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

The securities offered hereby 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 of America, its territories, possessions or the District of Columbia (the "United States"), and may not be offered, sold or delivered, directly or indirectly, in the United States unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S under the U.S. Securities Act). See "Plan of Distribution".

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 Corporate Secretary of dynaCERT Inc. at Suite 101, 501 Alliance Avenue, Toronto, Ontario M6N 2J1 and are also available electronically at www.sedar.com.*

New Issue **June 15, 2020**

SHORT FORM PROSPECTUS

dynaCERT
Carbon Emission Reduction Technology

dynaCERT Inc.

10,700,000 Units

Price: $0.68 per Unit

This short form prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") of 10,700,000 units (each, a "**Unit**") of dynaCERT Inc. (the "**Company**" or "**dynaCERT**") at a price of $0.68 per unit (the "**Offering Price**"). Each Unit consists of one common share (a "**Unit Share**") of the Company and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant is exercisable for one common share (a "**Warrant Share**") at an exercise price of $1.00 for a period of 24 months following the date of issuance of such Warrants. The Warrants will be governed by a warrant indenture (the "**Warrant Indenture**") to be dated as of the Closing Date (as defined herein) and to be entered into between the Company and TSX Trust Company as warrant trustee.

The Units are being issued and sold pursuant to an underwriting agreement dated June 3, 2020, as amended (the "**Underwriting Agreement**") among the Company, Eight Capital, PI Financial Corp. (the "**Co-Lead Underwriters**") and Haywood Securities Inc., Industrial Alliance Securities Inc. and Stifel GMP, (together with the Co-Lead Underwriters, the "**Underwriters**").

The common shares of dynaCERT (the "**Common Shares**") are listed for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "DYA". On June 12, 2020, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSXV was $0.74. The Company has applied to (and received conditional acceptance from) the TSXV to list the Unit Shares and the Warrant Shares on the TSXV. Final listing approval in respect of such securities is subject to the Company fulfilling all of the listing requirements of the TSXV. The Warrants will not be listed on the TSXV. **There is currently no market through which the Warrants offered hereby may be sold and purchasers of the Warrants may not be able to resell the Warrants purchased under this short form prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".**

	Price to Public	Underwriter's Fee (1) (2)	Net Proceeds to the Company (3)
Per Unit	$0.68	$0.04	$0.64
Total(4)	$7,276,000	$436,560	$6,839,440

Notes:

(1) The Offering Price was determined by arm's length negotiation between the Company and the Co-Lead Underwriters, with reference to the prevailing market price of the Common Shares.

(2) The Company has agreed to pay the Underwriters a cash fee (the "**Underwriters' Fee**") equal to 6% of the gross proceeds from the Offering (including any gross proceeds raised on exercise of the Over-Allotment Option), provided that the Company and the Underwriters have acknowledged and agreed that in respect of sales to certain individuals on a "president's list" (the "**President's List**") as mutually agreed to between the Company and the Underwriters, the Underwriters shall be paid a reduced cash fee equal to 4.5% of such gross proceeds. As

additional consideration for the services rendered in connection with the Offering, the Company has agreed to issue to the Underwriters such number of warrants (the "**Underwriter Warrants**") as is equal to 6% of the number of Units sold under the Offering (including any Units sold on exercise of the Over-Allotment Option, but excluding any Units sold to the President's List). Each Underwriter Warrant will entitle the holder thereof to acquire one Common Share (an "**Underwriter Warrant Share**") at an exercise price of $0.68 per Underwriter Warrant Share for a period of two years following the Closing Date (as defined below), subject to adjustment in certain customary events. No Underwriter Warrants shall be issuable to the Underwriters in relation to the Units sold to the President's List. This Prospectus qualifies the distribution of the Underwriter Warrants. See "*Plan of Distribution*".

(3) After deducting the Underwriters' Fee, but before deducting the expenses of the Offering (estimated to be approximately $250,000), which will be paid from the proceeds of the Offering.

(4) The Company has granted the Underwriters an over-allotment option, exercisable in whole or in part, at the sole discretion of the Underwriters, at any time, and from time to time, for a period of 30 days from and including the Closing Date, to purchase up to an additional 1,605,000 Units (the "**Over-Allotment Units**") at the Offering Price to cover the Underwriters' over-allocation position, if any, and for market stabilization purposes (the "**Over-Allotment Option**"). The Over-Allotment Option may be exercised by the Underwriters in respect of: (i) Over-Allotment Units at the Offering Price; (ii) Unit Shares issuable under the Over-Allotment Option (the "**Over-Allotment Shares**") at a price of $0.628 per Over-Allotment Share, (iii) Warrants issuable under the Over-Allotment Option (the "**Over-Allotment Warrants**") at a price of $0.052 per Over-Allotment Warrant; or (iv) any combination of Over-Allotment Units, Over-Allotment Shares and/or Over-Allotment Warrants, so long as the aggregate number of Over-Allotment Shares and the aggregate number of Over-Allotment Warrants does not exceed 15% of the number of Unit Shares and Warrants, respectively, issued under the Offering (excluding the Over-Allotment Option). If the Over-Allotment Option is exercised in full, the total "Price to the Public", "Underwriters' Fee" and "Net Proceeds to the Company" will be $8,367,400, $502,044 and $7,865,356, respectively. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units issuable upon exercise of the Over-Allotment Option. A purchaser who acquires Over-Allotment Units forming part of the Underwriters' over-allocation position acquires those Over-Allotment Units 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. See "*Plan of Distribution*".

The following table sets out information relating to the Over-Allotment Option and the Underwriter Warrants:

Underwriters' Position	Maximum Number of Securities	Exercise Period	Exercise Price
Over-Allotment Option	1,605,000 Over-Allotment Units	30 days from the Closing Date	$0.68 per Over-Allotment Unit
Underwriter Warrants	642,000 Underwriter Warrants[(1)]	2 years from the Closing Date	$0.68 per Underwriter Warrant Share

Note:

(1) Assuming no Units sold to the President's List and no exercise of the Over-Allotment Option.

Investing in the Units is speculative and involves significant risks. You should carefully review and evaluate the risk factors contained in this Prospectus and in the documents incorporated by reference herein before purchasing the Units. See "*Forward-Looking Information*" and "*Risk Factors*".

The Underwriters, as principals, conditionally offer the Units, subject to prior sale, if, as and when issued by the Company and delivered to 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 relating to the Offering on behalf of the Company by Tingle Merrett LLP and on behalf of the Underwriters by Wildeboer Dellelce LLP.

The Offering is being made in Ontario, British Columbia, Alberta and New Brunswick. The Units will be offered in each of such provinces through those Underwriters or their affiliates who are registered to offer the securities for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subject to applicable law, the Underwriters may offer the Units in the United States and such other jurisdictions outside of Canada and the United States as agreed between the Company and the Underwriters. See "*Plan of Distribution*".

