A copy of this amended and restated preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada (other than Québec), but has not yet become final for the purpose of the sale of securities. Information contained in this amended and restated preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This amended and restated short form prospectus constitutes a public 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. *These 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 state securities laws and, except to the extent permitted under the Underwriting Agreement (as hereinafter defined) may not be offered or sold within the United States. This amended and restated short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution."*

Information has been incorporated by reference in this amended and restated short form prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of EQ Inc. at 1235 Bay Street, Suite 401, Toronto, ON, M5R 3K4, telephone (416) 260-8769, and are also available electronically at www.sedar.com.*

AMENDED AND RESTATED PRELIMINARY SHORT FORM PROSPECTUS DATED FEBRUARY 4, 2021 AMENDING AND RESTATING THE PRELIMINARY SHORT FORM PROSPECTUS DATED FEBRUARY 3, 2021

New Issue February 4, 2021

EQ INC.

$10,000,000

6,250,000 Common Shares

This amended and restated preliminary short form prospectus (the "**Prospectus**") qualifies the distribution of 6,250,000 common shares (the "**Common Shares**") in the capital of EQ Inc. (the "**Company**" or "**EQ**") at a price of $1.60 (the "**Offering Price**") per Common Share (the "**Offering**").

The Common Shares are offered pursuant to the terms of an underwriting agreement (the "**Underwriting Agreement**") dated February 4, 2021 between the Company, Canaccord Genuity Corp. as sole bookrunner and co-lead manager ("**Canaccord**") and Echelon Wealth Partners Inc. as co-lead manager (together with Canaccord the "**Co-Lead Underwriters**"), Eight Capital and Desjardins Securities Inc. (collectively with the Co-Lead Underwriters, the "**Underwriters**"). The Offering Price and the other terms of the Offering were determined by negotiation between the Underwriters and the Company. See "Plan of Distribution".

Price: $1.60 per Common Share

	Price to the Public	Underwriters' Fee(1)	Net Proceeds to the Company(2)
Per Common Share..........	$1.60	$0.096	$1.504(1)
Total(3)	$10,000,000	$390,000(1)	$9,610,000(1)

Notes:

(1) The Company has agreed to pay the Underwriters a commission equal to 6% of the total gross proceeds of the Offering, including any proceeds from the exercise of the Over-Allotment Option (as defined herein) (the "**Underwriters' Fee**").

The Underwriters' Fee shall be reduced to 3% with respect to total gross proceeds received from the sale of Common Shares to purchasers identified by the Company (the "**President's List**"). As additional compensation, on the Closing Date (as defined herein) the Underwriters will be issued non-transferable compensation warrants of the Company (the "**Compensation Warrants**") equal to 6.0% of the total number of Common Shares sold under the Offering, other than Common Shares sold to the President's List. Each Compensation Warrant will be exercisable into one Common Share at $1.60 per Common Share, for a period of 18 months following the Closing Date. This Prospectus also qualifies the grant of the Compensation Warrants. See "Plan of Distribution".

(2) Before deducting the expenses of this Offering (estimated at $400,000) which, together with the Underwriters' Fee, will be paid by the Company from the proceeds of the Offering.

(3) The Company has granted to the Underwriters an over-allotment option (the "**Over-Allotment Option**") exercisable in whole or in part at the sole discretion of the Underwriters at any time before the date that is 30 days following the Closing Date (as defined herein), to purchase up to an aggregate of up to 937,500 additional Common Shares (the "**Over-Allotment Shares**") (representing up to 15% of the number of Common Shares sold pursuant to the Offering), at a price of $1.60 per Common Share, payable in cash against delivery of those additional Common Shares. The Over-Allotment Option is exercisable in whole or in part solely for the purpose of covering over-allotments, if any, made by the Underwriters in connection with the Offering and for market stabilization purposes. If the Over-Allotment Option is exercised in full, (assuming that President's List purchasers acquire 4,375,000 Common Shares in the Offering) the total price to the public, Underwriters' Fee and net proceeds to the Company before deducting other expenses of the Offering (based on the Underwriters' Fee structure described in note (1) above) will be $11,500,000, $480,000 and $11,020,000 respectively. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Shares issued and sold upon the exercise of the Over-Allotment Option. A purchaser who acquires Over-Allotment Shares forming part of the Underwriters' over-allocation position acquires those Over-Allotment Shares under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. Unless the context otherwise requires, references to Common Shares include the Over-Allotment Shares issuable upon exercise of the Over-Allotment Option. See "Plan of Distribution".

The following table sets out the maximum number of Common Shares that may be issued relating to the Over-Allotment Option:

Underwriters' Position	**Maximum Size**(1)	**Exercise Period/Acquisition Date**	**Exercise Price/Acquisition Value**
Over-Allotment Option	937,500 Common Shares	Exercisable for a period of 30 days following the Closing Date	$1.60 per Common Share

Note:

(1) Assuming the exercise of the Over-Allotment Option in full.

The Common Shares are listed and posted for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "EQ". On February 2, 2021, the last trading day before the announcement of the Offering, the closing price of the Common Shares on the TSXV was $1.80 per Common Share.

It is a condition to completion of the Offering that the Common Shares issuable pursuant to this Offering (including on exercise of the Compensation Warrants) be approved for listing on the TSXV.

The Underwriters, as principals, conditionally offer the Common Shares in connection with the Offering, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters on behalf of the Company by Aird & Berlis LLP and on behalf of the Underwriters by Osler, Hoskin & Harcourt LLP.

