

This Offering Document (the “**Offering Document**”), constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.

**OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION**

October 6, 2023



**QYOU MEDIA INC.**  
(the “**Issuer**”, “**QYOU**” or “**we**”)

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**SUBSCRIPTION PRICE \$0.07 PER UNIT**

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**PART 1 SUMMARY OF OFFERING**

**What are we offering?**

<b>Offering:</b>	Units (“ <b>Units</b> ”) of the Issuer, with each Unit being comprised of one common share of the Issuer (a “ <b>Share</b> ”) and one common share purchase warrant (each whole warrant, a “ <b>Warrant</b> ”). Each Warrant will be exercisable to acquire an additional Share (each a “ <b>Warrant Share</b> ”, and together with the Units, Shares and Warrants, the “ <b>Securities</b> ”) at an exercise price of \$0.10 for a period of 24 months from the date of closing.
<b>Offering Price:</b>	\$0.07 per Unit.
<b>Offering Amount:</b>	Up to 30,000,000 Units, for maximum gross proceeds of up to \$2,100,000 (the “ <b>Offering</b> ”). There is no minimum offering.
<b>Closing Date:</b>	In one or more closings and is expected to close by October 13, 2023, or such other date as may be determined by the Issuer. At the Closing Date, Units will be issued against receipt of funds.
<b>Exchange:</b>	The Shares of the Issuer are listed on the TSX Venture Exchange (the “ <b>Exchange</b> ”), under the symbol “ <b>QYOU</b> ”. The Warrants are not listed on any stock exchange.
<b>Last Closing Price:</b>	The closing price of the Shares on the Exchange on October 6, 2023, was \$0.085.
<b>Description of Shares:</b>	The holders of Shares are entitled to receive notice of, attend and vote at all meetings of the shareholders of the Issuer, and each Share confers the right to one vote at all such meetings. Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares of the Issuer and any other class of shares ranking in priority to the Shares, the holders of Shares are entitled to receive and participate rateably in any dividends declared by the board of directors in the Issuer. Subject to the rights of the holders of First Preferred Shares and Second Preferred Shares of the Issuer and any other class of shares ranking in priority to the Shares, in the event of the liquidation, dissolution or winding-up of the Issuer or other distribution of the assets of the Issuer among its shareholders for the purposes of winding up its affairs, the holders of the Shares are entitled to participate rateably in the distribution of the assets of the Issuer.

<b>Description of Warrants:</b>	<p>Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.10 until 5:00 p.m. (Toronto time) on the date that is 24 months following the date of closing, subject to an Accelerated Expiry Date (as defined below), after which time the Warrants will be void and of no value. The Warrants will contain an accelerated exercise clause that will provide that in the event that the ten (10) day volume weighted average trading price of the Shares on the TSXV for any ten (10) consecutive trading days is \$0.25 or more (the tenth such trading day being the “<b>Determination</b>”) the expiry date of the Warrants will be accelerated to the thirtieth (30<sup>th</sup>) calendar day following the Determination (the “<b>Accelerated Expiry Date</b>”). The Issuer will on the Determination immediately notify the holders of the Warrants of the Accelerated Expiry Date, and all Warrants not exercised by the expiration of the Accelerated Expiry Date shall be deemed cancelled without further notice to the holders. The Warrants will be governed by the terms and conditions set out in certificates representing the Warrants (the “<b>Warrant Certificates</b>”) delivered to purchasers at the closing of the Offering. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events.</p> <p>No fractional Warrants Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Issuer or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Shares.</p>
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***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 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 U.S. state securities laws, and may not be offered or sold to, or for the account or benefit of, any “U.S. person” or any person in the “United States” (as such terms are defined in Regulation S under the U.S. Securities Act), absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person unless exemptions from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws are available at the time of exercise. Securities offered or sold to, or for the account or benefit of, any U.S. person or any person in the United States will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and will be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.***

**Investors who participate in this Offering are deemed to have acknowledged certain facts and agreements on which the Issuer is relying. Please review the Appendix to ensure you agree with these acknowledgements and have provided the Issuer with any required information. NOTHING IN THE APPENDIX MODIFIES ANY DISCLOSURE MADE BY THE ISSUER IN THIS OFFERING DOCUMENT.**