Subscriptions for the Units 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. Except for Unit Shares and Warrants offered and sold in the United States or to, or for the account or benefit of, U.S. Persons who are "accredited investors" as such term is defined in Rule 501(a) of Regulation D promulgated under the U.S. Securities Act ("**U.S. Accredited Investors**") acquiring Units pursuant to the registration exemption in Rule 506(b) of Regulation D ("**Regulation D**") under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), which will be issued in certificated form, no certificates evidencing the Unit Shares and Warrants will be issued. Instead, the Unit Shares and Warrants sold pursuant to the Offering will be issued in electronic form to the Canadian Depository for Securities ("**CDS**") or nominees thereof and deposited with CDS on the closing of the Offering. A purchaser, including a qualified institutional buyer (as defined in Rule 144A ("**Rule 144A**") under the U.S. Securities Act, a "**Qualified Institutional Buyer**") who is acquiring Units in the United States or for the account or benefit of a U.S Person pursuant to the registration exemption in Rule 144A, will receive only a customer confirmation of the issuance of the securities purchased pursuant to the Offering from the registered dealer through which the Units are purchased. Closing of the Offering is expected to take place on or about June 18, 2020, or such other date as may be agreed upon by the Company and the Co-Lead Underwriters (the "**Closing Date**"), but in any event not later than the date that is forty-two (42) days after the date of the final receipt for the Prospectus. See "*Plan of Distribution*".

In connection with the Offering, and subject to applicable laws, the Underwriters may over-allot or effect transactions that are intended to stabilize or maintain the market price of the Common Shares at levels other than that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "*Plan of Distribution*".

It is anticipated that the Unit Shares and Warrants sold pursuant to the Offering will be delivered under the book-based system through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee and deposited in electronic form, except in certain limited circumstances. A purchaser of Units will receive only a customer confirmation from the Underwriter or registered dealer from or through whom the Units are purchased and who is a CDS depository service participant (a "**Participant**"). CDS will record the Participants who hold Unit Shares and Warrants on behalf of owners who have purchased Units in accordance with the book-based system. No certificates evidencing the Units Shares or Warrants will be issued to subscribers, except in certain limited circumstances, and registration will be made in the name of the nominee of CDS. Notwithstanding the foregoing, all Unit Shares and Warrants offered and sold in the United States or to or for the account or benefit of U.S. Persons who are U.S. Accredited Investors will be issued in certificated, individually registered form. See "*Plan of Distribution*".

The Underwriters propose to offer the Units initially at the Offering Price. After a reasonable effort has been made to sell all of the Units 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 Units remaining unsold. Any such reduction will not affect the proceeds received by the Company. The Underwriters will inform the Company if the Offering Price is reduced. See "*Description of Securities Being Distributed*".

Owning Common Shares may subject a purchaser to tax consequences. Such tax consequences are not described in this Prospectus. Purchasers should consult their own tax advisors with respect to their own particular circumstances.

The Company's head and registered office is located at Suite 101, 501 Alliance Avenue, Toronto, Ontario M6N 2J1.

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GENERAL MATTERS

Unless otherwise noted or the context indicates otherwise, the "Company", "dynaCERT", "we", "us" and "our" refer to dynaCERT Corp. and its wholly-owned subsidiaries.

An investor should rely only on the information contained or incorporated by reference in this Prospectus. The Company or the Underwriters have not authorized anyone to provide investors with additional or different information. The Company and the Underwriters are not making an offer to sell or seeking offers to buy the Units in any jurisdiction where the offer or sale is not permitted. Prospective purchasers should assume that the information appearing or incorporated by reference in this Prospectus is accurate only as at the respective dates thereof, regardless of the time of delivery of the Prospectus or of any sale of the Units. The Company's business, financial condition, results of operations and prospects may have changed since that date. The Company does not undertake to update the information contained or incorporated by reference herein, except to the extent required by applicable law.

All currency amounts in this Prospectus are stated in Canadian dollars, unless otherwise noted.

FORWARD-LOOKING INFORMATION

This Prospectus contains "forward looking statements" or "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information is provided as of the date of this Prospectus and the Company does not intend, and does not assume any obligation, to update this forward-looking information, except as required by applicable securities law.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", 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 information is based on reasonable assumptions that have been made by the Company as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of dynaCERT to be materially different from those expressed or implied by such forward-looking information. Investors are cautioned to review the various applicable risk factors discussed in the sections entitled "Risk Factors" in this Prospectus and in the Company's annual information form dated April 29, 2020 that is incorporated by reference herein.

Forward-looking information in this Prospectus includes, among other things, disclosure regarding: the Company's future outlook, the Offering, the closing of the Offering, the issuance of the Unit Shares, Warrants and Underwriter Warrants pursuant to the Offering as well as the information under the heading "Use of Proceeds". Forward-looking information has also been incorporated by reference through the Company's annual information form and includes, among other things, descriptions of the Company's business and objectives. Other documents incorporated by reference, such as the audited annual financial statements of the Company as at, and for the year ended, December 31, 2019 and related management's discussion and analysis as well as the unaudited condensed interim financial statements of the Company as at March 31, 2020 and related management's discussion and analysis, include forward looking information with respect to, among other things, the Company's corporate development and strategy and the effect of the COVID-19 pandemic on operations. See "*Risk Factors*".

Forward-looking statements are based on assumptions that management believes to be reasonable, that there will be no material adverse changes in the Company's target markets and such other assumptions and factors as set out herein. Although dynaCERT has attempted to identify important factors that could cause actual actions, events or results to differ materially from those contained in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents, each of which has been filed with the securities regulatory authorities in each of Ontario, British Columbia, Alberta and New Brunswick, and is available at www.sedar.com, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

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

2. the audited annual consolidated financial statements of the Company as at and for years ended December 31, 2019 and 2018, together with the notes thereto and the independent auditors' report thereon;

3. the audited annual consolidated financial statements of the Company as at and for years ended December 31, 2018 and 2017, together with the notes thereto and the independent auditors' report thereon;

4. the management's discussion and analysis dated April 29, 2020, of the Company for the year ended December 31, 2019;

5. the unaudited condensed interim financial statements of the Company dated June 1, 2020, for the three-month period ended March 31, 2020, together with the notes thereto;

6. the management's discussion and analysis of the Company for the three-month period ended March 31, 2020;

7. the Company's Management Information Circular and Proxy Statement dated August 12, 2019, relating to the annual and special meeting of shareholders held on September 20, 2019; and

8. the "template version" (as such term is defined in National Instrument 41-101 – *General Prospectus Requirements*) of the amended and restated term sheet for the Offering dated June 3, 2020, filed on SEDAR in connection with the Offering (the "**Marketing Materials**").

Any documents of the type referred to in paragraphs 1 – 6 above or similar material and any documents required to be incorporated by reference herein pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions*, including any annual information form, all material change reports (excluding confidential reports, if any), all annual and interim financial statements and management's discussion and analysis relating thereto, or information circular or amendments thereto that the Company files with any securities commission or similar regulatory authority in Canada after the date of this Prospectus and prior to the termination of the distribution under the Offering will be deemed to be incorporated by reference in this Prospectus and will automatically update and supersede information contained or incorporated by reference in this Prospectus.

Any statement contained in this Prospectus or a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies, replaces or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed 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 shall not constitute a part of this Prospectus, except as so modified or superseded.