Subscriptions will be received subject to rejection or allotment in whole or in part and the Underwriters reserve the right to close the subscription books at any time without notice. The closing of the Offering is expected to occur on or about February 19, 2021, or such other date as the Company and the Underwriters may agree, but in any event no later than February 26, 2021 (the "**Closing Date**").

The Common Shares will be issued and deposited in electronic form with CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee pursuant to the book-based system administered by CDS on the Closing Date, against payment of the aggregate purchase price for the Common Shares. A purchaser of Common Shares will receive only a client confirmation from the registered dealer from or through whom Common Shares are purchased.

In connection with the Offering, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those that may otherwise exist in the open market. Such transactions, if commenced, may be discontinued at any time. **After the Underwriters have made reasonable efforts to sell all of the Common Shares at the Offering Price, the Underwriters may subsequently reduce the selling price to investors from time to time in order to sell any of the Common Shares remaining unsold. Any such reduction will not affect the proceeds received by the Corporation. See “Plan of Distribution”.**

Investing in the Common Shares involves a high degree of risk. See “Risk Factors” herein and “Risks and Uncertainties Affecting our Business” in the Company’s AIF (as defined herein) and other filings incorporated by reference herein. Potential investors are advised to consult their own legal counsel and other professional advisors in order to assess income tax, legal and other aspects of this Offering.

Unless otherwise indicated, all references to dollar amounts in this Prospectus are to Canadian dollars and, with the exception of per share amounts, have been rounded to the nearest dollar.

The Company’s registered and head office is located at 1235 Bay Street, Suite 401, Toronto, Ontario, M5R 3K4.

In the Prospectus, “EQ”, “we”, “us” and “our” refers, collectively, to EQ Inc. and its wholly owned subsidiaries.

ELIGIBILITY FOR INVESTMENT

In the opinion of Aird & Berlis LLP, counsel to the Company, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the "**Tax Act"**) at the date hereof, provided the Common Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSXV), the Common Shares, if issued on the date hereof, would be "qualified investments" under the Tax Act for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), deferred profit sharing plans, registered education savings plans ("**RESPs**"), registered disability savings plans ("**RDSPs**") and tax-free savings accounts ("**TFSAs**").

Notwithstanding the foregoing, the annuitant of an RRSP or RRIF, the holder of a TFSA or RDSP or the subscriber of an RESP, as the case may be, will be subject to a penalty tax where the Common Shares constitute a "prohibited investment" for the particular RRSP, RRIF, TFSA, RDSP or RESP. Common Shares will not be a "prohibited investment" for such a plan provided that, for purposes of the Tax Act, the annuitant of the RRSP or RRIF, the holder of a TFSA or RDSP or the subscriber of an RESP, as the case may be, deals at arm's length with the Company and does not have a "significant interest" (as defined in the Tax Act) in the Company. For these purposes, a holder, annuitant or subscriber will have significant interest in the Company at any time if the holder, annuitant or subscriber, or the holder, annuitant or subscriber together with non-arm's length persons, owns or is deemed to own 10% or more of the issued shares of any class of the Company or any corporation related to the Company for purposes of the Tax Act. In addition, Common Shares will not be a prohibited investment if such securities are "excluded property" as defined in the Tax Act for purposes of the prohibited investment rules for an RRSP, RRIF, TFSA, RDSP or RESP. Prospective investors who intend to hold the Common Shares in an RRSP, RRIF, TFSA, RDSP or RESP should consult their own tax advisors to ensure the Common Shares will not be a prohibited investment in their particular circumstances.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in the Prospectus, and in certain documents incorporated by reference in the Prospectus, constitute "forward-looking information" within the meaning of applicable Canadian securities laws. All statements other than statements of historical fact contained in the Prospectus and in documents incorporated by reference in the Prospectus, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, plans, objectives, goals and targets, future developments in the markets where the Company participates or is seeking to participate, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, constitute forward-looking information.

These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events, which management of the Company believes to be reasonable. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking information. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under "Risks and Uncertainties Affecting Our Business" in the AIF and "Risk Factors" in the Prospectus and in other documents incorporated by reference in the Prospectus. Management provides forward-looking information because they believe it provides useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking information made in the Prospectus and in documents incorporated by reference in the Prospectus are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. This forward-looking information is made as of the date of the Prospectus and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking information in the Prospectus and in the documents incorporated by reference in the Prospectus are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding business and operating strategies and the Company's ability to operate on a profitable basis.

Some of the risks which could affect future results and could cause results to differ materially from those expressed in the forward-looking information contained in this Prospectus include:

- Common Shares are subject to market price volatility;
- potential dilution;
- potential need for additional financing;
- forward-looking statements may prove to be inaccurate;
- no history of profitability;
- the Company may use the proceeds of the Offering for purposes other than those set out in this Prospectus; and
- risks related to COVID-19.

In addition to the factors set out above and those identified under the heading "Risks and Uncertainties Affecting Our Business" in the AIF and "Risk Factors" in the Prospectus, other factors not currently viewed as material could cause actual results to differ materially from those described in the forward-looking information. Although the Company has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to be anticipated, estimated or intended. Accordingly, readers should not place any undue reliance on forward-looking information.

Many of these factors are beyond the Company's ability to control or predict. These factors are not intended to represent a complete list of the general or specific factors that may affect the Company. The Company may note additional factors elsewhere in the Prospectus and in any documents incorporated by reference into the Prospectus. All forward-looking information speaks only as of the date made. All subsequent written and oral forward-looking information attributable to the Company, or persons acting on the Company's behalf, is expressly qualified in their entirety by the cautionary statements. Except as required by law, the Company undertakes no obligation to update any forward-looking information.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Company at Suite 401, 1235 Bay Street, Toronto, ON, M5R 3K4, telephone (416) 260-4326 and are also available electronically at www.sedar.com.

