No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering (as defined herein) 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.

These securities have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

Amended and Restated Offering Document under the Listed Issuer Financing Exemption

August 7, 2026

NEO Battery Materials Ltd.

(the "**Company**" or "**NEO**")

SUMMARY OF OFFERING

What are we offering?

Offering:	NEO is offering 20,000,000 units of the Company (each, a "**Unit**") pursuant to the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions* ("**NI 45-106**") for aggregate gross proceeds of approximately $4,000,000 (the "**Offering**"). Each Unit consists of one (1) common share of the Company (each, a "**Common Share**") and one (1) common share purchase warrant (each, a "**Warrant**"). Each Warrant entitles the holder to acquire one Common Share at an exercise price of $0.30 per Common Share for a period of thirty-six (36) months from the date of issuance.
Offering Price:	$0.20 per Unit.
Offering Amount:	Up to 20,000,000 Units for aggregate gross proceeds of approximately $4,000,000.
Closing Date:	The Offering is expected to close on or about August 13, 2026 (the **"Closing Date"**)

Exchange:	The Common Shares are listed on the TSX Venture Exchange (the "**TSXV**") under the symbol "NBM" and are quoted on the OTC Markets under the symbol "NBMFF".
Last Closing Price:	On August 6, 2026, the last closing price of the Common Shares on the TSXV was $0.205 and on the OTC Markets was US$0.15.

The Company is conducting a listed issuer financing under section 5A.2 of NI 45-106, as supplemented by the Order. In connection with this Offering, NEO represents the following is true:

- **NEO has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **NEO has filed all periodic and timely disclosure documents that it is required to have filed.**
- **NEO is relying on the exemptions in Coordinated Blanket Order 45-935 Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed $25,000,000 (being the greater of $25,000,000 and the amount equal to 20% of the aggregate market value of NEO's listed securities as calculated in accordance with the Order, to a maximum of $50,000,000).**
- **NEO will not close this Offering unless NEO reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **NEO 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 NEO seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains "forward-looking information" within the meaning of applicable Canadian securities laws, which is based upon NEO's current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning the planned timeline for development and commercialization of NEO's product solutions and technology, including development timelines and anticipated costs NEO's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering and the expected Closing Date. 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 NEO. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: NEO’s limited operating history upon which an evaluation of NEO and its prospects can be based; NEO’s ability to generate profits; NEO’s ability to manage growth; the adverse effect of competitors on NEO’s operation, strategies and profitability; the risk associated with the research and development of battery-related technologies; the risk associated with the effectiveness and feasibility of battery material, electrode, and cell technologies that have not yet been tested or proven on commercial scale or under real-world operating conditions; the risks associated with battery-related manufacturing process scale-up, including maintaining consistent material, component, and cell quality, production yields, and process reproducibility at a pilot, semi-commercial, or commercial scale; the risks associated with compatibility of existing battery chemistries, formulations, components, or designs; unforeseen risks associated with entering into and maintaining collaborations, joint ventures, partnerships, or commercial contracts with battery cell manufacturers, original equipment manufacturers, and various companies in the global battery and downstream end-user supply chain; the risks associated with the failure to develop and produce commercially viable battery-related products or that technical goals may not be achieved within expected timelines or budgets under a joint development or collaboration; the risks associated with the Company’s technologies and products not meeting performance requirements or customer specifications; the risks that prototype and pilot-scale products do not advance into commercially produced products or translate into commercial orders; the risk associated with battery components and cell purchase orders and offtake supply that may not be fulfilled in full, on time, or at all as actual revenue realization depends on delivery schedules, achievement of technical milestones, and customer acceptance and validation; the risk associated with losing official vendor registration or status with existing customers; counterparty risk upon delivery of prototype and commercial products; the risks associated with constructing, completing, securing, and financing pilot, semi-commercial, and commercial battery materials, components, and cell manufacturing facilities including the Canadian and South Korean facilities; the risks associated with potential delays or increased costs with site preparation, equipment procurement and installation, and facility commissioning; the risks associated with integrating silicon anode material production, electrode manufacturing, and cell assembly within a single operational cluster or the Company’s business portfolio; the operational risks against which NEO may not be insured against or for which insurance is not available; the impact of negative cash flows on NEO’s operations and how, if NEO is unable to obtain further financing NEO’s business operations may fail; the impact of government regulations that can negatively affect economic justifications and or models; other risks described from time to time in our documents filed with Canadian securities regulatory authorities; the volatility of the capital markets; the general global markets and economic conditions; the volatility of commodities prices, specifically those related to various battery metals and raw materials; dilution as a result of future issuances of equity securities; potential conflicts of interest of NEO’s directors and officers; adverse impacts on NEO’s reported results of operations as a result of adopting new accounting standards or interpretations; changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters; the possibility of write-downs and impairments; environmental risks; litigation risks; volatility in the price of the Common Shares; currency risks; financial reporting standards; and the potential effects of climate change. This list is not exhaustive of the factors that may affect any of NEO's forward-looking statements or forward-looking information.