ELIGIBILITY FOR INVESTMENT

In the opinion of Tingle Merrett LLP, counsel to the Company, and Wildeboer Dellelce LLP, counsel to the Underwriters, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the "**Tax Act**"), and any specific proposals to amend the Tax Act and the regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, the Unit Shares, Warrants and Warrant Shares, if issued on the date hereof, would be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), registered education savings plan ("**RESP**"), registered retirement income fund ("**RRIF**"), deferred profit sharing plan ("**DPSP**"), registered disability savings plan ("**RDSP**") or tax-free savings accounts ("**TFSA**"), each as defined in the Tax Act, provided: (i) in the case of the Unit Shares and Warrant Shares, the Unit Shares or Warrant Shares, as applicable, are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSXV), and (ii) in the case of the Warrants, the Warrant Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSXV) and the Company is not, and deals at arm's length with each person who is, an annuitant, a beneficiary, an employer or a subscriber under or a holder of such RRSP, RRIF, RDSP, RESP, DPSP or TFSA, as the case may be.

Notwithstanding that the Unit Shares, Warrants and Warrant Shares may be qualified investments as described above, if the Unit Shares, Warrants or Warrant Shares are "prohibited investments" for a RRSP, RRIF, TFSA, RDSP or RESP, the annuitant, holder or subscriber thereof (as the case may be) will be subject to a penalty tax under the Tax Act. The Unit Shares, Warrants and Warrant Shares will generally not be a "prohibited investment" for these purposes unless the annuitant, holder or subscriber, as the case may be, (i) does not deal at arm's length with the Company for purposes of the Tax Act, or (ii) has a "significant interest", as defined in subsection 207.01(4) the Tax Act, in the Company. In addition, the Unit Shares and Warrant Shares will not be "prohibited investments" if they are "excluded property" (as defined in the Tax Act) for a trust governed by a RRSP, RRIF, TFSA, RDSP or RESP.

Prospective investors who intend to hold the Unit Shares, Warrants or Warrant Shares in their RRSP, RRIF, TFSA, RDSP, DPSP or RESP should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

MARKETING MATERIALS

Any "template version" of any "marketing materials" (as defined in National Instrument 41-101 *General Prospectus Requirements*) that are used by the Underwriters in connection with the Offering are not part of this Prospectus to the extent that the contents of any template version of the marketing materials have been modified or superseded by a statement contained in this Prospectus. Any template version of any other marketing materials filed under the Company's profile on SEDAR at www.sedar.com after the date of this Prospectus but before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the marketing materials) is deemed to be incorporated by reference in this Prospectus.

SUMMARY DESCRIPTION OF BUSINESS

The Company was formed upon the amalgamation of Dynamic Fuel Systems Inc. and Chancellor Enterprises Holdings Inc. under the *Business Corporations Act* (Ontario) on December 31, 2003. The Company was initially named "Dynamic Fuels Systems Inc." On December 4, 2012, the Company filed Articles of Amendment to change its name to "dynaCERT Inc." The Company's head, registered and records offices are all located at Suite 101, 501 Alliance Avenue, Toronto, Ontario M6N 2J1.

dynaCERT is a growing energy sector company that specializes in delivering Carbon Emission Reduction Technologies to the global diesel engine marketplace. Throughout its years in business, the Company has worked to provide a reliable and effective electrolysis unit that generates hydrogen and oxygen on demand to: (a) address the growing requirements to reduce toxic emissions; and (b) provide lower operating costs including an increase in fuel economy.

The Company is engaged in the design, engineering, manufacturing, testing, and distribution of a transportable hydrogen generator aftermarket product, currently for use in the heavy Class 6-8 tractor trailer industry, the smaller Class 2-5 trucks, stationary power generation and off-road and on-road construction machinery, and targeted for use in refrigerated trailers and containers, mining and forestry industries, with potential for application in the ocean shipping and trans-continental rail industries. The system is a patented and patent pending retrofit product that provides performance enhancements by introducing hydrogen and oxygen into the air intake manifold resulting in greater fuel efficiency and reduced carbon emissions. In 2014, the Company acquired the intellectual property (including all patents and patents pending) of the HydraGEN™ Technology and continues to develop patents surrounding this technology.

The Company has recently established a 100%-owned subsidiary called dynaCERT International Strategic Holdings Inc. ("**DISH**"), to be used to support sales efforts worldwide with investments in strategically unique and exceptional CleanTech innovators directly related to dynaCERT's business, including a subscription programme of dynaCERT's HydraGEN™ Technology to enhance end-user adoption. As its first investment, DISH has acquired a twenty percent (20%) interest in KarbonKleen Inc. ("**KarbonKleen**"), dynaCERT's Preferred Service Provider. The purpose of this investment by DISH is to accelerate its market penetration and sales in the USA market which both dynaCERT and KarbonKleen have determined is a growing priority in North America. In connection with this transaction, dynaCERT granted to KarbonKleen the exclusive dealership rights in the trucking industry in the United States of America until December 31, 2024. The exclusivity granted to KarbonKleen is subject to certain quotas of a minimum of 150,000 HydraGEN™ Technology units over a little more than three years. The pre-existing rights and dealer relationships that dynaCERT has in the USA continue unrestricted and dynaCERT can continue discussions to add some qualified dealers in the USA until the latter of November 1, 2020 or the end of USA restrictions due to COVID-19. Such dealers will continue to operate unfettered by the transactions described herein and KarbonKleen's exclusivity. Though dynaCERT and KarbonKleen are considered "related parties" for accounting purposes under *IAS 24 – Related Parties* at the present time by virtue of the foregoing investment, the companies are operated separately, independently and on an arm's length basis from each other. On May 11, 2020, KarbonKleen has provided the Company with a purchase order for 3,000 HydraGEN™ technology units.

For further information regarding dynaCERT, see the Annual Information Form and other documents incorporated by reference in this Prospectus available at www.sedar.com under the Company's profile.

COVID-19

A summary of the impact of the COVID-19 pandemic on the Company has been included in the Company's management's discussion and analysis for the three-month period ended March 31, 2020, which is incorporated by reference into this Prospectus. There have been no material developments pertaining to COVID-19 and its impact on the Company since June 1, 2020 (being the filing date of the foregoing management's discussion and analysis), other than the Government of Ontario's delay in announcing the timeframes for implementation of Stage 2 of its re-opening strategy.

CONSOLIDATED CAPITALIZATION

The following table sets out the consolidated capitalization of the Company as of March 31, 2020, both before and after giving effect to the Offering. Other than as described below, there have been no material changes in the consolidated share and loan capital of the Company since March 31, 2020, the date of the Company's most recent financial statements. This table should be read in conjunction with the consolidated financial statements of the Company and the related notes and management's discussion and analysis of financial condition and results of operations in respect of those statements that are incorporated by reference in this Prospectus.

Designation	Authorized	As at March 31, 2020 before giving effect to the Offering (1)(2)(3)	As at March 31, 2020 after giving effect to the Offering (1)(2)(3)
Common Shares	Unlimited	344,455,426 ($73,372,365)	355,155,426 ($79,961,805)
Warrants(4)	-	34,789,602	40,139,602
Options(5)	10% of outstanding Common Shares	24,730,806	24,730,806

Notes:

(1) Assuming no exercise of the Over-Allotment Option and issuance of 642,000 Underwriter Warrants.