The following documents of the Company, which have been filed with securities commissions or similar authorities in Canada, are specifically incorporated by reference into, and form an integral part of, the Prospectus:

(a) the annual information form of the Company dated October 29, 2020 for the year ended December 31, 2019 (the "**AIF**");

(b) the unaudited condensed consolidated interim financial statements of the Company for the three and nine months ended September 30, 2020 and 2019, together with the notes thereto;

(c) the management's discussion and analysis of the Company for the three and nine months ended September 30, 2020 and 2019;

(d) the management information circular of the Company dated April 14, 2020 prepared in connection with the Company's annual and special meeting of shareholders of the Company held on May 21, 2020;

(e) the audited consolidated financial statements of the Company as at and for the years ended December 31, 2019 and 2018, together with the notes thereto and the auditors' report thereon;

(f) the management's discussion and analysis of the Company for the year ended December 31, 2019;

(g) the template version of the term sheet for the Common Shares dated February 3, 2021 filed on SEDAR in connection with this Offering (the "**Term Sheet**"); and

(h) the template version of the term sheet for the Common Shares dated February 4, 2021 filed on SEDAR in connection with this Offering (the "**Revised Term Sheet**" and together with the Term Sheet, the "**Marketing Materials**").

Any document of the type referred to in Section 11.1 of Form 44-101F1 *Short Form Prospectus Distributions* (excluding confidential material change reports) filed by the Company with a securities commission or similar regulatory authority in Canada after the date of the Prospectus and before the closing of the Offering are deemed to be incorporated by reference into the Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference is deemed to be modified or superseded, for purposes of the Prospectus, to the extent its content is modified or superseded by a statement contained in the Prospectus or in any other subsequently filed document that is also incorporated by reference in the Prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information contained in the document that it modifies or supersedes. The making of a modifying or superseding statement is not an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not, except as so modified or superseded, constitute a part of the Prospectus.

Information has been incorporated by reference in the Prospectus from documents filed with securities regulatory authorities in Canada and also available electronically at www.sedar.com.

MARKETING MATERIALS

The Marketing Materials are not part of the Prospectus to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in the Prospectus or any amendment.

Any template version of "marketing materials" (as defined in National Instrument 41-101) filed after the date of the Prospectus and before the termination of the distribution of the Offering (including any amendments to, or an amended version of, the Marketing Materials) is deemed to be incorporated by reference herein.

CURRENCY PRESENTATION

Unless otherwise indicated, all dollar amounts in the Prospectus are expressed in Canadian dollars.

SUMMARY DESCRIPTION OF THE BUSINESS

This summary does not contain all the information that may be important to you in deciding whether to invest in the Common Shares. You should read the entire Prospectus, including the section entitled "Risk Factors" and any documents incorporated by reference herein, before making such decision.

Overview

EQ Inc. is the company resulting from the amalgamation under the *Business Corporations Act* (Ontario) (the "**OBCA**") of Cyberplex Inc. and Emerald Technology Concept Inc., pursuant to articles of amalgamation effective as of January 1, 2000. The Company was incorporated under the OBCA on September 20, 1995 under the name "NewPath Capital Corporation". On June 13, 2013, the Company filed articles of amendment to change its name to "EQ Inc." The Company's head and registered office is located at 1235 Bay Street, Suite 401, Toronto, Ontario, M5R 3K4.

The Company enables businesses to better understand, predict, and influence customer behaviour. Using unique data sets, advanced analytics, machine learning and artificial intelligence, the Company creates actionable intelligence for businesses to attract, retain, and grow the customers that matter most. Through its proprietary SaaS technology platforms, LOCUS and ATOM, the Company is able to ingest, enrich, analyze and action upon receipt of large quantities of data.

The Company's proprietary platform LOCUS helps clients understand, predict and influence the behavior of their customers. The LOCUS platform centers on the Company's ability to ingest, acquire and organize large quantities of first party and third party data sets which, when combined with artificial intelligence software and algorithms integrated into LOCUS or provided by internal data science teams, can be used for deep learning and predictive analytics. The data output from the LOCUS platform can also be used for marketing strategies including analytics, insights, attribution, and many other forms of intelligence including audience segmentation. Audience segments are used for targeted media buying either through the Company's proprietary media buying platform ATOM or they can be exported to other media buying companies. When the Company exports audience segments to other media buying companies, the Company provides data sets that allow for the proper targeting of the desired groups.

The Company markets the LOCUS and ATOM platforms to customers to democratize an otherwise managed à la carte service into a convenient, transparent, and customizable self-service platform. Customers targeted are typically medium to large scale businesses, with physical locations, advertising agencies, and research firms. In each case, the Company's customers use the Company's platforms to better understand their customers and potential customers.

