

# Legend Power Systems Inc. Bought Deal Treasury Offering

## Term Sheet – March 19, 2018

*A preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of the preliminary short form prospectus, and any amendment, is required to be delivered to any investor that received this document and expressed an interest in acquiring the securities. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, the final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. Copies of the preliminary short form prospectus, once available, may be obtained from GMP Securities L.P.*

<b>Issuer:</b>	Legend Power Systems Inc. (the “Issuer”).								
<b>Offering:</b>	Treasury offering of 12,500,000 common shares (the “Shares”)								
<b>Offering Price:</b>	\$0.80 per Share.								
<b>Amount:</b>	\$10,000,000 (or \$11,000,000 if the Over-Allotment Option is exercised in full).								
<b>Over-Allotment Option:</b>	The Issuer has granted the Underwriters an option to sell up to an additional 1,250,000 Shares at the Offering Price and on the same terms and conditions set forth herein, exercisable, in whole or in part, on or after the closing of the Offering and for a period of up to 30 days thereafter to cover over-allotments, if any, and for market stabilization purposes.								
<b>Use of Proceeds:</b>	The net proceeds of the Offering will be used to fund the Issuer’s continued growth and expansion into U.S. markets, and for working capital and general corporate purposes.								
<b>Form of Offering:</b>	Bought Deal public offering, eligible for sale in all provinces and territories of Canada pursuant to a short form prospectus and via private placement in the United States to “Qualified Institutional Buyers” pursuant to Rule 144A of the United States Securities Act of 1933, as amended. In addition, the Shares may be offered in jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction.								
<b>Eligibility:</b>	Eligible under Canadian statutes and for RRSPs, RRIFs, RESPs, RDSPs, and TFSA’s.								
<b>Listing:</b>	The existing common shares of the Issuer are listed on the TSX Venture Exchange under the symbol “LPS”.								
<b>Commission:</b>	Cash commission equal to 6.0% of the gross proceeds raised and compensation options (“Compensation Options”) equal to 6.0% of the shares issued under the Offering (including the Over-Allotment Option). Each Compensation Option will be exercisable for one Common Share for a period of 24 months following the Closing Date at the Offering Price.								
<b>President’s List:</b>	Up to \$2,000,000 placed to subscribers on the “President’s List” with a 3.0% cash commission and 3.0% Compensation Options.								
<b>Lead Underwriter:</b>	<table><tr><td>GMP Securities L.P.</td><td>70%</td></tr><tr><td>Canaccord Genuity Corp.</td><td>15%</td></tr><tr><td><u>Haywood Securities Inc.</u></td><td><u>15%</u></td></tr><tr><td>Total</td><td>100%</td></tr></table>	GMP Securities L.P.	70%	Canaccord Genuity Corp.	15%	<u>Haywood Securities Inc.</u>	<u>15%</u>	Total	100%
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<b>Closing Date:</b>	On or about April 5, 2018 or such other date as the Issuer and GMP may agree.								