(2) Since March 31, 2020, an aggregate of 152,000 warrants and 525,000 options have been exercised into an aggregate of 677,000 Common Shares. As a result, as of the date of this Prospectus there are an aggregate of 345,132,426 Common Shares, 34,637,604 warrants and 24,205,806 stock options issued and outstanding.

(3) After deducting the Underwriters' Fee of $436,560 and expenses of the Offering of $250,000.

(4) Exercise prices of warrants range from $0.35 to $1.00.

(5) Exercise prices of stock options range from $0.10 to $0.94.

As noted in the Company's management discussion and analysis in respect of the three month period ended March 31, 2020 (which is incorporated by reference into this Prospectus), the Company invested in a one million three hundred thousand dollar loan bearing interest at six percent per annum, secured by a promissory note. The loan was made to a private corporation owned by a family trust in respect of which the President and Chief Executive Officer of the Company serves as a director. As the interest rate was significantly better than what was offered by the Company's bank, the board of directors of the Company approved the loan for investment purposes (as the Company was in a strong cash position at such time). The loan was subsequently repaid after March 31, 2020.

USE OF PROCEEDS

The net proceeds to the Company from the Offering, before giving effect to any exercise of the Over-Allotment Option, are estimated to be $6,839,440, after deducting the payment of the Underwriters' Fee of $436,560, but before deducting the expenses of the Offering (estimated to be approximately $250,000). If the Over-Allotment Option is exercised in full, the net proceeds to the Company from the Offering are estimated to be $7,865,356, after deducting the Underwriters' Fee of $502,044, but before deducting the expenses of the Offering (estimated to be approximately $250,000).

The Board of Directors is specifically contemplating the need to allocate capital in the following areas and therefore anticipates that the estimated net proceeds of the Offering, assuming no exercise of the Over-Allotment Option, will be used to fund the following:

Use of Proceeds	**Allocation of Net Proceeds**[(1)]
Financing raw materials and manufacturing and assembly costs in order to create and deliver finished goods inventory for the KarbonKleen subscription program and any other subscription programs or other product sales	$5,839,440
Working capital and general corporate purposes	$1,000,000
Total	$6,839,440

Notes:

(1) Exclusive of the exercise of the Over-Allotment Option. The Company intends to use the proceeds from the Over-Allotment Option, if any, towards unallocated working capital.

The above-noted allocation represents the Company's intention with respect to its use of the net proceeds based on current knowledge and planning by management of the Company (excluding potential contingencies, any deficiencies and cost-overages). Actual expenditures may differ from the estimates set forth above. There may be circumstances where, for sound business reasons, the Company reallocates the use of proceeds. If the Over-Allotment Option is exercised, the net proceeds from the exercise of the Over-Allotment Option, are expected to be used for the same purposes as described above. See "*Risk Factors – Risks Related to the Offering – Discretion in the Use of Proceeds*".

Until applied, the net proceeds will be held as cash balances in the Company's bank account or invested in certificates of deposit and other instruments issued by banks or obligations of or guaranteed by the Government of Canada or any province thereof. Unallocated funds from the Offering will be added to the working capital of the Company, and will be expended at the discretion of management.

The Company reported negative operating cash flows from operations for the year ended December 31, 2019 and for the three-month period ended March 31, 2020. It is anticipated that the Company will continue to report negative operating cash flows in future periods. It is expected that a portion of the net proceeds from the Offering will be used for working capital to fund negative operating cash flows. See "*Risk Factors – Negative Operating Cash Flows*."

Business Objectives and Milestones

The Company's wholly-owned subsidiary, DISH, has commenced a subscription programme under its agreements with KarbonKleen Inc. to enhance end-user adoption and for the purpose of accelerating the Company's market penetration and sales in Canada and the USA market. In connection with this transaction, dynaCERT granted to KarbonKleen the exclusive dealership rights in the trucking industry in the United States of America until December 31, 2024. The exclusivity granted to KarbonKleen is subject to certain conditions, including certain quotas of a minimum of 150,000 HydraGEN™ Technology units over a little more than three years. KarbonKleen has provided the Company with a purchase order for 3,000 HydraGEN™ Technology units, which was received on May 11, 2020. The proceeds of the Offering will be used to fund the acquisition of raw materials and the manufacturing, assembly and delivery of units under this initial purchase order. These units are to be produced and delivered to KarbonKleen on or before December 31, 2021. Additional orders for units are possible from KarbonKleen from time to time over the next three years in accordance with the aforementioned agreements, however the Company has no control over the timing of such orders. The exact timing for the delivery of units will be determined by KarbonKleen, which will, in turn, depend on the timing requirements of its clients, who are the end purchasers and users of the HydraGEN™ Technology units. The Company is not a party to any contracts between KarbonKleen (or any other dealer) and its clients, and therefore has no ability to plan for the exact timing requirements for deliveries under purchase orders. In terms of production timing, the worldwide pandemic starting in late 2019 has slowed down certain parts of the Company's supply chain, thereby stopping all final assembly work on existing client orders that were in the process of being manufactured until raw material deliveries resumed and were received towards the end of March 2020. Further, European shut down of non-essential commerce in January through May significantly affected the Company's ability to delivery finished goods as the Company's customers were not able to accept incoming goods or install HydraGEN™ Technology units on their clients' trucks and equipment. Though actual production rates are not expected to reach pre-COVID levels as a result of COVID health and safety procedures that will be in place upon business resumption, including social distancing at the workstations during the restart period, the Company does expect to move promptly into production as soon as restrictions imposed by the Government of Ontario have been lifted. The Company is in possession of sufficient raw materials and parts to complete the assembly of partially completed units that were halted when operations were shut down and to commence or complete production of units to satisfy orders in accordance with ordinary course order and delivery protocols. The total production capacity of the Company's plant (when operating at full capacity) is approximately 2,000 units per month (operating one shift per day) or up to 6,000 units per month (operating three shifts per day). New assembly line equipment has been implemented in early 2020, which is expected to enable the Company to ramp up its actual production in a more efficient manner once re-opening of the plant is permitted. The Government of Ontario has indicated that it will soon be announcing its plans for Stage 2 of its re-opening plan, though has not (as of the date of this Prospectus), provided exact dates for opening. All of the factors discussed above are expected to impact final scheduling of deliveries of the KarbonKleen order. Though the Company is not able to predict the timing of deliveries at this time, it does expect to be able to fulfill its delivery obligations once the Ontario government implements Phase 2 of its re-opening plan. See "*Risk Factors*" for a more detailed discussion of the impact of the COVID-19 pandemic on the Company's operations to date.

PLAN OF DISTRIBUTION

This Prospectus is being filed in each of Ontario, British Columbia, Alberta and New Brunswick to qualify: (i) the distribution of 10,700,000 Units being offered under the Offering (12,305,000 Units if the Over-Allotment Option is exercised in full); (ii) the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units issuable upon exercise of the Over-Allotment Option; and (iii) the distribution of up to 738,300 Underwriter Warrants.