Over the past 5 years, the Company has been building a geospatial consumer graph to help businesses more deeply understand their target customers, predict consumers' next moves, and influence their purchasing decisions. At the same time as the consumer economy has mobilized and digitized, consumer data growth has grown considerably. The vast majority of this consumer data is geospatial - where a consumer purchase occurred, where a consumer lives, movement patterns of consumers in trade areas, and so on. While Google, Amazon and others are best known for how they have leveraged data to deepen customer loyalty and acquisition, legacy businesses in retail, financial services, automotive, QSR, and others have been increasingly disrupted. These dynamics are creating a strong tailwind for the Company as legacy businesses rapidly seek to build up their data capabilities and make more of their most valuable assets - their first party data (CRM). Effectively using data to drive customer outcomes is the next competitive frontier. The Company is uniquely positioned to enable businesses to compete on this new frontier for four fundamental reasons:

- <u>Expertise in data collection and analysis</u> - Most traditional companies and small businesses are not properly equipped to hire or manage the type of data science expertise required in today's business environment. Some companies have been starting to collect data sets regarding customers and transactions but the ability to make that data actionable and intelligent is a problematic next step. The Company has a data science and engineering team addressing this problem by building products that enable them to leverage data sets across multiple industries to derive insights and actions that help better enable teams and generate business results.
- <u>Time invested in data collection</u> – Artificial intelligence and machine learning models require deep historical data in high-volumes in order to train artificial intelligence models to make decisions. Most companies have not been collecting, analyzing, and storing geo-spatial data which leaves them with an inability to populate and train artificial intelligence models. The Company is investing in tools that allow businesses to leverage historical data in order to train artificial intelligence models relevant to their businesses.

- Scale - The fidelity of insights and prediction from a data set is as much a function of scale as it is time. Over the last five years, the Company has collected, analyzed and organized more than a petabyte of data across more than 18 million devices.
- Independence & Agility - Businesses are rightfully skeptical about outsourcing their data strategy, and allowing access to their first party data to the global corporations that are encroaching on their market share (e.g. Amazon, Google, etc.). Whereas the first wave of digital marketing leveraged the capabilities of big tech, the next wave of data competition will focus on building internal capabilities, and keeping data sets secure, private, and behind the firewall - which runs counter to the big tech playbook.

The Company is well positioned to take advantage of this shift in data focus because of its ability to combine data with execution and action.

Further information regarding the Company and its business is set out under "Narrative Description of the Business" in the AIF, which is incorporated herein by reference.

USE OF PROCEEDS

The net proceeds from the Offering are estimated to be approximately $9,210,000, after deduction of the Underwriters' Fee of $390,000 and estimated expenses of the Offering of $400,000 (assuming no exercise of the Over-Allotment Option). If the Over-Allotment Option is exercised in full, the net proceeds to the Company (assuming that President's List purchasers acquire 4,375,000 Common Shares in the Offering) are estimated to be approximately $10,620,000, after deduction of the Underwriters' Fee of $480,000 and estimated expenses of the Offering of $400,000.

The Company intends to use the net proceeds from the base Offering of $9,210,000 as follows:

Use of Proceeds	**($)**
Sources:	
Net proceeds of the Offering(1)	$9,210,000
Uses(2):	
Development and analytics of SaaS platforms (LOCUS and ATOM)	$2,763,000
Development of artificial intelligence and data science practice	$2,763,000
Expansion into the United States	$1,381,500
General corporate and working capital(3)	$2,302,500
Total:	$9,210,000

Note:

(1) Assuming the Over-Allotment Option is not exercised.

(2) There may be circumstances where for sound business reasons, a reallocation of funds becomes prudent or necessary, and may vary materially from that set forth above. The Company may reallocate its spending due to various factors including changes in the markets in which the Company operates and its products are sold, key customer requirements and responses to actions of its competitors. See "Risk Factors".

(3) General corporate and working capital may include strategic acquisition costs however, the Company does not have any planned or contemplated acquisitions at this time.

The Company's principal uses are further discussed below.

Development and Analytics of SaaS Platforms

The Company's use of proceeds related to the development and analytics of its SaaS platforms will be focused in the following areas over the next 12 to 36 months:

- LOCUS - The Company's proprietary data platform enables businesses to better understand customers and predict their likelihood to make purchase decisions. Development of LOCUS will center on three core areas:

    - *Onboarding & Data Manipulations Tools:* The ability to seamlessly ingest, acquire and organize massive first party and third party data sets in a simple and flexible environment, enabling businesses to short-cut the investment and learning curve required to manipulate their consumer data.

    - *Artificial Intelligence & Machine Learning Algorithms:* As the technology and privacy landscape evolves business will have access to *less* data, and as such success will be a function of how effectively a business can draw inferences and predictions from available first and third party data sets. Machine learning and artificial intelligence are at the core of effective predictive analytics, and therefore at the core of business outcomes.

    - *Advanced Marketing Execution & Insights:* The Company will invest in surfacing machine-learning driven insights in an SaaS user interface that distills actionable consumer insights from data onboarding and data-joining (first and third party).

- ATOM - The Company's proprietary geospatial media buying platform will benefit from secular tailwinds in the marketing and advertising space, specifically (i) the explosion of geospatial data which is increasingly the most coveted data signal for marketing lines of business; and (ii) the industry-wide re-architecting of the digital marketing ecosystem away from deterministic one-to-one audience targeting, in favor of cohort-based audience targeting. The Company's focus on geospatial is inherently cohort-based as it resolves a deep view of consumer propensities to home locations. As such, the Company will invest in the following areas of ATOM:

    - *Media Decisioning*: Refactoring the Company's media decisioning technology to more deeply integrate with audience segments and associated consumer predictions generated from LOCUS.

    - *Format Expansion*: Deepening ATOM's capabilities in media planning and buying across newly digitized and geospatially-centric advertising formats such as Out of Home and Connected Television.

    - *User Experience:* More deeply coupling the LOCUS and ATOM user experience to drive preference for utilization of both SaaS platforms in combination.

To develop its LOCUS and ATOM platforms, the Company will use the proceeds of the Offering to: (i) acquire additional human resources and systems; and (ii) complete research and development.

