DYNACERT INC.

OVERNIGHT MARKETED OFFERING OF UNITS

TERM SHEET

JUNE 2, 2020

A preliminary short form prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in certain of the provinces of Canada, excluding Quebec, on or before June 2, 2020. A copy of the preliminary short form prospectus, and any amendment, is required to be delivered with this document.

The preliminary prospectus is still subject to completion. 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, 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.

For United States Investors: The securities described in this document have not been and will not be registered under the United States Securities Act of 1933 or any state securities laws and may not be offered or sold in the United States unless the securities have been registered under the U.S. Securities Act and any applicable state securities laws, or in compliance with the requirements of an exemption therefrom. This term sheet shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

Issuer:	dynaCERT Inc. (the "**Company**")
Issue:	Marketed public offering of [●] units ("**Units**"). Each Unit will be comprised of one common share in the capital of the Company (a "**Common Share**") and one-half of one common share purchase warrant (each full warrant, a "**Warrant**"). Each Warrant shall entitle the holder thereof to purchase one Share at an exercise price of $[●] for a period of [●] years.
Issue Price:	$[●] per Unit ("**Issue Price**")
Issue Size:	Gross proceeds of a minimum of $[●] and a maximum of $[●] (the "**Offering**") (before the exercise of the Over-Allotment Option).
Underwriter's Option:	The Company has granted Eight Capital an option to purchase up to an additional 15% of the Common Shares, at the Issue Price, exercisable in whole or in part at any time for a period of 30 days after and including the Closing Date.
Use of Proceeds:	The net proceeds of the Offering will be used for working capital and general corporate purposes.
Form of Offering:	Overnight marketed deal on an underwritten basis, subject to termination clauses including "due diligence" out, "material adverse change" out, "disaster" out, "breach" out and "market" out clauses commencing upon acceptance of this offer and terminating on the Closing Date.
Form of Underwriting:	Public offering in the provinces of Ontario, British Columbia, Alberta and New Brunswick and such other provinces Canada as reasonably requested by the syndicate, excluding Quebec, by way of short-form prospectus. Private placement in the United States pursuant to exemptions from the registration requirements under Rule 144A and/or Regulation D of the *U.S. Securities Act* of 1933. The Offering will also be made available to offshore investors pursuant to relevant prospectus or registration exemptions in accordance with applicable laws.

Listing:	The Common Shares trade on the TSX Venture Exchange ("**Exchange**") under the symbol "DYA". The Company will use its best efforts to obtain the necessary approvals to list the Common Shares on the Exchange, which listing shall be a condition of Closing.
Eligibility:	The offered securities will be qualified investments under the *Income Tax Act* (Canada) for registered accounts.
Underwriters:	Eight Capital and PI Financial Corp., together with a syndicate to be formed in consultation with the Company.
Commission:	6% cash commission and that number of compensation warrants equal to 6% of the number of offered securities sold pursuant to the Offering. Each compensation warrant will be exercisable into one Common Share at the Issue Price for a period of 24 months following the Closing Date.
Closing Date:	On or about June 18, 2020 or such other date as is mutually agreed upon by Eight Capital, PI Financial Corp. and the Company, each acting reasonably.