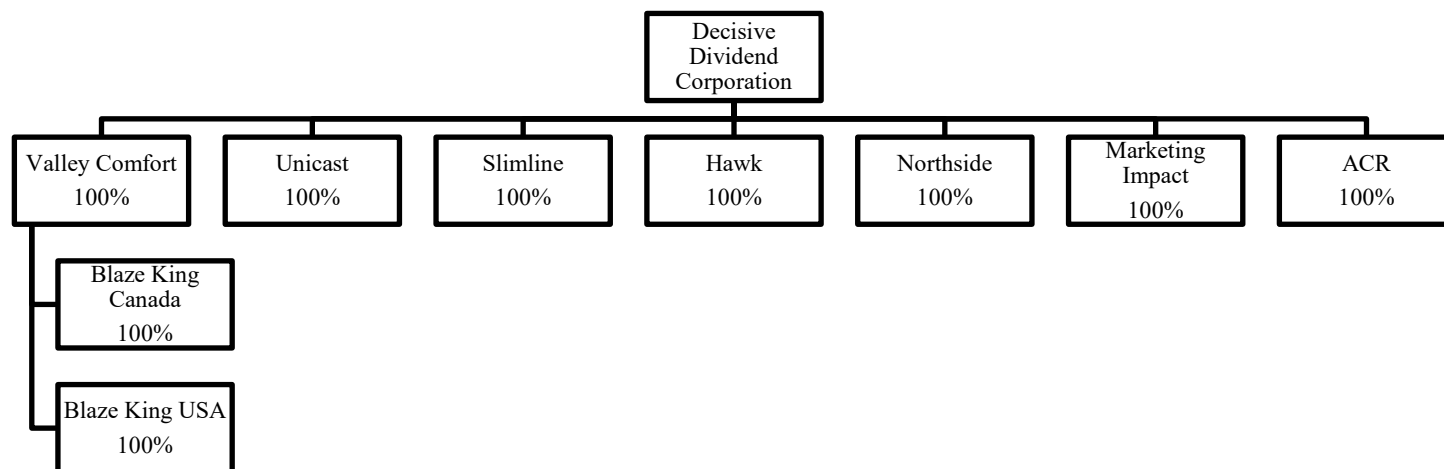
DECISIVE DIVIDEND CORPORATION

The Corporation is an acquisition-oriented company created to invest in profitable, well-established companies with strong cash flows.

The Corporation is governed by the laws of the province of British Columbia. The head office of the Corporation is located at #260 – 1855 Kirschner Road, Kelowna B.C. V1Y 4N7. The registered office of the Corporation is located at 301-1665 Ellis Street, Kelowna, B.C. V1Y 2B3.

The Corporation is currently authorized to issue an unlimited number of Common Shares. As at the date hereof, there are 14,781,414 Common Shares issued and outstanding. The Common Shares are listed for trading on the TSXV under the trading symbol “DE”.

For a summary of the inter-corporate relationships between the Corporation and its Subsidiaries as at the date hereof:



SUMMARY DESCRIPTION OF THE CORPORATION'S BUSINESS

General

The Corporation is an acquisition-oriented corporation focused on opportunities in manufacturing. As at the date of this prospectus, the Corporation has completed the acquisition of seven manufacturing businesses as follows:

- Blaze King Group, acquired on February 27, 2015;
- Unicast, acquired on June 23, 2016;
- Slimline, acquired on May 31, 2018;
- Hawk, acquired on June 28, 2018;
- Northside, acquired on August 16, 2019;
- Marketing Impact, acquired on April 14, 2022; and
- ACR, acquired on October 3, 2022.

See “*Operating Subsidiaries*” below.

Decisive’s purpose statement is:

- To be the sought-out choice for exiting legacy-minded business owners, who will be provided the opportunity to stay involved in Decisive;
- To support the long-term success of the businesses acquired, including through sharing resources with other Decisive companies; and
- To create sustainable and growing Shareholder returns.