**All references in this Offering Document to “dollars” or “\$” are to Canadian dollars, unless otherwise stated.**

#### **General Information**

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

- **The Issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Issuer has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$5,000,000.**
- **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.**

## Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains “forward-looking statements” or “forward-looking information” within the meaning of applicable securities legislation (collectively referred to herein as “**forward-looking statements**” or “**forward-looking information**”). Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “will”, “proposes”, “expects”, “estimates”, “intends”, “anticipates” or “believes”, or variations (including negative and grammatical variations) of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. All statements, other than statements of historical fact, that address activities, events or developments that the Issuer believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Issuer) are forward-looking statements. Examples of such forward-looking statements in this Offering Document include the Issuer’s business plans and strategies; the Issuer’s product, channel and program launches and development; the Issuer’s intention to grow the business and operations of the Corporation, including operations in India, and the United States; the Issuer’s working capital and anticipated future revenue, costs and expenses; the Issuer’s future cost structure, sales and marketing activities; the completion of the Offering and the timing thereof; obtaining all of the required stock exchange and other approvals in connection with the Offering; use of available funds, including the proceeds of the Offering and the costs of the Offering; business objectives and milestones; and adequacy of financial resources. These forward-looking statements reflect the current expectations, assumptions or beliefs of the Issuer based on information currently available to the Issuer.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The material factors and assumptions used to develop the forward-looking statements contained in this Offering Document include, without limitation, the completion and realization of the anticipated benefits of the Offering; the timing for completion, settlement and closing of the Offering; the speculative nature of an investment in the Issuer’s securities; the satisfaction of the conditions to closing of the Offering, including receipt in a timely manner of regulatory and other required approvals and clearances, including the approval of the Exchange; the Issuer’s international operations; the use of proceeds of the Offering; potential adverse effects on the market price of the Issuer’s securities resulting from a sale of a substantial amount of the Issuer’s securities; price volatility of the Issuer’s securities; availability of additional financing as and when required; treatment under governmental regulatory regimes; general business, economic, competitive, political and social uncertainties; product and service development and sales; anticipated and unanticipated costs; the market price and liquidity of the Shares; exposure to increased credit and liquidity risk; third party contractual performance; customer demand; competition from other content providers; competition and the risks posed by potential technological advances; fluctuations in currency exchange rates; dependence on key personnel; conflicts of interest; and difficulty in enforcing judgements and effecting service of process on director and officers.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results, performance or developments could differ materially from those anticipated in such statements. Although the Issuer believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. The factors identified above are not intended to represent a complete list of the factors that could affect the Issuer.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Issuer’s actual results, performance or developments to be materially different from any future results, performance or developments expressed or implied by the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Issuer. Prospective investors should carefully consider all information contained in this Offering Document including information contained in the section entitled “Cautionary Note Regarding Forward-Looking Statements”, before deciding to purchase the Units. Additionally, purchasers should consider the risk factors set forth below, as