Pursuant to the Underwriting Agreement, the Company has agreed to sell and the Underwriters have severally (and not jointly or jointly and severally) agreed to purchase, as principals, on the Closing Date, 10,700,000 Units at the Offering Price, for aggregate gross consideration of $7,276,000, payable in cash to the Company against delivery of the Unit Shares and Warrants. The Offering Price was determined by arm's length negotiation between the Company and the Co-Lead Underwriters, with reference to the prevailing market price of the Common Shares. The obligations of the Underwriters under the Underwriting Agreement are subject to certain closing conditions and may be terminated at their discretion on the basis of "due diligence", "disaster out", "material adverse change out", "market out" and "breach out" provisions in the Underwriting Agreement and may also be terminated upon the occurrence of certain other stated events. The Underwriters are, however, obligated to take up and pay for all of the Units if any Units are purchased under the Underwriting Agreement.

The Company has granted to the Underwriters the Over-Allotment Option, exercisable, in whole or in part, at the sole discretion of the Underwriters, for a period of 30 days from and including the Closing Date, to purchase up to an additional 1,605,000 Over-Allotment Units at the Offering Price to cover the Underwriters' over-allocation position, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised by the Underwriters in respect of: (i) Over-Allotment Units at the Offering Price; (ii) Over-Allotment Shares at a price of $0.628 per Over-Allotment Share, (iii) Over-Allotment Warrants at a price of $0.052 per Over-Allotment Warrant; or (iv) any combination of Over-Allotment Units, Over-Allotment Shares and/or Over-Allotment Warrants, so long as the aggregate number of Over-Allotment Shares and the aggregate number of Over-Allotment Warrants does not exceed 15% of the number of Unit Shares and Warrants, respectively, issued under the Offering (excluding the Over-Allotment Option). A purchaser who acquires Over-Allotment Units forming part of the Underwriters' over-allocation position acquires those Over-Allotment Units 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 the services provided by the Underwriters in connection with the Offering, and pursuant to the terms of the Underwriting Agreement, the Company has agreed to pay the Underwriters the Underwriters' Fee (including any gross proceeds raised on exercise of the Over-Allotment Option), provided that the Company and the Underwriters have acknowledged and agreed that in respect of sales of Units to the President's List, as mutually agreed to between the Company and the Underwriters, the Underwriters shall be paid a reduced cash fee equal to 4.5% of such gross proceeds. As additional consideration for the services rendered in connection with the Offering, the Company has agreed to issue to the Underwriters such number of Underwriter Warrants as is equal to 6% of the number of Units sold under the Offering (including any Units sold on exercise of the Over-Allotment Option). Each Underwriter Warrant will entitle the holder thereof to acquire one Underwriter Warrant Share at an exercise price of $0.68 per Underwriter Warrant Share for a period of two years following the Closing Date, subject to adjustment in certain customary events. For clarity, the Underwriters will not receive any Underwriter Warrants in connection with proceeds received from the President's List.

The Offering is being made in each of Ontario, British Columbia, Alberta and New Brunswick through those Underwriters or their affiliates who are registered to offer the Units for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subject to applicable law, the Underwriters may offer the Units in the United States and such other jurisdictions outside of Canada and the United States as agreed between the Company and the Underwriters.

The Common Shares are listed and posted for trading on the TSXV under the symbol "DYA", and the last reported sale price of the Common Shares on the TSXV on June 12, 2020 was $0.74 per Common Share. The Company has applied to (and received conditional acceptance from) the TSXV to list the Unit Shares, Over-Allotment Unit Shares, Warrant Shares, Over-Allotment Warrant Shares, and the Underwriter Warrant Shares. Final listing approval in respect of such securities is subject to the Company fulfilling all of the listing requirements of the TSXV.

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

Pursuant to the Underwriting Agreement, the Company has agreed (providing that a closing of the Offering has occurred and for so long as the Common Shares trade at a price under $0.95 of the Company's principal stock exchange) not to, without the prior written consent of the Co-Lead Underwriters, on behalf of the Underwriters, such consent not to be unreasonably withheld, directly or indirectly, offer, issue, pledge, sell, contract to sell, announce any intention to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise lend, transfer or dispose of, directly or indirectly, any Common Shares or securities convertible into or exchangeable for Common Shares, other than: (i) the issuance of Common Shares in connection with the exercise of any currently outstanding options of the Company; (ii) the issuance of options to acquire Common Shares pursuant to the Company's stock option plan; (iii) the issuance of Common Shares in connection with the exercise of any currently outstanding warrants of the Company; (iv) to satisfy any other currently outstanding instruments or other contractual commitments in relation to any transaction that has been disclosed to the Underwriters, for a period of 90 days after the Closing Date.

In addition, in accordance with the terms of the Underwriting Agreement, the Company will cause each of its executive officers and directors to enter into lock-up agreements in a form satisfactory to the Company and the Lead Underwriter, on behalf of the Underwriters, pursuant to which each such person agrees, for a period of 90 days after the Closing Date, not to, directly or indirectly, for a price below $0.95, sell, agree to sell, announce any intention to sell, or otherwise monetize the economic value of, any Common Shares or other securities (including but not limited to options, purchase contracts, rights or warrants) convertible or exchangeable for Common Shares, whether now owned or hereinafter acquired, directly or indirectly, or under their control or direction, or with respect to which each has beneficial ownership, without the written consent of the Co-Lead Underwriters, such consent not to be unreasonably withheld, subject to the following exceptions: (i) if the Company receives an offer, which has not been withdrawn, to enter into a transaction or arrangement, or proposed transaction or arrangement, pursuant to which, if entered into or completed substantially in accordance with its terms, a party could, directly or indirectly acquire an interest (including an economic interest) in, or become the holder of, 100% of the total number of Common Shares, whether by way of takeover offer, plan of arrangement, shareholder approved acquisition, capital reduction, share buyback, securities issue, reverse takeover, dual-listed company structure or other merger, transaction or arrangement; (ii) in respect of sales to affiliates of such person; or (iii) as a result of the death of any such person.

Pursuant to policy statements of certain securities regulators, the Underwriters may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions including: (a) a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities; (b) a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of the distribution, provided that the bid or purchase was for the purpose of maintaining a fair and orderly market and not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, such securities; or (c) a bid or purchase to cover a short position entered into prior to the commencement of a prescribed restricted period. Consistent with these requirements, and in connection with this distribution, 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. If these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on the TSXV, in the over-the-counter market, or otherwise.

The Units, Unit Shares and Warrants comprising the Units (and the Warrant Shares issuable upon exercise of the Warrants), the securities issuable upon exercise of the Over-Allotment Option (and the Over-Allotment Warrant Shares issuable upon exercise of the Over-Allotment Warrants), and Underwriter Warrants (and the Underwriter Warrant Shares issuable upon exercise thereof), have not been and will not be registered under the U.S. Securities Act or any state securities laws and, subject to registration under the U.S. Securities Act and applicable state securities laws or certain exemptions therefrom, may not be offered, sold, transferred, delivered or otherwise disposed of, directly or indirectly, within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S under the U.S. Securities Act) or any person in the United States. Each Underwriter has agreed that, except as permitted under the Underwriting Agreement, it will not offer, sell, transfer, deliver or otherwise dispose of, directly or indirectly, the Units at any time within the United States, except pursuant to an exemption from registration under the U.S. Securities Act.