The Corporation intends to meet these objectives by:

- acquiring already profitable, well-established, high quality manufacturing companies that have a sustainable competitive advantage, a focus on non-discretionary products, steady cash flows, growth potential and established, strong leadership;

- continuing the business legacies of the vendors' whose companies are acquired and remaining committed to the communities that its businesses are located in;
- providing resources, support and oversight to ensure sound business operations through on-going active collaboration and monitoring while recognizing that the people running the business know it better than we do; and
- implementing appropriate expansion strategies to pursue active organic growth of its operating Subsidiaries.

Management of the Corporation continuously monitors its operating Subsidiaries. The operating Subsidiaries of the Corporation, however, operate relatively autonomously and maintain their individual business identities.

The acquisition strategy of the Corporation is to acquire 100% ownership of profitable, well-established companies with strong and recurring cash flows and growth potential. As at the date hereof, the Corporation's acquisition strategy is focused on manufacturing companies. Where appropriate, the Corporation attempts to retain senior management following acquisitions and, wherever possible, have them own an equity interest in the Corporation. Management of the Corporation believes that there are numerous companies that meet the Corporation's acquisition criteria and that the Corporation will be able to implement its acquisition strategy in order to expand and diversify its investments and create sustainable and growing Shareholder returns over the long term.

Management believes that the Corporation provides an attractive exit opportunity for owners of successful companies who wish to have their business legacy continue. The Corporation provides business owners with the opportunity to liquidate their investment in their business while also providing the opportunity to stay involved in Decisive. The Corporation's acquisition model provides for a negotiated percentage of the purchase price for a target company in cash with a minimum of 10% of the purchase price paid in Common Shares of the Corporation, though each transaction may differ in the percentage offered and paid. The Corporation provides target companies with capital to grow the business, where appropriate and available, and the stability of long-term ownership, support and oversight to ensure sound business operations and the opportunity to share resources with other Decisive companies. From the perspective of employees of a target company acquired by the Corporation, the Corporation's acquisition model is to retain the existing employees of the target company and provide them an opportunity to own Common Shares through the ESPP.

Operating Subsidiaries

Blaze King Group

For details of the business of Blaze King Group at December 31, 2021, see "Narrative Description of the Business – Description of the Business of Blaze King" in the Corporation's 2021 AIF.

Unicast

For details of the business of Unicast at December 31, 2021, see "Narrative Description of the Business – Description of the Business of Unicast" in the Corporation's 2021 AIF.

Slimline

For details of the business of Slimline at December 31, 2021, see "Narrative Description of the Business – Description of the Business of Slimline" in the Corporation's 2021 AIF.

Hawk

For details of the business of Hawk at December 31, 2021, see "Narrative Description of the Business – Description of the Business of Hawk" in the Corporation's 2021 AIF.

Northside

For details of the business of Northside at December 31, 2021, see "Narrative Description of the Business – Description of the Business of Northside" in the Corporation's 2021 AIF.

Marketing Impact

The Corporation acquired Marketing Impact on April 14, 2022.

Marketing Impact is located in the Greater Toronto Area and designs, manufactures and distributes a comprehensive range of merchandising products, systems and solutions for retail customers, including grocery stores, convenience stores and pharmacies. Marketing Impact also designs and manufactures displays for consumer-packaged goods for use within those same channels.

Marketing Impact was founded in 1986 and has a strong reputation for customer service, responsiveness and innovation amongst its robust list of blue-chip, well-diversified retail customers across North America and has more than 15 patents issues or pending relating to its merchandising systems and consumer-packaged goods displays.

ACR

The Corporation acquired ACR on October 3, 2022.

