

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.

The securities described herein 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 accordingly, may not be offered or sold within the United States or for the account or benefit of U.S. persons except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This offering document (the "Offering Document") does not constitute an offer to sell or a solicitation to buy any of these securities in the United States. "United States" has the meaning ascribed thereto in Regulation S under the U.S. Securities Act.

CEMATRIX Corporation 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 the greater of \$5,000,000 and the amount that is equal to 10% of the issuer's market capitalization, to a maximum of \$10,000,000.**
- 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.**
- 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.**

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

July 17, 2024

CEMATRIX Corporation ("CEMATRIX" or the "Company")



PART 1 SUMMARY OF OFFERING

What are we offering?

Type and Number of Securities Offered:	The Company anticipates offering, on a "bought deal" private placement basis financing, 7,778,000 units (the "Units") of the Company at a price of \$0.45 per Unit
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	<p>(the “Issue Price”) for aggregate gross proceeds to the Company of \$3,500,100 (the “Offering”).</p> <p>Each Unit will consist of one common share in the capital of the Company (a “Unit Share”) and one-half of one common share purchase warrant (each whole warrant, a “Warrant”) of the Company. Each Warrant will entitle the holder thereof to acquire one common share (a “Warrant Share”) at a price per Warrant Share of \$0.60 for a period of 24 months from the Closing Date.</p> <p>In connection with the Offering, the Company has granted the Underwriters an option (the “Underwriters’ Option”), exercisable, in whole or in part, by Beacon by giving notice to the Company at any time up to 48 hours prior to the Closing Date to purchase up to an additional 6,889,000 Units at the Issue Price for additional gross proceeds of up to the maximum as permitted under the Listed Issuer Financing Exemption.</p>
Offering Price:	\$0.45 per Unit.
Offering Amount:	\$3,500,100.
Underwriters:	Beacon Securities Limited (“Beacon”), along with a syndicate of underwriters (together with Beacon, the “Underwriters”).
Closing Date:	On or about July 29, 2024 or such other date(s) that the Company and Underwriters may agree, subject to certain conditions, including, but not limited to, receipt of all necessary approvals including the approval of the Toronto Stock Exchange (the “TSX”).
Exchange:	The Company’s common shares are listed on the TSX under the trading symbol CEMX.
Last Close Price:	The last close price of the Company’s common shares on the TSX on July 16, 2024 was \$0.53.

Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities laws, which are based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “goal”, “objective”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or information that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. The forward-looking statements included in this Offering Document are made only as of the date of this Offering Document. Such forward-looking statements include, but are not limited to: the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering, including the timing and cost of planned expenditures; completion of the Offering and the Closing Date; receipt of all regulatory approval in respect of the Offering, including approval of the TSX. 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.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include risks associated with the Company’s growth strategy; dependence on key personnel; constraints on marketing strategies; lower than anticipated customer demand; operating risk and insurance coverage; negative operating cash flow; management of growth; credit, liquidity, and interest rate risks; future capital requirements; changes

in laws, regulations and guidelines which may increase the costs of compliance; product recalls and liability; inventory and wholesale pricing; commodity pricing; fluctuation in currency and prices of raw materials; source of supply; competition; business interruptions; protection of intellectual property. 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 www.sedarplus.ca. Although the Company has attempted to identify important factors and risks that could affect the Company and might cause actual actions, events or results to differ, perhaps materially, from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to occur as projected, estimated or intended. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements. 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.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What is our business?

CEMATRIX manufactures and supplies technologically advanced cellular concrete products developed from proprietary formulations across North America. This unique cement-based material with superior thermal protection delivers cost-effective, innovative solutions to a broad range of problems facing the infrastructure, industrial (including oil and gas) and commercial markets. Through its acquisitions of Chicago based MixOnSite and Bellingham based Pacific International Grout, CEMATRIX is now North America's largest Cellular Concrete company.

Recent developments

1. Record sales resulting in profitable operations and positive EBITDA for past three quarters ended March 31, 2024 and fiscal year ended December 31, 2023.
2. Uplist to the TSX on Tuesday, July 16, 2024.

Material facts

Announced \$35.8 million in new sales contracts since the end of the fiscal year ended December 31, 2023 and a \$17 million backlog reduction due to a change in scope of a previously awarded tunnel grouting project. Last backlog update on July 10, 2024, was \$84.1 million.

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

Our current strategy, which was extended from 2023, is to focus on the profitable execution of contracted projects and to continue to grow the sales pipeline through bid submissions for future projects located throughout North American markets. In 2023 our sales grew by 84% to \$53 million and this growth in sales required all of our available cash to support our significant growth in working capital requirements. Our anticipated demand, particularly during the third and fourth quarters of fiscal year 2024, will require increased cash on hand for working capital and general corporate purposes.

PART 3 USE OF AVAILABLE FUNDS

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

		Assuming 100% of the Offering
A	Amount to be raised by this offering	\$3,500,100
B	Selling commissions and fees	\$210,006
C	Estimated offering costs (e.g., legal, accounting, audit)	\$140,000
D	Net proceeds of offering: $D = A - (B+C)$	\$3,150,094
E	Working capital as at most recent reported month end (deficiency)	\$10,171,000
F	Additional sources of funding	\$0
G	Total available funds: $G = D+E+F$	\$13,321,094

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
Working capital to support growth in sales	\$13,321,094
Total: Equal to G in the available funds in the above chart	\$13,321,094

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 and sustain its operations for not less than 12 months from the Closing Date of the Offering. See the "Cautionary Note Regarding Forward-Looking Statements" section above.

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

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

PART 4 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?

Dealer:	Beacon Securities Limited together with a syndicate of underwriters.
Compensation Type:	Cash commission and broker warrants.
Cash Commission:	6% of the gross proceeds raised.
Broker Warrants:	6.0% broker warrants exercisable into common shares at a price equal to the closing price of the Company's common shares on the TSX on July 17, 2024 for 24 months following the Closing Date.

Does Beacon Securities Limited have a conflict of interest?

To the knowledge of the Company, Beacon is not a "related issuer" or a "connected issuer" of or to the Underwriters, as such terms are defined in National Instrument 33-105 - Underwriter Conflicts.

PART 5 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.

PART 6 ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access CEMATRIX Corporation's continuous disclosure at www.sedarplus.ca.

For further information, visit our website at: www.cematrix.com.

PART 7 DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after July 17, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

July 17, 2024

By: signed "*Jeffrey Norman Kendrick*"

Name: Jeffrey Norman Kendrick

Title: Chief Executive Officer

By: signed "*Marie-Josée Cantin*"

Name: Marie-Josée Cantin

Title: Chief Financial Officer