Forward-looking information includes statements about the future and are inherently uncertain, NEO's actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in the Company's continuous disclosure filings available at www.sedarplus.ca. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, NEO disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

NEO is a Canadian battery technology company that develops and produces silicon-enhanced lithium-ion batteries and battery materials for drones, unmanned aerial vehicles, robotics, physical AI, defense systems, electric vehicles, and energy storage systems (including for AI data centres). Using a patent-protected, low-cost silicon manufacturing process, the Company's silicon anode material, NBMSiDE®, is designed to enable longer-running and ultra-fast-charging batteries at lower cost than conventional graphite-based cells.

During the fiscal year ended February 28, 2026, NEO transitioned from a research-focused developer into a vertically integrated, high-performance battery solutions provider, and launched two commercial segments: (i) a Battery Foundry, centred on its Gimje battery manufacturing factory in South Korea, which produces silicon-graphite anodes, LFP/NMC cathodes, electrodes and cells on a contract-manufacturing basis; (ii) Engineering Services, which leverages in-house cell design and manufacturing expertise to service battery cell companies and downstream original equipment manufacturers (OEMs) with end-to-end battery solutions spanning operator training, production optimization, electrode/cell design, and customer qualification support; and (iii) a Drone & Robotics Battery program, through which the Company develops and manufactures proprietary drone and robotics battery cells and packs, with a particular focus on non-Chinese, U.S. National Defense Authorization Act (NDAA)-compliant products for defense applications. The Company holds an approximately 90% interest in its Korean operating subsidiary, NEO Battery Korea Co., Ltd.

Recent Developments

Key recent developments involving or affecting the Company include the following:

- **Defense drone traction.** The Company has received purchase orders for custom battery solutions and existing drone battery cells and packs from various Korean defense drone OEMs for testing and field validation. The Company's enhanced products demonstrated a 98% increase in surveillance-drone flight time versus mass-produced Chinese benchmarks in live field testing (February 2026), and launched an NDAA-compliant FPV strike-drone battery (June 2026) delivering enhanced energy density and flight range than Chinese incumbents.