ACR is located in Birmingham in the United Kingdom, manufactures EcoDesign Ready woodburning, multifuel, and gas stoves and sells them primarily in the United Kingdom. It also manufactures electric stoves, electric fireplaces and outdoor pizza ovens. ACR was founded in 2004, has a well-established brand in the United Kingdom marketplace and is known for its high-quality and attractively designed products. It distributes these products at accessible price points that drive a strong value proposition for its customers. Given soaring energy prices throughout Europe, ACR's products are an attractive choice for individuals looking for supplementary heating sources for their homes. As a result, as at the date of this prospectus, ACR is experiencing robust demand for its products, similar to what the Blaze King Group is experiencing in North America. Further, with its EcoDesign Ready models, ACR is well positioned for the transition to stronger emission standards being developed in the United Kingdom and across Europe.

Management of the Corporation

Overall governance of the Corporation is under the direction of the Directors, a majority of whom are Independent Directors. The investment policies and operations of the Corporation are subject to the control of the Directors.

The Directors of the Corporation are James Paterson (Chair), G. Terence Edwards, Michael Conway, Timothy Pirie, M. Bruce Campbell, Warren Matheos, Robert Louie, Peter Jeffrey and Jeff Schellenberg.

The current officers of the Corporation are Jeff Schellenberg (Chief Executive Officer), Terry Edwards (Chief Operating Officer), Rick Torriero (Chief Financial Officer).

For additional information regarding the Directors and officers of the Corporation, see the Corporation's 2021 AIF under the heading "Directors and Officers".

RECENT DEVELOPMENTS

The following is a summary of the two acquisitions made by the Corporation, the increase and extension of the Credit Facility and a significant equity financing of the Corporation, in 2022. The ACR Acquisition described below is the only significant development involving the Corporation since September 30, 2022, being the last completed financial period of the Corporation prior to the date of this short form base shelf prospectus.

Marketing Impact Acquisition

On April 14, 2022, the Corporation acquired all of the issued and outstanding shares of Marketing Impact for a base purchase price of \$10 million (subject to adjustment), which was paid \$9.0 million in cash and \$1.0 million through the issuance of 235,294 Common Shares at a deemed price of \$4.25 per Common Share, being the volume-weighted average trading price of the Common Shares for the 30-day period ended April 13, 2022. The purchase price for Marketing Impact is subject to potential upward adjustment of up to \$1.5 million, payable in cash, contingent on Marketing Impact achieving certain earnings targets over the next three years.

For additional details regarding the Marketing Impact Acquisition, see the material change report dated April 18, 2022, a copy of which is available on SEDAR, and which is incorporated by reference in this prospectus.

Renewal, Increase and Extension of Credit Facility

On September 12, 2022, the Corporation announced that it entered into an agreement with its senior lenders, Canadian Western Bank and CWB Maxium Financial Inc., a wholly-owned division of Canadian Western Bank to increase the Corporation's overall debt availability from \$36 million to \$53 million and to extend the term of the Credit Facility by one year.

For additional details regarding the renewal, extension and increase of the Credit Facility, see "Liquidity and Capital Resources" in the Corporation's Q3 2022 MD&A, a copy of which is available on SEDAR, and which is incorporated by reference in this prospectus. The Corporation is in compliance with the Credit Facility as at the date of this prospectus.

2022 Private Placement

On September 27, 2022, the Corporation completed the 2022 Private Placement. Investment funds managed by Waratah Capital Advisors Ltd. collectively subscribed for 1,638,350 units. According to the alternative monthly report filed by Waratah Capital Advisors Ltd. on SEDAR, as at September 30, 2022, investment funds managed by it owned an aggregate of 2,059,594 Common Shares and an aggregate of 819,175 2024 Warrants. Based on the 14,518,207 Common Shares outstanding as at September 30, 2022, investment funds managed by Waratah Capital Advisors Ltd. owned approximately 14.19% of the outstanding Common Shares on a basic basis and owned approximately 18.77% of the outstanding Common Shares on a diluted basis (assuming only the exercise of the 2024 Warrants held by such investment funds without the exercise of any other securities exchangeable, exercisable or redeemable for Common Shares as at such date).