Artificial Intelligence and Data Science Practice

The Company's artificial intelligence and data science teams will continue to: (i) develop products within the LOCUS and ATOM platforms; (ii) complete new research and development initiatives; and (iii) acquire new and deep data sets.

Geographic Expansion

Over the next 12 months, the Company is looking to expand its offering into the United States through direct selling channels, data partnerships and other cross selling channel opportunities. As new and larger market opportunities are presented to the Company, the overall opportunity to scale and grow all of the Company's business units increases significantly. The Company believes that the additional human resources, marketing and business development activities will permit the Company to expand to reach customers in the United States leading to growth across the entirety of the Company.

The expected use of net proceeds from the Offering represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. The amounts and timing of the actual use of the net proceeds will depend on multiple factors and there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives. The Company believes that its existing cash, together with the net proceeds of the Offering, will provide the Company with sufficient working capital to operate for the next 12 months.

The material factors or assumptions used to develop the estimated costs disclosed above are included in the "Cautionary Note Regarding Forward-Looking Information" section above. The actual amount that the Company spends in connection with each of the intended uses of proceeds will depend on a number of factors, including those listed under "Risk Factors" in, or incorporated by reference in, this Prospectus or unforeseen events.

Certain COVID-19 related risks could delay or slow the implementation of the planned objectives resulting in additional costs for the Company to achieve its business objectives. The extent to which COVID-19 may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada, the United States, and other countries to contain and treat the disease. These events are highly uncertain and the Company cannot determine their potential impact on operations at this time. The COVID-19 pandemic may negatively disrupt the Company's business, which could influence the amount and timing of planned expenditures. See "Risk Factors" in this Prospectus.

Other than as described in the AIF and herein, to the knowledge of management, there are no other particular significant events or milestones that must occur for the Company's business objectives to be accomplished. However, there is no guarantee that the Company will meet its business objectives or milestones described above within the specific time periods, within the estimated costs or at all. The Company may, for sound business reasons, reallocate its time or capital resources, or both, differently than as described above. The material factors or assumptions used to develop the estimated costs disclosed above are included in the "Cautionary Note Regarding Forward-Looking Information" section above. The actual amount that the Company spends in connection with each of the intended milestones will depend on a number of factors, including those listed in "Risk Factors" in this Prospectus.

The Company is currently incurring expenditures related to the Company's operations that have generated a negative operating cash flow. Operating cash flow may decline in certain circumstances, many of which are beyond the Company's control. There is no assurance that sufficient revenues will be generated in the near term and the Company may continue to incur negative operating cash flow. The Company may need to deploy a portion of its working capital to fund such negative operating cash flows or seek additional sources of funding. See "Risk Factors".

CONSOLIDATED CAPITALIZATION OF THE COMPANY

The following table sets out the consolidated capitalization of the Company as of February 4, 2021, both before and after giving effect to the Offering. Other than as described below, there has not been any material change in the share and loan capital of the Company, on a consolidated basis, since September 30, 2020.

	As at September 30, 2020	As at February 4, 2021 after giving effect to the Offering
	($)	**($)**[1]
Share capital (unlimited authorized)[2]	81,881,000	92,697,000
Total shareholders' equity	5,477,000	15,055,000[3]
Total capitalization	$83,645,586	$122,432,840
	(58,905,342 Common Shares)	(67,270,791 Common Shares)

Notes:

(1) Assuming the Over-Allotment Option is not exercised, the net proceeds from the Offering are estimated to be $9,210,000 after deduction of the Underwriters' Fee and the estimated expenses of the Offering of $400,000.

(2) The foregoing does not give effect to (i) the exercise of outstanding options to acquire up to an aggregate of 4,238,667 Common Shares pursuant to the Company's stock option plan at prices ranging from $0.05 to $1.35 per Common Share with expiry dates to November 16, 2025, (ii) the issuance of 125,000 Common Shares under the Company's RSU plan, and (iii) the exercise of any of 1,675 outstanding broker warrants.

(3) This represents management's best estimate as the January financials of the Company have not yet been finalized.

Since September 30, 2020 and except as disclosed above, there have been no material changes to the share and loan capital of the Company except for the repayment of $1.7 million of loans plus accrued interest and the exercise of 2,108,783 warrants at an exercise price of $0.66.

TRADING PRICE AND VOLUME

The Common Shares are listed for trading on the TSXV under the stock symbol "EQ". The following table sets forth, for the periods indicated, the reported high and low prices and the trading volume of the Common Shares on the TSXV:

Month	**High** ($)	**Low** ($)	**Volume**
February 2020	$0.99	$0.92	514,885
March 2020	$1.13	$0.73	2,419,174
April 2020	$1.17	$0.93	834,411
May 2020	$1.45	$1.12	666,383
June 2020	$1.44	$1.33	535,439
July 2020	$1.45	$1.35	721,928
August 2020	$1.50	$1.38	278,735
September 2020	$1.50	$1.38	394,954
October 2020	$1.44	$1.32	201,462
November 2020	$1.41	$1.27	364,179
December 2020	$1.67	$1.22	1,116,291
January 2021	$1.83	$1.62	872,957
February 1-3, 2021	$1.82	$1.75	43,319

As of the close of business on February 3, 2021, the last trading day prior to the date of the Prospectus, the price of the Common Shares as quoted by the TSXV was $1.82.