- **Commercial validation.** The Company received recurring contract-manufacturing purchase orders from Fortune 500 automotive OEMs (with official vendor status) and added eight additional battery-foundry customers, including a European Fortune Global 500 automotive OEM and a U.S.-based battery manufacturer. The Company entered into joint development agreements with various Asian and Korean defense and logistics drone manufacturers, a North American UAS specialist, and Korean robotics companies to develop and supply high-performance battery solutions to improve energy and power density, payload capacity, weight reduction, system runtime, and operational efficiency.
- **First commercial revenues.** The Company recorded its first commercial revenues of $267,722 in the fourth quarter of the fiscal year ended February 28, 2026, marking the transition from a pre-revenue research company to an integrated battery solutions provider.
- **Manufacturing foundation.** The Company secured a long-term lease for the Korean battery manufacturing factory (November 2025) for MWh-scale electrode production and closed the acquisition of a 3.2-acre expansion site (February 2026) to house a mass-volume cell assembly line for drone and robotics applications.
- **Defense partnerships.** The Company entered into a series of defense-sector arrangements in South Korea during 2026, including memoranda of understanding and partnerships with the Association of the Republic of Korea ("**ROK**") Army, the ROK Army's 12th Infantry Division, the Capital Mechanized Infantry Division and the Capital Defense Command, and a non-binding supply intent letter to deliver 7,584 drone battery packs (45,504 cells) supporting ROK Army programs. The Company also strengthened its defense capabilities by appointing 4-Star General (Ret.) Chang-Jun Ko, a past Acting Chief of Staff of the ROK Army, to its board of directors, and by adding Strategic Defense Advisors including 4-Star Admiral (Ret.) Seung-Sub Shim, a former Chief of Naval Operations of the ROK Navy, and 2-Star Major General (Ret.) Geun-Young Choi.
- **Korean subsidiary ownership.** The Company agreed to acquire an additional interest in NEO Battery Korea Co., Ltd., increasing its ownership to approximately 90%, subject to customary closing conditions including TSXV acceptance.
- **Academic partnerships.** The Company and the University of Toronto secured multi-year, non-dilutive research investment from Mitacs Accelerate to advance high-power, non-flammable niobium-based battery technology for defense and industrial applications. The Company's targeted end-use applications for niobium batteries include defense submarines/unmanned underwater vehicles, short-range ballistic missiles, and battery backup units for AI data centres.

Material Facts

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

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

NEO intends to issue up to 20,000,000 Units for aggregate gross proceeds of up to $4,000,000 under the Offering as a listed issuer financing pursuant to section 5A.2 of NI 45-106. The business objectives of NEO are to increase the throughput rate of battery cell manufacturing at the Company's facilities in South Korea, to introduce and deploy its high-performance drone and robotics battery cell and pack solutions into international markets, and for general corporate purposes.

The following table sets forth the significant events that must occur for the business objectives to be accomplished, the anticipated period in which each event is expected to occur, and the cost related to each event:

Business Objectives	Significant Event(s)	Expected Period of Event	Expected Costs
Increase throughput rate of battery cell manufacturing	Commissioning Factory Acceptance Testing (FAT) of first set of formation channel equipment; Installing equipment and performing Site Acceptance Testing (SAT)	6 months	$650,000
Deployment of high-performance battery solutions in international markets	Optimizing proprietary cell designs with prototype fabrication and performance validation; Conducting product safety tests and obtaining relevant UN, UL & IEC certifications; Recurring investment in battery engineering capabilities and human capital; Customer qualification and integration	12 months	$250,000
General corporate purposes	Strategic and effective allocation of working capital, general & administrative, payroll, and rent/facilities expenses, and other ancillary expenses	12 months	1,500,000

USE OF AVAILABLE FUNDS

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

The following table sets forth the expected total available funds to NEO following completion of the Offering:

		Assuming 100% of Offering
A	Amount to be raised by this Offering	$4,000,000
B	Selling commissions and fees [(1)]	$240,000
C	Estimated offering costs (e.g., legal, accounting, audit)	$10,000

		Assuming 100% of Offering
D	Net proceeds of Offering: D = A – (B+C)	$3,750,000
E	Working capital (deficiency) as at June 30, 2026 (2)(3)	$(1,246,961)
F	Additional sources of funding	$0
G	Total available funds: G = D + E + F	$2,503,039

Notes:

(1) The estimated selling commissions and fees assume that all subscribers to the Offering were introduced by a finder. For additional details, see "*Fees and Commissions*".

(2) The difference in working capital since the most recently audited annual financial statements is mainly driven by the scale-up of production of battery components and cell products, the capital expenditures for the expansion battery factory, and the buyback of ownership of the Company's operating subsidiary, NEO Battery Materials Korea Co., Ltd.

(3) As of the date of this Offering Document, the working capital figure for the month ended on July 31, 2026, is not yet available due to accounting month-end closing procedures.

How will we use the available funds?

Description of intended use of available funds (in order of priority)	Assuming 100% of Offering
Installation of battery manufacturing equipment at the Gimje expansion site(1)	$650,000
Advancement of drone & robotics battery qualification and production of the Defense Battery Development Program(2)	$250,000
General and administrative, payroll, and rent & facility expenses over the next 12 months	$1,500,000
Unallocated working capital	$103,039
Total (equal to G — Total available funds — in Item 8)	$2,503,039

Notes:

(1) The Company will be allocating funds to purchase assets for the Gimje battery expansion factory. Main equipment for the facility will comprise of certain cell assembly processes and formation channels to increase battery manufacturing capacity.