The Corporation and Waratah Capital Advisors Ltd. entered into an investor rights agreement which provides Waratah Capital Advisors Ltd. with the right to maintain, on behalf of funds managed by it, its proportionate share ownership in the Corporation, on a fully diluted basis. The investor rights agreement is available on the Corporation's profile on SEDAR at www.sedar.com.

ACR Acquisition

On October 3, 2022, the Corporation acquired all of the issued and outstanding shares of ACR for a base purchase price of \$7.7 million, plus an upward adjustment of \$0.6 million for working capital in excess of negotiated targets. The purchase price for ACR is subject to potential upward adjustment of up to £2.75 million (approximately \$4.2 million based on the exchange rate published by the Bank of England on September 29, 2022), payable in cash, contingent on ACR achieving certain earnings targets over the next three years.

The aggregate \$8.3 million closing payment was paid \$7.6 million in cash and \$0.7 million through the issuance of 166,790 common shares of Decisive (representing £0.475 million, at the exchange rate published by the Bank of England on September 29, 2022, divided by \$4.31, being the volume weighted average trading price of the common shares of Decisive for the 10-day trading period ended September 30, 2022).

For additional details regarding the ACR Acquisition, see the material change report dated October 3, 2022, a copy of which is available on SEDAR, and which is incorporated by reference in this prospectus.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Corporation as at September 30, 2022 and after giving effect to the material changes in the capitalization of the Corporation on a consolidated basis since September 30, 2022, including the ACR Acquisition which closed on October 3, 2022, as of the date of the filing of the Corporation's Q3 2022 Financial Statements and the Corporation's Q3 2022 MD&A on November 2, 2022. The table below should be read in conjunction with the Corporation's Q3 2022 Financial Statements and the Corporation's Q3 2022 MD&A.

<i>(Stated in thousands of dollars)</i>		September 30, 2022		November 2, 2022	
	Authorized	Securities	Amount	Securities	Amount
Debt					
Credit Facility	\$53,000		\$31,943		\$32,487
Equity					
Common Shares	Unlimited	14,518,207	\$42,525	14,716,074	\$43,389
2024 Warrants		924,181		924,181	
Options		875,666		873,166	
TOTAL CAPITALIZATION		16,318,054	\$74,468	16,513,421	\$75,876

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the Corporation's debt and equity that will result from the issuance of Securities pursuant to such a Prospectus Supplement.

USE OF PROCEEDS

The intended use of proceeds of an offering under any Prospectus Supplement will be disclosed in the applicable Prospectus Supplement.

Decisive has discretion concerning the use of proceeds of an offering under any Prospectus Supplement as well as the timing of the expenditure of the proceeds thereof. As a result, investors will be relying on the judgment of management as to the specific application of the proceeds of any offering of Securities under any Prospectus Supplement.

EARNINGS COVERAGE RATIOS

With respect to an offering of Debt Securities pursuant to any Prospectus Supplement, the applicable Prospectus Supplement will disclose required earnings coverage ratios.

PLAN OF DISTRIBUTION

The Corporation may from time to time during the 25-month period that this Prospectus, including any amendments hereto, remains valid, offer for sale and issue Common Shares, Debt Securities, Warrants, Subscription Receipts and Units.

The specific terms of any Securities offered will be described in one or more Prospectus Supplements, including, where applicable: (i) in the case of Common Shares, the number of Common Shares being offered, the offering price and any other specific terms; (ii) in the case of Debt Securities, the specific designation, the aggregate principal amount being offered, the authorized denominations, the currency, the issue and delivery date, the maturity date, the issue price (or the manner of determination thereof if offered on a non-fixed price basis), the interest rate (either fixed or floating, and, if floating, the manner of calculation thereof), the interest payment date(s), the redemption, exchange or conversion provisions (if any), the repayment terms, the form (either global or definitive) and any other specific terms; (iii) in the case of Warrants, the number of Warrants being offered, the offering price, the exercise price and any other specific terms; (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, the procedures for the exchange of Subscription Receipts for Common Shares or any other Securities and any other specific terms; and (v) in the case of Units, (i) to (iv) above, as applicable. A Prospectus Supplement may include specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

All shelf information (as defined under National Instrument 44-102 – *Shelf Distributions*) 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. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of applicable 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.