well as risks described in the Issuer's filings that are available on the Issuer's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). Risks which may impact the forward-looking information contained in this Offering Document include but are not limited to, the Issuer's securities may experience price volatility and investors may lose all or part of their investment; the Issuer pays a fee for video content and may be adversely affected if access to such titles are restricted or if such fees are increased; its business may be influenced by the pricing models of content owners; the Issuer's business depends in large part upon Pay-TV and Free-TV providers, whose payments are dependent on the number of Pay-TV and Free-TV subscribers; the video entertainment industry is a rapidly evolving market, which makes it difficult to evaluate the Issuer's current business and future prospects; the Issuer faces competition from other content providers and that competition is likely to increase over time; the Issuer faces many risks associated with its long-term plan to expand its operations in India and the United States; Indian and other international operations; the Issuer is seeking to grow its business, if the Issuer does not effectively maintain and manage growth, its business, results of operations and financial condition could be adversely affected; there are risks associated with various acquisitions, business combinations and joint ventures; the Issuer relies on third parties to provide hardware, software and related services necessary for the operation of its business; the Issuer depends on key personnel to operate its business, and if the Issuer is unable to retain, attract and integrate qualified personnel, its ability to develop and successfully grow the business could be harmed; liquidity risk; currency risks and exchange rate fluctuations; the Issuer may be adversely affected by economic and political instability in emerging countries where it operates; rapid technological and industry changes could make the Issuer's products and services obsolete; the Issuer's success depends, in part, on its ability to develop and sell new products and services; the Issuer may need additional funding for its business plan and additional financing might not be available; failure to generate sufficient cash revenues could materially adversely affect the Issuer's business; unfavourable economic conditions; the locations of the Issuer's users expose it to foreign privacy and data security laws and may increase its liability, subject it to non-uniform standards and require it to modify its practices; piracy is likely to have a negative impact on the potential revenue of the Issuer; the Issuer's business is subject to the risks of natural catastrophic events and to interruption by man-made problems such as computer viruses or terrorism; customer concentration risk; the Issuer could be subject to additional income tax liabilities; the Issuer's reputation may be negatively impacted, which could have a material adverse effect on its business, financial condition and results of operations; the Issuer may be adversely affected by litigation and other claims; the Issuer may be adversely affected by credit risk; the Issuer's business is subject to broadcast regulations in the jurisdictions in which it operates; the Issuer is a niche Issuer with a first to market narrow product offering; conflicts of interest; future sales of securities of the Issuer; it may be difficult for shareholders to enforce within Canada any judgments obtained against the Issuer and to effect service of process against the Issuer's directors and officers who are not resident in Canada; and a significant number of Common Shares are owned by a limited number of existing shareholders.

## **PART 2 SUMMARY DESCRIPTION OF BUSINESS**

### **What Is Our Business?**

The Issuer was incorporated pursuant to the *Business Corporations Act* (Alberta) on July 30, 1993 under the name "575161 Alberta Inc.". Effective March 13, 2017, the Issuer completed a reverse takeover transaction under the policies of the TSXV pursuant to which QYOU Media Holdings Inc. became a wholly-owned subsidiary of the Issuer and the security holders of QYOU Media Holdings Inc. became security holders of the Issuer (the "**Transaction**"). QYOU Media Holdings Inc. is the entity resulting from the amalgamation of QYOU Media Inc. (as it was then called) and 2561287 Ontario Ltd. (then a wholly-owned subsidiary of the Issuer) on March 13, 2017. In connection with the Transaction, the Issuer filed articles of amendment to change its name to "QYOU Media Inc." and was continued into Ontario on March 29, 2017 under the *Business Corporations Act* (Ontario). Subsequently, on March 31, 2017, the Issuer's common shares resumed trading on the TSXV under the symbol "QYOU". Following the Transaction, the Issuer now carries on the business of QYOU and its subsidiaries. On July 1, 2021, the Issuer amalgamated with its subsidiary, QYOU Media Holdings Inc.

The address of the Issuer's corporate office and its principal place of business is 154 University Avenue, Suite 601, Toronto, Ontario. The Shares trade on the Exchange under the symbol "QYOU". The Issuer is a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

QYOU operates in India and the United States producing and distributing content created by social media stars and digital content creators. In India, through the Issuer’s flagship brand, *The Q India*, and its broadcast and digital channels, *The Q Marathi*, *the Q Kahaniyan*, *The Q Comedistaan* and *The Q GameX*, the Issuer curates, produces and distributes premium content, including television networks and video on demand (“**VOD**”) for cable and satellite television, over-the-top platforms, connected TVs and mobile platforms. In the United States, the Issuer manages influencer marketing campaigns for major film studios, gaming companies and other consumer brands. Founded and created by industry veterans from Lionsgate, MTV, Disney and Sony, the Issuer’s millennial and Gen Z-focused content reaches more than one billion consumers around the world. Experience the Issuer’s work at [www.qyoumedia.com](http://www.qyoumedia.com) and [www.theq.tv](http://www.theq.tv).

## Recent Developments

The most material recent developments in our business are:

- On January 31, 2023, the Issuer completed the acquisition of a majority ownership of Maxamtech Digital Ventures, an India based venture creating technology and games for the mobile gaming industry.
- On April 26, 2023, the Issuer announced the launch of *QGamesMela*, the Issuer’s first direct to consumer casual mobile gaming app.
- On June 22, 2023, the Issuer announced the nomination of Raj Mishra to the board of directors of the Issuer and engagement of Raj Mishra to provide strategic advisory services to the Issuer.