PRIOR SALES

The following table sets forth the date on, number of and prices at which the Company has issued Common Shares or securities that are convertible or exercisable into Common Shares in the 12 months preceding the date hereof:

Common Shares

Date of Issue	Number of Common Shares	Issue Price
June 4, 2020[(1)]	150,000	$0.74
June 23, 2020[(1)]	466,198	$0.66
June 28, 2020[(1)] [(2)]	3,368,884	$0.99
July 9, 2020[(1)]	2,500	$0.62
December 23, 2020[(1)]	6,666	$0.66
January 19, 2021[(2)]	2,108,783	$0.66

Stock Options

Date of Issue	Number of Common Shares Issuable on Exercise of Options	Exercise Price	Expiry Date
April 14, 2020	2,483,000	$0.96	April 14, 2025
November 16, 2020	165,000	$1.35	November 16, 2025

Notes:

(1) Issued as a result of the exercise of stock options.
(2) Issued as a result of the exercise of warrants.

DIVIDEND RECORD AND POLICY

The Company has never declared nor paid dividends on the Common Shares. Currently, the Company intends to retain its future earnings, if any, to fund the development and growth of its business and does not anticipate declaring or paying any dividends on the Common Shares in the near future, although the Company reserves the right to pay dividends if and when it is determined to be advisable by the board of directors of the Company. As a result, shareholders will have to rely on capital appreciation, if any, to earn a return on investment in the Common Shares in the foreseeable future.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

This Prospectus qualifies the distribution of Common Shares and the Over-Allotment Shares.

Common Shares

The Company is authorized to issue an unlimited number of Common Shares of which, as at February 3, 2021, 61,020,791 were issued and outstanding.

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. The board of directors of the Company, may at any time declare and authorize the payment of such dividends exclusively to the registered holders of the common shares without declaring any corresponding dividends to the registered holders of the preferred shares. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the Company has agreed to issue and sell an aggregate of 6,250,000 Common Shares to the Underwriters and the Underwriters have severally agreed to purchase such Common Shares on the Closing Date, subject to the terms and conditions stated of the Underwriting Agreement, at a price of $1.60 per Common Share. The Offering Price of the Common Shares was determined by negotiation between the Company and the Co-Lead Underwriters, on their own behalf and on behalf of the Underwriters.

The Company has granted to the Underwriters the Over-Allotment Option, which is exercisable in whole or in part for a period of 30 days from the closing of this Offering, to purchase up to 937,500 Over-Allotment Shares from the Company on the same terms as set out above solely to cover over-allotments, if any. This Prospectus qualifies the grant of the Over-Allotment Option and the issuance of Common Shares on the exercise of the Over-Allotment Option. A purchaser who acquires Common Shares forming part of the Underwriters' over-allocation position acquires such Common Shares under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In consideration for their services in connection with the Offering, the Underwriters will be paid the Underwriters' Fee comprised of a cash commission equal to 6% of the gross proceeds of the Offering, including any proceeds from the exercise of the Over-Allotment Option. The Underwriters' Fee will be reduced to 3% with respect to total gross proceeds received from the sale of Common Shares to purchasers on the President's List.

The obligations of the Underwriters under the Underwriting Agreement are several and not joint and may be terminated upon the occurrence of certain stated events, including: (i) certain investigations or changes in law that could prevent or restrict the trading of the Common Shares; (ii) certain events affecting the state of the financial markets; (iii) any material change or change in a material fact which would be expected to have a material adverse effect on the market price or value of the Common Shares; (iv) a failure to comply with the conditions set forth in the Underwriting Agreement; or (v) if a final receipt for this Prospectus has not been issued on or before February 11, 2021. If one or more of the Underwriters fails to purchase the Common Shares which it has agreed to purchase, the other Underwriters may, but are not obligated to, purchase the Common Shares. The Underwriters are, however, severally obligated to take up and pay for all of Common Shares if any are purchased under the Underwriting Agreement.

The Underwriting Agreement also provides that the Company will indemnify the Underwriters and their respective directors, officers, employees and agents against certain liabilities and expenses or will contribute to payments that the Underwriters may be required to make.

It is a condition to completion of the Offering that the Common Shares issuable pursuant to this Offering (including on exercise of the Compensation Warrants) be approved for listing on the TSXV.

Pursuant to the Underwriting Agreement, the Company will not, without the consent of the Underwriters, which consent shall not be unreasonably withheld, sell, offer to sell, issue, grant any option, warrant or other right for the sale or issuance of, or otherwise lend, transfer, assign or dispose of (including without limitation by making any short sale, engaging in any hedging, monetization or derivative transaction or entering into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Common Shares or other securities of the Company or securities convertible into, exchangeable for, or otherwise exercisable into Common Shares or other securities of the Company, whether or not cash settled), in a public offering or by way of private placement or otherwise, any Common Shares or other securities of the Company or any securities convertible into, exchangeable for, or otherwise exercisable into Common Shares or other securities of the Company, or agree to do any of the foregoing or publicly announce any intention to do any of the foregoing, for a period from the date hereof ending 90 days after the Closing Date, other than: (i) the grant or exercise of stock options and other similar issuances pursuant to the Company's stock option plan and other share compensation arrangements; (ii) the exercise of outstanding warrants of the Company (including the Compensation Warrants); (iii) obligations of the Company in respect of existing agreements; or (iv) securities issued as consideration by the Company in connection with acquisitions in the normal course of business.

It is a condition of closing of the Offering that the Company will use its best efforts to cause each of its directors and officers to execute agreements, in favour of the Underwriters, pursuant to which each of such individuals will agree not to, without the prior written consent of the Underwriters, such consent not to be unreasonably withheld, sell, transfer or otherwise dispose of or transfer the economic consequences of any securities of the Company held by such individuals until the date which is 90 days following the Closing Date except in conjunction with (i) the exercise of stock options and other share compensation arrangements currently outstanding as well as share transfers (i.e. sell and buyback) by the Company's employees for fiscal purposes using related tax shelter vehicles (e.g. TFSA, RRSP); (ii) the exercise of warrants currently outstanding; (iii) a take-over bid or similar transaction involving a change of control of the Company to which such persons will tender or exchange Common Shares; or (iv) in respect of existing agreements regarding the pledging of Common Shares which have been disclosed to the Underwriters in writing.