The Corporation may sell the Securities to or through underwriters or dealers purchasing as principals, and may also sell the Securities through dealers acting as agent for the Corporation or directly to purchasers pursuant to applicable statutory exemptions. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, as the case may be, engaged by the Corporation 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 (in the event that the offering is a fixed price distribution), the proceeds that the Corporation will receive and any other material terms of the plan of distribution. The Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to such prevailing market prices or at negotiated prices, which prices may vary as between purchasers and during the period of distribution of the Securities.

Any public offering price and any discounts, concessions or omissions allowed or re-allowed or paid to underwriters, dealers or agents may be changed from time to time.

In connection with any offering of Securities, the underwriters, dealers or agents, as the case may be, may over allot or effect transactions which stabilize or maintain the market price of the Securities at a level above that which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

The outstanding Common Shares are listed for trading on the TSXV under the trading symbol “DE”. As at November 29, 2022, being the last trading day prior to the date hereof, the closing price of the Common Shares on the TSXV was \$5.06.

Each series or issue of Debt Securities, Warrants or Subscription Receipts will be a new issue of securities with no established trading market. Unless specified in a Prospectus Supplement, Securities may not be listed on any securities or stock exchange. Accordingly, unless so specified, there may be no market through which these securities may be sold, and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See “Risk Factors” in the Corporation’s 2021 AIF and in the Corporation’s 2021 MD&A.

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

The Securities have not been and will not be registered under the 1933 Act or any state securities laws. Accordingly, except in certain transactions exempt from the registration requirements of the 1933 Act and applicable state securities laws and as specified in a Prospectus Supplement, the Securities may not be offered or sold within the United States.

DESCRIPTION OF SECURITIES

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares. The following is a summary of the rights, privileges, restrictions and conditions of the Common Shares.

Dividends

The holders of Common Shares are entitled to receive dividends, if, as and when declared by the Board, out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable at such times and at such place or places in Canada as the Board may from time to time determine.

Voting Rights

Holders of Common Shares on the record date of an annual or special meeting of Shareholders are entitled to receive notice of, attend and cast one vote in respect of each Common Share held at such meeting.

Participation on Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among the Shareholders for the purpose of winding up its affairs, the Shareholders shall be entitled to participate rateably in any distribution of the assets of the Corporation.

The Common Shares do not have: (i) any pre-emptive rights; (ii) any conversion or exchange rights; (iii) any redemption, retraction, purchase for cancellation or surrender provisions; (iv) sinking or purchase fund provisions; (v) provisions permitting or restricting the issuance of additional securities; or (vi) provisions requiring a Shareholder to contribute additional capital.

Debt Securities

The following sets forth certain general terms and provisions of the Debt Securities that may be offered under this Prospectus. The specified terms and provisions of the Debt Securities offered pursuant to an accompanying Prospectus Supplement, 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 may be offered separately or together with other Securities, as the case may be.

The Debt Securities will be direct, secured or unsecured obligations of the Corporation. The Debt Securities will be senior or subordinated indebtedness of the Corporation as described in the relevant Prospectus Supplement. In the event of the insolvency or winding up of the Corporation, the subordinated indebtedness of the Corporation, including the subordinated Debt Securities, will be subordinate in right of payment to the prior payment in full of all other liabilities of the Corporation

(including senior indebtedness), except those which by their terms rank equally in right of payment with or are subordinate to such subordinated indebtedness.

The Debt Securities may be issued under one or more trust indentures (each, a “**Trust Indenture**”), in each case between the Corporation and a trustee. The statements made hereunder relating to any Trust Indenture and the Debt Securities to be issued thereunder are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Trust Indenture.