## Material Facts

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this Offering Document or in another document filed by the Issuer over the 12 months preceding the date of this Offering Document on the Issuer’s profile at [www.sedarplus.ca](http://www.sedarplus.ca). You should read these documents prior to investing.

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

The following table sets out: (i) the business objectives the Issuer expects to accomplish using its available funds following the Offering; (ii) the significant event(s) that must occur for each business objective to be accomplished; and (iii) the anticipated time period for completion and estimated cost for each such event.

<b>Business Objectives</b>	<b>Preceding Significant Event(s) (each, an “Event”)</b>	<b>Expected Time Period for Event</b>	<b>Cost of Event (Assuming 100% of the Offering)</b>
Build out of Maxamtech & <i>QGamesMela</i> Gaming Business	Investment into the development of the gaming platform, formulation of the commercial strategy of the product and development of the initial marketing campaigns to promote the platform	12 months	\$500,000
<b>TOTAL:</b>			<b>\$500,000</b>

### PART 3 USE OF AVAILABLE FUNDS

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

		Assuming 100% of the Offering
<b>A</b>	Amounts to be raised by the Offering	\$2,100,000
<b>B</b>	Selling commissions and fees <sup>(1)</sup>	\$157,500
<b>C</b>	Estimated Offering costs (e.g., legal, accounting, audit)	\$25,000
<b>D</b>	Net proceeds of Offering: $D = A - (B+C)$	\$1,917,500
<b>E</b>	Working capital as at most recent months end (deficiency) <sup>(2)</sup>	\$1,523,500
<b>F</b>	Additional sources of funding <sup>(3)</sup>	-
<b>G</b>	<b>Total available funds: <math>G = D+E+F</math></b>	<b>\$3,441,000</b>

(1) See Part 4 "Fees and Commissions" below.

(2) The working capital as at September 30, 2023 is an estimate of management and actual results may differ. See "Cautionary Note Regarding Forward-Looking Statements" section above.

(3) Does not include amounts raised under the 2022 Financing. See "How have we used the other funds we have raised in the past 12 months" below.

#### How will we use the available funds?

The Issuer intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
Build out of Maxamtech & QGamesMela Gaming Business	\$500,000
General working capital purposes	\$2,941,000
<b>Total: Equal to G in the Use of Available Funds table</b>	<b>\$3,441,000</b>

The above-noted allocation of capital and anticipated timing represents the Issuer's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Issuer 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 Issuer's ability to execute on its business plan. The Issuer has had a history of negative cash flow from operating activities and if necessary, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. The Issuer anticipates that it will continue to have negative cash flow from operating activities in future periods. The Issuer cannot guarantee that it will attain or maintain positive cash flow status in the future. See the "Cautionary Note Regarding Forward-Looking Information" section above.

The most recent unaudited interim financial statements of the Issuer for the three and six months ended June 30, 2023 included a going-concern note. The Issuer has not yet achieved profitable operations, has an accumulated deficit and the Issuer has not yet generated positive cash flows from its operating activities, which may cast doubt on the Issuer's ability to continue as a going concern. The Offering is intended to permit the Issuer to continue to

develop its business operations, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Issuer.

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

On November 17, 2022, the Issuer completed a “best efforts” public offering by issuing 25,600,000 units and 1,920,000 warrants and a concurrent non-brokered private placement 1,840,000 units (collectively, the “**2022 Financing**”), each at a price of \$0.125 per unit for total gross proceeds of \$3,433,840. The net proceeds for the 2022 Financing are anticipated to be used to fund its cash requirements for its operations as currently conducted, as well as to grow its operations, as set forth below. The following table provides the Issuer’s actual use of proceeds to date and available funds as of the date hereof. Over the past nine months, management of the Issuer has continued to review the opportunities surrounding the investments and have discovered that there is a superior return on capital in the gaming business over the digital assets and, accordingly, management has reallocated more capital towards gaming.