Subscriptions for the Common Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without prior notice.

The Common Shares will be issued and deposited in electronic form with CDS or its nominee pursuant to the book-based system administered by CDS on the Closing Date, against payment of the aggregate purchase price for the Common Shares. A purchaser of Common Shares will receive only a client confirmation from the registered dealer from or through whom Common Shares are purchased.

The Offering is being made in each province of Canada, except Quebec. The Common Shares 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, accordingly, may not be offered, sold or delivered, directly or indirectly, in the United States, except in transactions exempt from the registration requirements of the U.S. Securities Act and any applicable state securities laws. The Underwriters may re-offer and resell the Common Shares that they have acquired pursuant to the Underwriting Agreement, through their United States registered broker-dealer affiliates, to "qualified institutional buyers", as such term is defined in Rule 144A under the U.S. Securities Act, in compliance with Rule 144A under the U.S. Securities Act and applicable U.S. state securities laws. In addition, the Underwriters may offer and sell the Common Shares outside the United States only in accordance with Regulation S under the U.S. Securities Act.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of Common Shares within the United States by any dealer (whether or not participating in the Offering) may violate the registration provisions of the U.S. Securities Act unless such offer is made pursuant to an exemption from registration under the U.S. Securities Act.

Pursuant to rules and policy statements of certain Canadian securities regulators and the Universal Market Integrity Rules for Canadian Marketplaces ("**UMIR**"), the Underwriters may not, at any time during the period of distribution, bid for or purchase Common Shares. The foregoing restrictions are, however, subject to certain exceptions as permitted by such policy statements and UMIR. These exceptions include a bid or purchase permitted under the provisions of such policy statements and the UMIR relating to market stabilization and market balancing activities and a bid or purchase on behalf of a customer where the order was not solicited.

In connection with this Offering, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market, including: short sales; purchases to cover positions created by short sales; imposition of penalty bids; syndicate covering transactions and stabilizing transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or slowing a decline in the market price of Common Shares while this offering is in progress. These transactions may also include making short sales of Common Shares, which involve the sale by the Underwriters of a greater number of Common Shares than they are required to purchase in this offering. Short sales may be "covered short sales", which are short positions in an amount not greater than the Over-Allotment Option, or may be "naked short sales", which are short positions in excess of that amount.

The Underwriters may close out any covered short position either by exercising the Over-Allotment Option, in whole or in part, or by purchasing Common Shares in the open market. In making this determination, the Underwriters will consider, among other things, the price of Common Shares available for purchase in the open market compared to the price at which they may purchase Common Shares through the Over-Allotment Option. The Underwriters must close out any naked short position by purchasing Common Shares in the open market. A naked short position is more likely to be created if the Underwriters are concerned that there may be downward pressure on the price of the Common Shares in the open market that could adversely affect investors who purchase Common Shares in this Offering. Any naked short position would form part of the Underwriters' over-allocation position.

As a result of these activities, the price of the Common Shares offered hereby may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on the TSX Venture Exchange, in the over-the-counter market or otherwise.

The Underwriters propose to offer the Common Shares to the public initially at the Offering Price. After the Underwriters have made reasonable efforts to sell all of the Common Shares at the Offering Price, the offering price of the Common Shares to the public may be decreased and further changed from time to time, to an amount not greater than the Offering Price. The compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Common Shares is less than the gross proceeds paid by the Underwriters to the Company.

No action has been taken in any jurisdiction by the Company or the Underwriters that would permit a public offering of the Common Shares, other than in Canada. No offer or sale of the Common Shares may be made in any jurisdiction except in compliance with the applicable laws thereof. Persons receiving the Prospectus are responsible for informing themselves about and observing any restrictions as to the Offering and the distribution of the Prospectus.

RISK FACTORS

An investment in the Common Shares is subject to a number of risks that should be carefully considered by a prospective purchaser. Before deciding whether to invest in the Common Shares, prospective investors should carefully consider, in light of their own financial circumstances, the risks described below and those incorporated by reference into this Prospectus, including those described in the Company's AIF. See "Documents Incorporated by Reference". The risks discussed below also include forward-looking statements and the Company's actual results may differ substantially from those discussed in these forward-looking statements. See "Cautionary Note Regarding Forward-Looking Information."

Risks Relating to the Offering and the Company

The Common Shares are Subject to Market Price Volatility

The market price of the Common Shares may be adversely affected by a variety of factors relating to the Company's business, including fluctuations in the Company's operating and financial results, the results of any public announcements made by the Company and the Company's failure to meet analysts' expectations. In addition, from time to time, the stock market experiences significant price and volume volatility that may affect the market price of the Common Shares for reasons unrelated to the Company's performance. Additionally, the value of the Common Shares is subject to market value fluctuations based upon factors that influence the Company's operations, such as legislative or regulatory developments, competition, technological change, global capital market activity and changes in interest and currency rates. There can be no assurance that the market price of the Common Shares will not experience significant fluctuations in the future, including fluctuations that are unrelated to the Company's performance.

The value of Common Shares will be affected by the general creditworthiness of the Company. The Company's AIF is incorporated by reference in the Prospectus and discusses, among other things, known material trends and events, and risks or uncertainties that are reasonably expected to have a material effect on the Company's business, financial condition or results of operations.