Each Trust Indenture may provide that Debt Securities may be issued thereunder up to the aggregate principal amount which may be authorized from time to time by the Corporation.

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

- (a) the designation, aggregate principal amount and authorized denominations of such Debt Securities;
- (b) the currency or currency units for which the Debt Securities may be purchased and the currency or currency unit in which the principal and any interest is payable (in either case, if other than Canadian dollars);
- (c) the percentage of the principal amount at which such Debt Securities will be issued;
- (d) the date or dates on which such Debt Securities will mature;
- (e) the rate or rates per annum at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any);
- (f) the dates on which any interest will be payable and the record dates for such payments;
- (g) the indenture trustee of the Debt Securities under the Trust Indenture pursuant to which the Debt Securities are to be issued;
- (h) the designation and terms of any securities with which the Debt Securities will be offered, if any, and the number of Debt Securities that will be offered with each security;
- (i) whether the Debt Securities are subject to redemption or call and, if so, the terms of such redemption or call provisions;
- (j) whether such Debt Securities are to be issued in registered form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- (k) any exchange or conversion terms;
- (l) whether the Debt Securities will be subordinated to other liabilities of the Corporation and, if so, to what extent;
- (m) certain material Canadian tax consequences of owning the Debt Securities, if any; and
- (n) any other material terms and conditions of the Debt Securities.

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

Warrants

The following sets forth certain general terms and provisions of the Warrants offered under this Prospectus. The specific terms of the Warrants, and the extent to which the general terms described in this section apply to those Warrants, will be set forth in the applicable Prospectus Supplement. The Warrants will be issued under a warrant indenture. The applicable Prospectus Supplement will include the details of the warrant indenture governing the Warrants being offered. Warrants may be offered separately or together with other Securities, as the case may be.

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

- (a) the number of Warrants being offered and, if offered as a unit with another Security, the number of Warrants or the fraction of a Warrant being offered with such other Security;

- (b) the Common Shares which are underlying the Warrants;
- (c) the exercise price of the Warrants;
- (d) the expiry date of the Warrants;
- (e) the procedure for exercising Warrants into underlying Common Shares;
- (f) the indenture trustee of the Warrants under the warrant indenture pursuant to which the Warrants are to be issued, if applicable;
- (g) certain material Canadian tax consequences of owning the Warrants (if any); and
- (h) any other material terms and conditions of the Warrants.

Subscription Receipts

The following sets forth certain general terms and provisions of the Subscription Receipts offered under this Prospectus. The specific terms of the Subscription Receipts, and the extent to which the general terms described in this section apply to those Subscription Receipts, will be set forth in the applicable Prospectus Supplement. The Subscription Receipts will be issued under a subscription receipt agreement. The applicable Prospectus Supplement will include details of the subscription receipt agreement governing the Subscription Receipts being offered. Subscription Receipts may be offered separately or together with other Securities.

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

- (a) the number of Subscription Receipts being offered;
- (b) the price at which the Subscription Receipts will be offered;
- (c) the Securities into which the Subscription Receipts are exchangeable;
- (d) the procedures for the exchange of the Subscription Receipts into Securities;
- (e) the number of Securities that may be exchanged upon exercise of each Subscription Receipt;
- (f) 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;
- (g) certain material Canadian tax consequences of owning the Subscription Receipts (if any); and
- (h) any other material terms and conditions of the Subscription Receipts.

An original purchaser of Subscription Receipts will have a contractual right of rescission against the Corporation, following the issuance of the underlying Common Shares or other Securities to such purchaser, upon the surrender or deemed surrender of the Subscription Receipts, to receive the amount paid for the Subscription Receipts in the event that this Prospectus (including any documents incorporated by reference) and any amendment hereto contains a misrepresentation or is not delivered to such purchaser, provided such remedy for rescission is exercised within one hundred and eighty (180) days.