<b>Principal Purposes of Net Proceeds</b>	<b>Net Proceeds Allocated</b>	<b>Actual Use of Funds</b>	<b>Available Funds</b>
Investment to build out the Indian operations including:	<b>\$1,500,000</b>	<b>\$1,086,303</b>	<b>\$413,697</b>
• direct to consumer mobile gaming; and	\$750,000	\$776,221	\$(26,221)
• digital channels.	\$750,000	\$310,082	\$439,918
Unallocated working capital and general and administrative expenses	<b>\$1,295,892</b>	<b>\$1,014,051</b>	<b>\$281,841</b>
<b>TOTAL</b>	<b>\$2,795,892</b>	<b>\$2,100,354</b>	<b>\$695,538</b>

**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?**

The Offering is non-brokered. The Issuer has not engaged any registrants to introduce investors to participate in the Offering. While the Issuer does not expect to engage any registrants in connection with this Offering, the Issuer may compensate certain finders in connection with the sale of Units to purchasers introduced to the Issuer. The Issuer may compensate certain finders with a cash commission of up to 7.5% of the aggregate gross proceeds of the Offering and issue finders warrants equal to up to 7.5% of the total number of Units subscribed for under the Offering. The finders warrants, to the extent they are issued, shall entitle the holder to acquire one (1) Share at a price of \$0.10 per Share for a period of 24 months.

**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 Issuer, or
- b) to damages against the Issuer 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 ABOUT THE ISSUER**

##### **Where can you find more information about us?**

You can access the Issuer's continuous disclosure under its profile at [www.sedarplus.ca](http://www.sedarplus.ca) and at [www.qyoumedia.com](http://www.qyoumedia.com).

**PART 7 DATE AND CERTIFICATE**

Dated: October 6, 2023

**This Offering Document, together with any document filed under Canadian securities legislation on or after October 6, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

(signed) "*Curt Marvis*"

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Curt Marvis  
Chief Executive Officer

(signed) "*Kevin Williams*"

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Kevin Williams  
Chief Financial Officer

## APPENDIX TO OFFERING DOCUMENT

### APPENDIX A

#### ACKNOWLEDGEMENTS OF THE INVESTOR

Each purchaser of the Units (the “Investor”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Issuer, as at the date hereof, and as of the Closing Date:

- a) The Investor acknowledges that this Offering is a private placement and accordingly is exempt from the prospectus filing requirements of applicable securities laws. The Investor has received a copy of the Offering Document, has had an opportunity to read it and understands that it does not contain all the information about QYOU that would be contained in a prospectus;
- b) Unless the Investor has otherwise confirmed or agreed in writing to the Issuer, the Investor hereby confirms that:
  - i. the Investor does not own any other securities of QYOU;
  - ii. the Investor is not an “insider” (as that term is defined in the *Securities Act* (British Columbia)) of the Issuer;
  - iii. the Investor is not a Related Person (as that term is defined in the policies of the Canadian Securities Exchange) of the Issuer; and
  - iv. the Investor is not a “registrant” (as that term is defined in the *Securities Act* (British Columbia));
- c) the Investor confirms that it (i) has such knowledge and experience in financial and business affairs as to be capable of evaluating the merits and risks of its investment in the Units (including the potential loss of its entire investment); (ii) is aware of the characteristics of the Units and understands the risks relating to an investment therein; and (iii) is able to bear the economic risk of loss of its investment in the Units and understands that it may lose its entire investment in the Units;
- d) the Investor is resident in the jurisdiction disclosed to the Issuer and the Investor was solicited to purchase only in such jurisdiction;
- e) to the Investor’s knowledge and belief, the subscription for the Units by the Investor does not contravene any of the applicable securities legislation in the jurisdiction in which the Investor resides and does not give rise to any obligation of the Issuer to prepare and file a prospectus, registration statement or similar document or to register the Units;
- f) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Issuer hereunder, as applicable, will not represent proceeds of crime for the purposes of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”) or for the purposes of the United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, as may be amended from time to time (the “PATRIOT Act”) and the Investor acknowledges that the Issuer may in the future be required by law to disclose the Investor’s name and other information relating to the Investor’s subscription of the Units, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Investor (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Investor; and (ii) it will promptly notify the Issuer if

the Investor discovers that any of such representations ceases to be true, and to provide the Issuer with appropriate information in connection therewith;