(2) On a recurring basis, the Company will allocate resources to the research, development, and advancement of its drone and robotics battery solutions to improve energy density, power density, charging/discharging characteristics, and other relevant electrochemical properties. Major components of R&D fund allocation will revolve around engineering salary, raw materials procurement, electrode-to-cell manufacturing, performance testing, and certifications. Costs of these major components vary by chemistries, electrode/cell build quantity, yields, and testing protocols. Commercialization time and cost estimates also vary as the Company retains several SKUs at varying levels of development.

The above allocation reflects the Company's current intentions based on its present plans and business condition, which may change as those plans and conditions evolve. Although NEO intends to use the available funds as described, there may be circumstances where, for sound business reasons, a reallocation may be necessary, and the amounts actually spent may vary. See "*Cautionary statement regarding forward-looking information*".

The Company's audited annual financial statements for the year ended February 28, 2026 included a going concern note. Although the Company achieved its first commercial revenues and held $5,496,557 in cash as at February 28, 2026, it has not yet generated positive cash flows from its operating activities, which may cast doubt on its ability to continue as a going concern. The Offering is intended to permit the Company to continue to pursue its business objectives and is expected to help address the uncertainties that affect the decision on whether a going concern note is included in the Company's next annual financial statements.

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

In the 12 months before the date of this offering document, NEO completed three financings, none of which was a listed issuer financing under the LIFE exemption:

Date	Gross Proceeds Raised	Stated Use of Available Funds	Variance
September 29, 2025	10,785,836 Units at $0.51 per Unit for gross proceeds of approximately $5,500,000. Each Unit consisted of one Common Share and one warrant exercisable at $0.80 for 36 months (to September 29, 2028)	Securing South Korean battery components, cell equipment and facilities to manufacture drone, UAV and robotics batteries; Purchasing scale-up equipment for silicon battery material development; and working capital and general corporate overhead.	Funds were primarily used to secure first battery manufacturing facility in South Korea and securing highly qualified personnel to operate facility. No impact of the variances on the ability to achieve its business objectives and milestones.
November 3, 2025	9,803,921 Units at $0.51 per Unit for gross proceeds of approximately $5,000,000. Each Unit consisted of one Common Share and one warrant exercisable at $0.80 for 36 months (to November 3, 2028)	Procuring cylindrical and prismatic-format battery manufacturing equipment and other relevant installations for the recently announced 3.2-acre expansion site; and working capital and general corporate overhead	Funds were used to buyout the 3.2-acre land and vacant industrial warehouses in full without commercial mortgage. Priority changed to procure more pouch-format battery manufacturing equipment. No impact of the variances on the ability to achieve its business objectives and milestones.
January 21, 2026	11,666,667 Units at $0.60 per Unit for gross proceeds of approximately $7,000,000. Each Unit consisted of one Common Share and one warrant exercisable at $0.85 for 36 months (to January 21, 2029)	Installing additional battery manufacturing equipment, including formation and cylindrical/prismatic cell assembly, at the Gimje factory and the expansion site; and general working capital.	Funds were used to primarily install infrastructure/utility within expansion site and procure pouch cell assembly equipment. No impact of the variances on the ability to achieve its business objectives and milestones.

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?

NEO has not engaged any dealers or finders in connection with this Offering. The Company may compensate certain finders with a cash commission of up to 6% of the aggregate gross proceeds raised from the Offering and issue finders’ warrants equivalent to 6% of the total Units subscribed under the Offering.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

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

- **to rescind your purchase of these securities with NEO, or**
- **to damages against NEO and may, in certain jurisdictions, have a statutory right to damages from other persons.**

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

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

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

ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Company's continuous disclosure filings under NEO's profile on SEDAR+ at www.sedarplus.com. Further information about the Company is available on its website at www.neobatterymaterials.com. Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk and other aspects of an investment in the Units.