Units

The following sets forth certain general terms and provisions of the Units offered under this Prospectus. The specific terms of the Units, and the extent to which the general terms described in this section apply to those Units, will be set forth in the applicable Prospectus Supplement.

Each Unit will be issued so that the holder of the Unit is also the holder of each of the Securities included in the Unit. Accordingly, 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 material 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 applicable Prospectus Supplement filed in respect of such Units. This description will include, where applicable:

- (a) the number of Units offered;
- (b) the price or prices, if any, at which the Units will be issued;
- (c) the currency at which the Units will be offered;
- (d) the Securities comprising the Units;
- (e) whether the Units will be issued with any other Securities and, if so, the amount and terms of these Securities;
- (f) any minimum or maximum subscription amount;
- (g) whether the Units and the Securities comprising the Units are to be issued in registered form, “book-entry only” form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer, and ownership thereof;
- (h) any material risk factors relating to such Units or the Securities comprising the Units;
- (i) any other rights, privileges, restrictions and conditions attaching to the Units or the Securities comprising the Units; and
- (j) any other material terms or conditions of the Units or the Securities comprising the Units, including whether and under what circumstances the Securities comprising the Units may be held or transferred separately.

The terms and provisions of any Units offered under a Prospectus Supplement may differ from the terms described above and may not be subject to or contain any or all of the terms described above.

PRIOR SALES

During the 12-month period prior to the date of this Prospectus, the Corporation issued Common Shares and securities convertible or exercisable into Common Shares as follows:

- (a) on April 14, 2022, the Corporation issued 235,294 Common Shares to shareholders of Marketing Impact at deemed price per Common Share of \$4.25 pursuant to the Marketing Impact Acquisition;
- (b) on September 27, 2022, the Corporation issued 1,848,364 units, comprised of an aggregate of 1,848,364 Common Shares and 924,181 2024 Warrants, at a price of \$4.12 per unit, to certain subscribers pursuant to the 2022 Private Placement;
- (c) on October 3, 2022, the Corporation issued 166,790 Common Shares to the shareholders of ACR at a deemed price per Common Share of \$4.31, pursuant to the ACR Acquisition;
- (d) the Corporation issued an aggregate of 177,090 Common Shares pursuant to its dividend reinvestment and share purchase plan at a weighted average price of \$4.32 per Common Share;
- (e) the Corporation issued an aggregate of 71,237 Common Shares under its employee share purchase plan at a weighted average price of \$4.17 per Common Share;
- (f) the Corporation issued an aggregate of 230,810 Common Shares on the exercise of Options under its Equity Incentive Plan at a weighted average exercise price of \$2.92 per Common Share;
- (g) the Corporation issued an aggregate of 119,500 Options with a weighted average exercise price of \$4.13 under the Equity Incentive Plan; and
- (h) the Corporation purchased and cancelled an aggregate of 24,675 Common Shares under the Corporation’s normal course issuer bid at a weighted average price of \$4.09 per Common Share.

Trading Price and Volume

The Common Shares are listed for trading on the TSXV. No other securities of the Corporation are listed for trading on any Canadian or foreign marketplace.

Common Shares

The Common Shares are listed for trading on the TSXV under the symbol “DE”. The following is a summary of the price ranges and volumes for the Common Shares traded on the TSXV for the 12-month period prior to the date of this Prospectus.

Period	Low (\$)	High (\$)	Volume
November, 2021	3.84	4.29	157,541
December, 2021	3.76	4.09	137,311
January, 2022	3.92	4.09	138,493
February, 2022	3.97	4.20	148,987
March, 2022	4.01	4.34	111,288
April, 2022	4.20	4.72	194,198
May, 2022	4.08	4.71	118,000
June, 2022	4.20	4.65	63,354
July, 2022	4.28	4.44	63,694
August, 2022	4.20	4.75	126,967
September, 2022	4.11	4.75	131,485
October, 2022	4.03	5.22	192,266
November, 2022 (to November 29)	4.73	5.08	235,756

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax consequences to an applicable purchaser who is a non-resident of Canada or to a purchaser who is a resident of Canada of acquiring, owning and disposing of any Securities offered thereunder. Purchasers should read the tax discussion in any Prospectus Supplement with respect to a particular offering and consult their own tax advisors with respect to their own particular circumstances.