- g) neither the Issuer nor any of its respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Investor: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the subscription amount; or (iii) as to the future price or value of the Units;
- h) the Investor is not purchasing the Units with knowledge of any material information concerning the Issuer that has not been generally disclosed. The Investor's Units are not being purchased by the Investor as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Issuer or any other person and is based entirely upon the Offering Document and the Issuer's continuous disclosure record at [www.sedarplus.ca](http://www.sedarplus.ca);
- i) no securities commission, agency, governmental authority, regulatory body, stock exchange or other regulatory body has reviewed or passed on the investment merits of the Units and there is no government or other insurance covering the Units;
- j) if the Investor is:
  - i. a corporation, it is duly incorporated and is validly subsisting under the laws of the jurisdiction where it has provided a business address to the Issuer and has all requisite legal and corporate power and authority to subscribe for the Units;
  - ii. a partnership, syndicate or other form of unincorporated organization, the Investor has the necessary legal capacity and authority to observe and perform its covenants and obligations under this Offering Document and has obtained all necessary approvals in respect thereof; or
  - iii. an individual, the Investor is of the full age of majority and is legally competent to observe and perform his or her covenants and obligations under this Offering Document;
- k) the Investor is responsible for obtaining such legal and tax advice as it considers appropriate in connection with the performance of this Offering Document and the transactions contemplated under this Offering Document, and that the Investor is not relying on legal or tax advice provided by the Issuer or its counsel;
- l) the purchase of the Units will not breach any third party agreement or court order to which the Investor is subject;
- m) where required by law, the Investor is either purchasing the Units as principal for its own account and not as agent or trustee for the benefit of another or is deemed to be purchasing the Units as principal for its own account in accordance with applicable Securities Laws;
- n) all capitalized terms used herein without definition have the respective meanings ascribed to them in the accompanying Offering Document;

#### **United States Securities Laws - Additional Acknowledgements**

- o) unless the Investor has separately delivered to the Issuer a U.S. Representation Letter (in which case the Investor makes the representations, warranties and covenants set forth therein), the Investor (i) is not a "U.S. person" and is not in the "United States" (as such terms are defined in Regulation S under the U.S. Securities Act), (ii) was outside of the United States at the time the buy order for the Units was originated, (iii) is not subscribing for the Units for the account or benefit of a U.S. person or a person in the United

States, (iv) is not subscribing for the Units for resale in the United States, and (v) was not offered the Units in the United States; and

- p) the Investor is aware that the Securities have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and that the Units may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States without registration under the U.S. Securities Act and all applicable U.S. state securities laws, or without compliance with the requirements of an exemption from such registration, and it acknowledges that the Issuer has no obligation or present intention of filing a registration statement under the U.S. Securities Act or any U.S. state securities laws in respect of the sale or resale of any of the Securities.

## APPENDIX B

### INDIRECT COLLECTION OF PERSONAL INFORMATION

By purchasing Units, the purchaser (each a “Purchaser”) acknowledges that the Issuer and its agents and advisers may each collect, use and disclose its name and other specified personally identifiable information (including its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Units that it has purchased) (the “Information”), for purposes of (i) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation, and (ii) issuing ownership statements issued under a direct registration system or other electronic book-entry system, or certificates that may be issued, as applicable, representing the Units to be issued to the Purchaser. The Information may also be disclosed by the Issuer to: (i) stock exchanges, (ii) revenue or taxing authorities and (iii) any of the other parties involved in the Offering, including legal counsel, and may be included in record books in connection with the Offering. The Purchaser is deemed to be consenting to the disclosure of the Information.