The market value of the Common Shares may also be affected by the Company's financial results and political, economic, financial and other factors that can affect the capital markets generally, the stock exchanges on which the Common Shares are traded and the market segment of which the Company is a part.

Potential Dilution

The Company's articles of incorporation and by-laws allow it to issue an unlimited number of Common Shares for such consideration and on such terms and conditions as established by the board of directors of the Company, in many cases, without the approval of the Company's shareholders. As part of this Offering, the Company could issue up to 7,187,500 Common Shares (which number includes the exercise in full of the Over-Allotment Option and the exercise in full of the total number of Compensation Warrants, including all Common Shares underlying such securities). The Company may issue additional Common Shares in subsequent offerings (including through the sale of securities convertible into or exchangeable for Common Shares) and on the exercise of stock options or other securities exercisable for Common Shares. The Company cannot predict the size of future issuances of Common Shares or the effect that future issuances and sales of Common Shares will have on the market price of the Common Shares. Issuances of a substantial number of additional Common Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices for the Common Shares. With any additional issuances of Common Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

Potential Need for Additional Financing

Despite the anticipated net proceeds from the Offering, the Company may require additional financing in the future, including through the sale of assets and/or the issue and sale of equity or debt securities. The Company's activities do have scope for flexibility in terms of the amount and timing of expenditures, and expenditures may be adjusted accordingly. However, further expansion of operations will require additional capital and will depend on the Company's ability to obtain financing through debt, equity or other means. The Company's ability to meet its obligations and maintain operations may be contingent upon successful completion of additional financing arrangements. There is no assurance that the Company will be successful in obtaining the required financing in the future or that such financing will be available on terms acceptable to the Company. In addition, any future financing may also be dilutive to existing shareholders of the Company.

Forward-Looking Statements May Prove to be Inaccurate

Investors should not place undue reliance on forward-looking information and statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties can be found in the Prospectus under the heading "Cautionary Note Regarding Forward-Looking Information".

No History of Profitability

The Company does not have a history of profitability and has no immediate prospect of generating profit from its intended operations. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues.

The Company May Use the Proceeds of the Offering for Purposes Other Than Those Set Out in this Prospectus

The Company currently intends to allocate the net proceeds received from the Offering as described under the heading "Use of Proceeds" in the Prospectus. However, management will have discretion in the actual application of the proceeds, and may elect to allocate proceeds differently from that described under the heading "Use of Proceeds" if it believes that it would be in the best interests of the Company to do so if circumstances change. The failure by management to apply these funds effectively could have a material adverse effect on the business of the Company.

COVID-19

On March 11, 2020, the World Health Organization declared the outbreak of a novel strain of coronavirus ("**COVID-19**") a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have implemented various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, nonessential business closures, quarantines, self-isolations, shelters-in-place, and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions.

Although the Company has taken steps to mitigate the impact of COVID-19, the continued presence and spread of COVID-19 nationally and globally could have a material adverse impact on the Company's business, operations, financial results and position and prospects, including through employee attrition, sales channels, changes in demand for the Company's products and services, as well as a deterioration of general economic conditions including a possible national or global recession. Due to the speed with which the COVID-19 situation is developing and the uncertainty of its magnitude, outcome and duration, it is not possible to estimate its impact on the Company's business, operations, financial results and position or prospects at this time. The Company continues to monitor the situation and work with its stakeholders (including customers, employees and suppliers) in order to assess further possible implications to its business, supply chain and customers, and, where practicable, mitigate adverse consequences and responsibly address this global pandemic.

INTEREST OF EXPERTS

Certain legal matters relating to the Offering will be passed upon by Aird & Berlis LLP on behalf of the Company. As at the date hereof, the partners, employees or consultants beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

Certain legal matters relating to the Offering will be passed upon by Osler, Hoskin & Harcourt LLP on behalf of the Underwriters. As at the date hereof, the partners and associates of Osler, Hoskin & Harcourt LLP, as a group, beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is RSM Canada LLP, located at 11 King Street West, Suite 700, Toronto, ON M5H 4C7. RSM Canada LLP is independent in accordance with the Chartered Professional Accountants of Ontario CPA Code of Professional Conduct.

The transfer agent and registrar for the Common Shares is TSX Trust Company located at 301 – 100 Adelaide Street West, Toronto, ON, M5H 4H1.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF EQ INC.

Dated: February 4, 2021

This amended and restated short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated short form prospectus as required by the securities legislation of each of the provinces of Canada, other than Québec.

(Signed) “*Geoffrey Rotstein*” Chief Executive Officer	(Signed) “*Peter Kanniah*” Chief Financial Officer

On behalf of the Board of Directors of
EQ Inc.

(Signed) “*James Beriker*” Director	(Signed) “*Vernon Lobo*” Director

CERTIFICATE OF THE UNDERWRITERS

Dated: February 4, 2021

To the best of our knowledge, information and belief, this amended and restated short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated short form prospectus as required by the securities legislation of each of the provinces of Canada, other than Québec.

Canaccord Genuity Corp.

(Signed) "*Mike Lauzon*"
By: Mike Lauzon
Managing Director

Echelon Wealth Partners Inc.

(Signed) "*Asad Said*"
By: Asad Said
Managing Director, Co-Head of Capital Markets

Eight Capital

(Signed) "*Michelle Goh*"
By: Michelle Goh
Principal, Managing Director

Desjardins Securities Inc.

(Signed) "*Andrew Kennedy*"
By: Andrew Kennedy
Managing Director