APPENDIX A

ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES OF THE PURCHASER

Each purchaser of the Units (the "**Purchaser**) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the Closing Date which will take place on or about August 13, 2026:

(a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;

(b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document (other than an annual or interim report, financial statements or any other document, other than an offering memorandum, the content of which is prescribed by statute or regulation) describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Units pursuant to the Offering;

(c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this Offering Document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re-sell or re-purchase the Units or refund any of the purchase price of the Units, or that the Units will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system, and no person has given any undertaking to the Purchaser relating to the future value or price of the Units;

(d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent 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 Purchaser is not relying on legal or tax advice provided by the Company or its counsel;

(e) the Purchaser acknowledges that:

(i) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;

(ii) there is no government or other insurance covering the Offering;

(iii) there are risks associated with the purchase of the Offering;

(f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Units through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Units pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given;

(g) the Purchaser either (A) is not an "insider" of the Company or a "registrant" (each as defined under applicable securities laws of Ontario) or (B) has identified itself to the Company as either an "insider" or a "registrant" (each as defined under applicable securities laws of Ontario);

(h) if the Purchaser is:

(i) a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Units pursuant to the terms set out in this Offering Document;

(ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Units pursuant to the terms set out in this Offering Document and has obtained all necessary approvals in respect thereof; or

(iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Units pursuant to the terms set out in this Offering Document;

(i) the subscription for the Units and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;

(j) the Purchaser is not purchasing the Units with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the Offering Document;

(k) the Purchaser is aware that the Units have not been and will not be registered under the United States Securities Act of 1933, as amended (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, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Units;

(l) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company 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 Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser's name and other information relating to the Purchaser'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 Purchaser (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 Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;

(m) neither the Company, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Purchaser: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the purchase price of the shares acquired by the Purchaser; or (iii) as to the future price or value of the Units;

(n) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Units as may be required by any securities commission, stock exchange or other regulatory authority;

(o) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Units pursuant to the terms set out in this Offering Document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Units and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser's subscription;

(p) the Purchaser is purchasing the Units for investment purposes only and not with a view to resale or distribution; and

(q) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering.

APPENDIX B

INDIRECT COLLECTION OF PERSONAL INFORMATION

Indirect Collection of Personal Information

By purchasing the Units, the Purchaser acknowledges that the Company and their respective agents and advisers may each collect, use and disclose the Purchaser's name and other specified personally identifiable information (including his, her or 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 Company 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 the 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: 403-297-2082 Public official contact regarding indirect collection of information: 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: 604-899-6581 Email: FOI-privacy@bcsc.bc.ca Public official contact regarding indirect collection of information: FOI Inquiries
The Manitoba Securities Commission 500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2561 Toll free in Manitoba: 1-800-655-5244 Facsimile: 204-945-0330	**Financial and Consumer Services Commission (New Brunswick)** 85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: 506-658-3060 Toll free in Canada: 1-866-933-2222

Public official contact regarding indirect collection of information: Director	Facsimile: 506-658-3059 Email: info@fcnb.ca Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer
Government of Newfoundland and Labrador Financial Services Regulation Division P.O. Box 8700 Confederation Building 2nd Floor, West Block Prince Philip Drive St. John's, Newfoundland and Labrador A1B 4J6 Attention: Director of Securities Telephone: 709-729-4189 Facsimile: 709-729-6187 Public official contact regarding indirect collection of information: 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 regarding indirect collection of information: Executive Director
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 regarding indirect collection of information: 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: 902-368-4569 Facsimile: 902-368-5283 Public official contact regarding indirect collection of information: Superintendent of Securities
Financial and Consumer Affairs Authority of Saskatchewan Suite 601 - 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: 306-787-5842 Facsimile: 306-787-5899 Public official contact regarding indirect collection of information: Director	**Autorité des Marchés Financiers** 800, Square Victoria, 22e étage C.P. 246, Tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514 395-0337 or 1 877 525-0337 Facsimile: 514 864-6381 Public official contact regarding indirect collection of information: Secrétaire générale

DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after August 7, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

August 7, 2026

"Spencer Huh"	"Nancy Zhao"
Spencer Huh Director, President and Chief Executive Officer	**Nancy Zhao** Chief Financial Officer