By purchasing Units the Purchaser acknowledges (A) that Information concerning the Purchaser will be disclosed to the relevant Canadian securities regulatory authorities, and may become available to the public in accordance with the requirements of applicable securities and freedom of information laws and the Purchaser consents to the disclosure of the Information; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Units, the Purchaser shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

The Purchaser may contact the following public official in the applicable province with respect to questions about the commission’s indirect collection of such Information at the following address, telephone number and email address (if any):

**Alberta Securities Commission**

Suite 600, 250 – 5th Street SW  
Calgary, Alberta T2P 0R4  
Telephone: (403) 297-6454  
Toll free in Canada: 1-877-355-0585  
Facsimile: (403) 297-6156  
Public official contact: FOIP Coordinator

**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Inquiries: (604) 899-6854  
Toll free in Canada: 1-800-373-6393  
Facsimile: (604) 899-6506  
Email: FOI-privacy@bcsc.bc.ca  
Public official contact: FOI Inquiries

**The Manitoba Securities Commission**

500 – 400 St. Mary Avenue  
Winnipeg, Manitoba R3C 4K5  
Telephone: (204) 945-2548  
Toll free in Manitoba 1-800-655-5244  
Facsimile: (204) 945-0330  
Public official contact: Director

**Financial and Consumer Services Commission (New Brunswick)**

85 Charlotte Street, Suite 300  
Saint John, New Brunswick E2L 2J2  
Telephone: (506) 658-3060

**Government of Nunavut**

**Department of Justice**  
Legal Registries Division  
P.O. Box 1000, Station 570  
1st Floor, Brown Building  
Iqaluit, Nunavut X0A 0H0  
Telephone: (867) 975-6170  
Facsimile: (867) 975-6195  
Public official contact: Superintendent of Securities

**Ontario Securities Commission**

20 Queen Street West, 22nd Floor  
Toronto, Ontario M5H 3S8  
Telephone: (416) 593- 8314  
Toll free in Canada: 1-877-785-1555  
Facsimile: (416) 593-8122  
Email: exemptmarketfilings@osc.gov.on.ca  
Public official contact: Inquiries Officer

**Prince Edward Island Securities Office**

95 Rochford Street, 4th Floor Shaw Building  
P.O. Box 2000  
Charlottetown, Prince Edward Island C1A 7N8  
Telephone: (902) 620-3870  
Facsimile: (902) 368-5283  
Public official contact: Superintendent of Securities

**Autorité des marchés financiers**

800, Square Victoria, 22e étage  
C.P. 246, Tour de la Bourse

Toll free in Canada: 1-866-933-2222  
Facsimile: (506) 658-3059  
Email: info@fcnb.ca  
Public official contact: Chief Executive Officer and Privacy Officer

**Government of Newfoundland and Labrador  
Financial Services Regulation Division**

P.O. Box 8700, 1 Prince Philip Drive  
2nd Floor, West Block, Confederation Building  
St. John's, Newfoundland and Labrador A1B 4J6  
Attention: Director of Securities  
Telephone: (709) 729-4189  
Facsimile: (709) 729-6187  
Public official contact: Superintendent of Securities

**Government of the Northwest Territories  
Office of the Superintendent of Securities**

P.O. Box 1320  
1st Floor Stuart Hodgson Building, 5009 49th Street  
Yellowknife, Northwest Territories X1A 2L9  
Attention: Deputy Superintendent, Legal & Enforcement  
Telephone: (867) 767-9305  
Facsimile: (867) 873-0243  
Public official contact: Superintendent of Securities

**Nova Scotia Securities Commission**

Suite 400, 5251 Duke Street  
Duke Tower  
P.O. Box 458  
Halifax, Nova Scotia B3J 2P8  
Telephone: (902) 424-7768  
Facsimile: (902) 424-4625  
Public official contact: Executive Director

Montréal, Québec H4Z 1G3  
Telephone: (514) 395-0337 or 1-877-525-0337  
Facsimile: (514) 873-6155 (For filing purposes only)  
Facsimile: (514) 864-6381 (For privacy requests only)  
Email: financementdassocies@lautorite.qc.ca (For corporate  
finance issuers); fonds\_dinvestissement@lautorite.qc.ca (For  
investment fund issuers)  
Public official contact: Secrétaire générale

**Financial and Consumer Affairs Authority of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 4H2  
Telephone: (306) 787-5645  
Facsimile: (306) 787-5899  
Public official contact: Director

**Government of Yukon**

**Department of Community Services**

Office of the Superintendent of Securities  
307 Black Street  
Whitehorse, Yukon Y1A 2N1  
Telephone: (867)667-5466  
Facsimile: (867) 393-6251  
Email: securities@gov.yk.ca  
Public official contact: Superintendent of Securities