The Underwriting Agreement permits the Underwriters, acting through their registered United States broker-dealer affiliates, to: (a) re-offer and resell the Units in the United States to Qualified Institutional Buyers, provided such offers and sales are made in accordance with Rule 144A; and (b) offer the Units for sale by the Company to substituted purchasers that are U.S. Accredited Investors, in compliance with Rule 506(b) of Regulation D, and in either case in compliance with similar exemptions under applicable state securities laws. Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Units outside the United States only in accordance with Rule 903 of Regulation S under the U.S. Securities Act. Any Unit Shares, Warrants, Over-Allotment Unit Shares and Over-Allotment Warrants that are sold in the United States will be restricted securities within the meaning of Rule 144 of the U.S. Securities Act, and may only be offered, sold or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act.

This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Units in the United States or to, or for the account or benefit of, U.S. Persons. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Units within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the U.S. Securities Act and similar exemptions under applicable state securities laws.

Subscriptions for the Units 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 notice. Except for Unit Shares and Warrants offered and sold in the United States or to, or for the account or benefit of, U.S. Persons who are U.S. Accredited Investors acquiring Units pursuant to the registration exemption in Rule 506(b) of Regulation D, which will be issued in certificated form, no certificates evidencing the Unit Shares and Warrants will be issued. Instead, the Unit Shares and Warrants sold pursuant to the Offering will be issued in electronic form to CDS or its nominees thereof and deposited with CDS on the closing of the Offering. A purchaser, including a Qualified Institutional Buyer who is acquiring Units in the United States pursuant to the registration exemption in Rule 144A under the U.S. Securities Act, will receive only a customer confirmation of the issuance of the securities purchased pursuant to the Offering from the registered dealer through which the Units are purchased. The Closing Date is expected to be on or about June 18, 2020, or such other date as may be agreed upon by the Company and the Underwriters, but in any event not later than 42 days after the date of the receipt of the (final) short form prospectus.

It is anticipated that the Unit Shares and Warrants will be delivered under the book-based system through CDS or its nominee and deposited in electronic form, except in certain limited circumstances. A purchaser of Units will receive only a customer confirmation from the registered dealer from or through which the Units are purchased and who is a Participant. CDS will record the Participants who hold Unit Shares and Warrants on behalf of owners who have purchased Units in accordance with the book-based system. No certificates evidencing the Unit Shares or Warrants will be issued to subscribers, except in certain limited circumstances, and registration will be made in the name of the nominee of CDS. Notwithstanding the foregoing, all Unit Shares and Warrants offered and sold in the United States or to or for the account or benefit of U.S. Persons who are U.S. Accredited Investors will be issued in certificated, individually registered form.

Pursuant to the terms of the Underwriting Agreement, the Company has agreed to reimburse the Underwriters for certain expenses incurred in connection with the Offering and to indemnify the Underwriters and their directors, officers, employees, unitholders and agents against, certain liabilities and expenses and to contribute to payments the Underwriters may be required to make in respect thereof.

DESCRIPTION OF THE SECURITIES BEING DISTRIBUTED

Common Shares

The authorized capital of the Company consists of an unlimited number of Common Shares. As of the date of this Prospectus, there are 345,132,426 Common Shares issued and outstanding.

The holders of Common Shares are entitled to dividends as and when declared by the board of directors of the Company, to one vote per Common Share at meetings of shareholders of the Company and, upon liquidation, to receive such assets of the Company as are distributable to the holders of the Common Shares. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable.

Warrants

The following is a summary of the material attributes and characteristics of the Warrants. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the terms of the Warrant Indenture, which will be filed with the applicable Canadian securities regulatory authorities and available on SEDAR at www.sedar.com as of the Closing Date.

General

Each Warrant will be transferable and will entitle the holder thereof to acquire one Warrant Share at an exercise price of $1.00 prior to 4:00 p.m. (Toronto time) for a period of 24 months following the date of issuance of such Warrants, subject adjustment in certain customary events, after which time the Warrants will expire.

The Warrants will be issued under and governed by the Warrant Indenture to be entered into on the Closing Date between the Company and TSX Trust Company, as warrant agent. The Company will appoint the principal transfer office of TSX Trust Company in Toronto, Ontario, or such other place as may be designated in accordance with the Warrant Indenture, as the location at which the Warrants may be surrendered for exercise, transfer or exchange. Under the Warrant Indenture, the Company may, subject to applicable law, purchase by private contract or otherwise, any of the Warrants then outstanding, and any Warrants so purchased will be cancelled.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including:

(a) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares by way of a stock dividend or other distribution (other than a distribution of Common Shares upon the exercise of any Warrants or options outstanding as of the date of the Warrant Indenture);

(b) the subdivision, redivision or change of the Common Shares into a greater number of Common Shares;

(c) the consolidation, reduction or combination of the Common Shares into a lesser number of Common Shares;

(d) the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the "Current Market Price" ("Current Market Price" will be defined in the Warrant Indenture as the weighted average of the trading price per Common Share for such Common Shares for each day there was a closing price for the twenty consecutive Trading Days ending five days prior to such date on the TSXV) for the Common Shares on such record date; and

(e) the distribution to all or substantially all of the holders of the Common Shares of (i) securities of any class, whether of the Company or any other entity (other than Common Shares), (ii) rights, options or warrants to subscribe for or to purchase Common Shares, or other securities convertible into or exchangeable for Common Shares (other than a "Rights Offering", as will be defined in the Warrant Indenture), (iii) evidence of indebtedness, or (iv) any property or other assets.

The Warrant Indenture will also provide for adjustment in the class and/or number of securities issuable upon the exercise of the Warrants and/or exercise price per security in the event of the following additional events:

(a) reclassifications of the Common Shares;

(b) consolidations, amalgamations, arrangements or mergers of the Company with or into any other corporation or other entity (other than consolidations, amalgamations, arrangements or mergers which do not result in any reclassification of the outstanding Common Shares or a change of the Common Shares into other shares); or

(c) the transfer of the undertaking or assets of the Company as an entirety or substantially as an entirety to another corporation or other entity.

No adjustment in the exercise price or the number of Warrant Shares issuable upon the exercise of the Warrants will be required to be made unless the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the exercise price.

The Company will covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to TSX Trust Company and to the holders of the Warrants of certain stated events, including events that would result in an adjustment to the Exercise Price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants. The notice shall be given in each case not less than 14 days prior to any such applicable record date. If notice has been given and the adjustment is not then determinable, the Company shall promptly, after the adjustment is determinable, file with TSX Trust Company a computation of the adjustment and give notice to the holders of the Warrants of such adjustment computation.

No fractional Warrant Shares will be issuable upon the exercise of any Warrants and no compensation will be paid in lieu of fractional Warrant Shares. Holders of Warrants will not have any right or interest whatsoever as a shareholder, including, but not limited to, the right to vote at, to receive notice of, or to attend, meetings the Company's shareholders or any other proceedings of the Company, or the right to dividends and other allocations.

The Warrant Indenture will provide that, from time to time, the Company and TSX Trust Company may amend or supplement the Warrant Indenture for certain purposes, without the consent of the holders of the Warrants, including curing defects or inconsistencies that do not prejudice the rights of any holder. Any amendment or supplement to the Warrant Indenture that would prejudice the interests of the holders of Warrants may only be made by "extraordinary resolution", which will be defined in the Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing of at least 25% of the aggregate number of the then outstanding Warrants (unless such meeting is adjourned to a prescribed later date due to the lack of quorum) and passed by the affirmative vote of the holders of Warrants present in person or by proxy shall form a quorum and passed by the affirmative vote of the holders of Warrants representing not less than 66 2/3% of the aggregate number of Warrant Shares that may be acquired on exercise of the Warrants at the meeting and voted on the poll upon such resolution; or (ii) adopted by an instrument in writing signed by the holders of Warrants representing not less than 75% of the aggregate number of the then outstanding Warrants.