RISK FACTORS

A prospective investor should carefully consider the information described in this Prospectus and the documents incorporated by reference herein. There are certain risks inherent in an investment in Securities and in the activities of the Corporation and its Subsidiaries which investors should carefully consider before investing in Securities, including but not limited to: (i) external risks relating to general economic conditions, pandemics, competition, government regulation, environmental regulation, access to capital, market trends and innovation, climate risk and general uninsured losses; (ii) operational risks relating to acquisitions, dependence on customers, suppliers and strategic relationships, supply and cost of raw materials and purchased parts, operational performance and growth, implementation of growth strategy, product liability and warranty claims, litigation, reliance on technology, intellectual property and information systems; (iii) financial risks relating to availability of future financing, interest rates and debt financing, income tax matters, foreign exchange, dividends, trading volatility of the Common Shares and dilution; and (iv) human capital risk, including reliance on management and key personnel, employees and labour relations and conflicts of interest.

For a description of certain risks relating to the Corporation and its business, see “Risk Factors” in the Corporation’s 2021 AIF and in the Corporation’s 2021 MD&A, each of which is available on SEDAR and are incorporated by reference herein.

The risks and uncertainties set out above and incorporated by reference herein are not the only ones facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently deems insignificant or immaterial, may also impair the Corporation’s operations. If any of the risks actually occur, the Corporation’s business, financial condition and operating results could be adversely affected. As a result, the market price or value of the Securities could decline and investors could lose part or all of their investment. The Corporation’s business is subject to significant risks and past performance is no guarantee of future performance.

LEGAL MATTERS

Certain legal matters relating to the offering of Securities will be passed upon on behalf of the Corporation by MLT Aikins LLP. As of the date hereof, the partners and associates of MLT Aikins LLP beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares of the Corporation. 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 of such Securities.

AUDITORS, TRANSFER AGENT AND REGISTRAR

PricewaterhouseCoopers LLP is the independent auditor of the Corporation and is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia

The registrar and transfers agent of the Corporation is Computershare Trust Company of Canada.

PURCHASERS' CONTRACTUAL RIGHTS

Original purchasers of Subscription Receipts, Warrants or Units (if offered separately) which are convertible into other securities of the Corporation will have a contractual right of rescission against the Corporation in respect of the conversion, exchange or exercise of such Subscription Receipts, Warrants or Units, as the case may be. The contractual right of rescission will entitle such original purchasers to receive, in addition to the amount paid on the original purchase of the Subscription Receipts, Warrants or Units, as the case may be, the amount paid upon conversion, exchange or exercise, upon surrender of the underlying securities gained thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia) and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia), or otherwise at law. Original purchasers are further advised that in certain provinces and territories, the statutory right of action for damages in connection with a prospectus misrepresentation is limited to the amount paid for the convertible, exchangeable or exercisable security that was purchased under a prospectus, and therefore a further payment at the time of conversion, exchange or exercise may not be recoverable in a statutory action for damages. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights, or consult with a legal advisor.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation in certain of the provinces and territories of Canada further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. 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 that are convertible into Common Shares, Warrants, Subscription Receipts and Units, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Debt Securities that are convertible into Common Shares, Warrants, Subscription Receipts and Units are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon 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. 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.

CERTIFICATE OF THE CORPORATION

Dated November 30, 2022

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

DECISIVE DIVIDEND CORPORATION

(Signed) JEFF SCHELLENBERG
Chief Executive Officer

(Signed) RICK TORRIERO
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) JAMES PATERSON
Director

(Signed) TIMOTHY PIRIE
Director



Decisive Dividend
— Corporation —