The Warrants and the Warrant Shares issuable upon the exercise of the Warrants have not been and will not be registered under the U.S. Securities Act or any state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person (as that term is defined in Regulation S under the U.S. Securities Act), nor will any certificates representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws is available and the Company has received an opinion of counsel of recognized standing to such effect in form and substance satisfactory to the Company; provided, however, that a holder who is a Qualified Institutional Buyer or a U.S. Accredited Investor at the time of exercise of the Warrants will not be required to deliver an opinion of counsel in connection with the exercise of Warrants that are a part of those Units.

Underwriter Warrants

The Company has agreed to issue Underwriter Warrants, the distribution of which are qualified by this Prospectus. The Underwriter Warrants will entitle the Underwriters to purchase Warrant Shares equal to 6% of the number of Units issued under the Offering (including any Over-Allotment Unit Shares issued upon the exercise of the Over-Allotment Option, but not including Units issued under the Offering to purchasers on the President's List). The Underwriter Warrants will have an exercise price of $0.68 and will expire on a date that is 24 months from the Closing Date. The Warrant Shares issuable upon exercise of the Underwriter Warrants are Common Shares.

The Underwriter Warrants may be exercised by the Underwriters to purchase Underwriter Warrant Shares on or before the expiration date by delivering: (i) notice of exercise, appropriately completed and duly signed; and (ii) payment of the exercise price for the number of Underwriter Warrant Shares with respect to which the Underwriter Warrant is being exercised. The Underwriter Warrants may be exercised in whole or in part, but only for full Underwriter Warrant Shares.

The Underwriter Warrant Shares will be, when issued and paid for in accordance with the Underwriter Warrants, duly authorized, validly issued and fully paid and non-assessable. The Company will authorize and reserve at least that number of Common Shares equal to the number of Underwriter Warrant Shares issuable upon exercise of all outstanding Underwriter Warrants.

The exercise price and the number of Underwriter Warrant Shares issuable upon the exercise of each Underwriter Warrant are subject to adjustment upon the happening of certain events, such as a distribution on the Common Shares, or a subdivision, consolidation or reclassification of the Common Shares. In addition, upon any fundamental transaction involving the Company, such as a merger, arrangement, consolidation, sale of all or substantially all of the Company's assets, share exchange or business combination, the Underwriter Warrants will thereafter evidence the right of the holder to receive the securities, property or cash deliverable in exchange for or on the conversion of or in respect of the Common Shares to which the holder of a Common Share would have been entitled immediately on such event.

The Underwriter Warrants are non-transferable, and will not be listed or quoted on any securities exchange. The holders of the Underwriter Warrants do not have the rights or privileges of holders of Common Shares and any voting rights until they exercise their Underwriter Warrants and receive Underwriter Warrant Shares.

PRIOR SALES

Common Shares

The following table sets forth the details regarding all issuances of Common Shares during the 12-month period prior to the date of this Prospectus.

Date	Type of Security	Issuance/Exercise Price per Security	Number Issued
May 2019(1)	Common Shares	$0.10	700,000
May 2019(1)	Common Shares	$0.25	200,000
June 2019(1)	Common Shares	$0.10	301,000
July 2019(1)	Common Shares	$0.10	375,000
July 2019(1)	Common Shares	$0.25	310,000
July 2019(2)	Common Shares	$0.25	239,000
July 2019(2)	Common Shares	$0.35	1,240,000
August 2019(1)	Common Shares	$0.10	1,000,000
August 2019(1)	Common Shares	$0.25	50,000
August 2019(1)	Common Shares	$0.38	615,790
August 2019(1)	Common Shares	$0.50	175,000
August 2019(2)	Common Shares	$0.25	6,000
August 2019(2)	Common Shares	$0.35	267,857
September 2019(1)	Common Shares	$0.22	850,000
September 2019(1)	Common Shares	$0.25	100,000
September 2019(1)	Common Shares	$0.50	90,000
September 2019(2)	Common Shares	$0.25	30,000
September 2019(2)	Common Shares	$0.35	340,000
October 2019(2)	Common Shares	$0.35	1,170,000
November 2019(2)	Common Shares	$0.25	100,000
November 2019(2)	Common Shares	$0.35	1,617,262
November 12, 2019(3)	Common Shares	$0.50	28,000,000
November 19, 2019(3)	Common Shares	$0.50	2,700,000
December 2019(1)	Common Shares	$0.15	165,000
December 2019(2)	Common Shares	$0.35	6,196,415
December 13, 2019(3)	Common Shares	$0.50	2,000,000
January 2020(1)	Common Shares	$0.15	175,000
January 2020(1)	Common Shares	$0.22	150,000
January 2020(1)	Common Shares	$0.25	340,000
January 2020(1)	Common Shares	$0.38	140,000

Date	Type of Security	Issuance/Exercise Price per Security	Number Issued
January 2020[(1)]	Common Shares	$0.50	425,000
January 2020[(1)]	Common Shares	$0.52	50,000
January 2020[(1)]	Common Shares	$0.71	100,000
January 2020[(1)]	Common Shares	$0.80	100,000
January 2020[(2)]	Common Shares	$0.25	25,000
January 2020[(2)]	Common Shares	$0.35	1,096,666
February 2020[(1)]	Common Shares	$0.15	1,700,000
February 2020[(1)]	Common Shares	$0.35	200,000
February 2020[(1)]	Common Shares	$0.50	117,000
February 2020[(1)]	Common Shares	$0.52	400,000
February 2020[(1)]	Common Shares	$0.65	40,000
February 2020[(1)]	Common Shares	$0.80	175,000
February 2020[(2)]	Common Shares	$0.35	1,103,000
March 2020[(1)]	Common Shares	$0.10	1,100,000
March 2020[(1)]	Common Shares	$0.50	30,000
March 2020[(1)]	Common Shares	$0.52	95,500
April 2020[(1)]	Common Shares	$0.10	100,000
April 2020[(1)]	Common Shares	$0.52	300,000
April 2020[(2)]	Common Shares	$0.35	2,000
May 2020[(1)]	Common Shares	$0.50	125,000
May 2020[(2)]	Common Shares	$0.35	150,000

Notes:

(1) Issued upon the exercise of previously granted stock options.
(2) Issued upon the exercise of previously issued share purchase warrants.
(3) Issued on a private placement basis as part of units, each such unit being comprised of one Common Share and one-half (1/2) of one (1) share purchase warrant.

Warrants

The following table sets forth the details regarding all issuances of share purchase warrants during the 12-month period prior to the date of this Prospectus.

Date	Type of Security	Issuance/Exercise Price per Security	Number Issued
November 13, 2019[(1)]	warrants	$0.65	1,350,000
November 28, 2019[(1)]	warrants	$0.65	14,000,000
December 13, 2019[(1)]	warrants	$0.65	1,000,000

Notes:

(1) Issued on a private placement basis as part of units, each such unit being comprised of one (1) Common Share and one-half (1/2) of one warrant, with each whole warrant being exercisable for a period of two (2) years from the date of issuance, provided however that, if at any time after the date that is four months and one day after the date of issuance, the closing trading price of the Common Shares on the TSXV is greater than $0.80 per Common Share for a period of 10 consecutive business days, then the Company may, at its discretion give notice of the acceleration of some or all of the share purchase warrants to the holder and, in such case, the expiry time shall be 5:00 p.m. (Toronto time) on the 30th day after the date on which such notice is deemed to have been given by the Company to the holder.

Stock Options

The following table sets forth the details regarding all grants of stock options during the 12-month period prior to the date of this Prospectus.

Date	Type of Security	Issuance/Exercise Price per Security	Number Issued
July 30, 2019	stock options	$0.50	600,000
September 11, 2019	stock options	$0.50	700,000
October 11, 2019	stock options	$0.50	50,000
November 12, 2019	stock options	$0.50	1,024,000

Date	Type of Security	Issuance/Exercise Price per Security	Number Issued
December 9, 2019	stock options	$0.52	3,650,000
December 17, 2019	stock options	$0.55	400,000
February 12, 2020	stock options	$0.70	275,000

TRADING PRICE AND VOLUME

The Common Shares are listed and posted for trading on the TSXV under the symbol "DYA". The following table shows the high and low closing prices, as well as the total volume traded, for the 12 months prior to the date of this Prospectus:

	High	Low	Volume
	($)	($)	
2019			
May	0.345	0.300	2,730,861
June	0.320	0.220	2,085,617
July	0.540	0.260	29,405,497
August	0.610	0.360	12,113,323
September	0.680	0.440	12,456,663
October	0.630	0.490	7,826,827
November	0.560	0.400	10,873,437
December	0.790	0.490	14,658,704
2020			
January	1.050	0.690	26,745,316
February	1.250	0.800	29,816,820
March	1.000	0.325	41,666,836
April	0.700	0.490	13,517,565
May	0.940	0.580	17,664,726
June 1 – 12	0.830	0.700	7,117,350

TSX Graduation

The Company has applied for graduation to the Toronto Stock Exchange (the "**TSX**") and has been granted conditional acceptance. Final approval of the TSX listing is subject to the Company fulfilling all remaining conditions as required by the TSX, including the completion of this Offering and all other standard listing requirements of the TSX on or before August 12, 2020. Provided that such conditions are satisfied and the graduation does take effect, the Company will no longer be considered a "venture issuer" and will be subject to additional corporate and disclosure requirements, including but not limited to: requirements for all members of its audit committee to be independent; requirements for certain amendments to be made to its option plan to adhere to TSX guidelines; increased corporate governance reporting requirements; and shortened time periods for continuous disclosure filings such as financial statements and management's discussion and analysis. There is no guarantee that the Company will satisfy the conditions to graduation to the TSX prior to August 12, 2020.

RISK FACTORS

An investment in the Units is subject to certain risks. Subscribers should carefully consider the risk factors set forth under the heading "*Risk Factors*" in the AIF which is incorporated into and forms part of this Prospectus. In addition, investors should carefully review and consider all other information contained in and incorporated by reference to this Prospectus.

Risks Related to the Offering

Discretion in the Use of Proceeds

Management will have broad discretion concerning the use of the proceeds of the Offering as well as the timing of their expenditures. As a result, an investor will be relying on the judgment of management for the application of the proceeds of the Offering. Management may use the net proceeds of the Offering other than as described under the heading "*Use of Proceeds*" if they believe it would be in the Company's best interest to do so and in ways that an investor may not consider desirable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Company's results of operations may suffer.

Market Price of the Common Shares

There can be no assurance that an active market for the Common Shares will be sustained after the Closing Date. The market price of the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control. This volatility may affect the ability of holders of Common Shares to sell their securities at an advantageous price. Market price fluctuations in the Common Shares may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Common Shares.

Financial markets historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies, including the current market volatility resulting from the outbreak of the coronavirus (discussed below). Accordingly, the market price of the Common Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Common Shares may be materially adversely affected.

Return on Investment Risk

There is no guarantee that an investment in the Units will earn any positive return in the short or long term. A purchase of Units under the Offering involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks, who have no need for immediate liquidity in their investment, and who can afford to lose their entire investment.

Dilution

The Company may complete additional financings and issue additional securities in the future, which may dilute a shareholder's holdings in the Company and decrease the value of the Company's securities. The Company's articles permit the issuance of an unlimited number of Common Shares, and shareholders have no pre-emptive rights in connection with such further issuance. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options under the Company's stock option plan and upon the exercise of outstanding warrants.

Negative Operating Cash Flows

The Company reported negative operating cash flows from operations for the year ended December 31, 2019 and for the three-month period ended March 31, 2020. It is anticipated that the Company will continue to report negative operating cash flows in future periods. It is expected that a portion of the net proceeds from the Offering will be used for working capital to fund negative operating cash flows. See "*Use of Proceeds*".

Shareholder Rights

Holders of Warrants will not be entitled to any rights with respect to the Common Shares (including, without limitation, voting rights and rights to receive any dividends or other distributions on the Common Shares), but if such a holder subsequently exercises its Warrants, such holder will be subject to all changes affecting the Common Shares. Rights with respect to the Common Shares will arise only if and when the Company delivers Common Shares upon the exercising of a Warrant and, to a limited extent, under the conversion rate adjustments under the Warrant Indenture.

Global Health Crisis

Since late 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, among other measures, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and sometimes even weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

The rapid spread of COVID-19 worldwide has caused significant economic contraction and uncertainty for the Company, resulting in the Company not being able to produce product and thereafter to be able to ship product to its customers. The worldwide pandemic starting in late 2019 has slowed down parts of the Company's supply chain, thereby stopping all final assembly work on existing client orders until raw material deliveries resumed and were received towards the end of March 2020. Further, European shut down of non-essential commerce in January through May significantly affected the Company's ability to delivery finished goods as the Company's customers were not able to accept incoming goods or install HydraGEN™ Technology units on their trucks and equipment. With the exception of the KarbonKleen transaction described herein, further sales efforts have also been curtailed with potential dealers and their customers all affected by the stay-at-home rules put in place by the countries where the Company does business.

Although the North American pandemic response was a few weeks behind the European one, in Ontario, the government mandated that all non-essential work be stopped and employees be sent home on March 16, 2020 and the Company fully complied. While the Company was able to have a few materials-team members intermittently on hand for the receiving of the remaining raw materials that were in transit from the supply chain, all long-term deliveries to dynaCERT were put on hold.

The Ontario Government has released Stage 1 of its re-opening plan, qualifying certain companies and services to re-open. It is now expected that the Company will receive approval to be considered to allow employees to return to work in its next Stage 2 release, but this has not yet been made official by the Government of Ontario. Due to this restriction imposed by the Government of Ontario, the Company has not been able to complete orders or restart its production line since it was shut down on March 16, 2020. It is not known when this official Stage 2 release will occur.

In anticipation of a release from the government to restart and return to work, the Company has implemented four different COVID-centric policies and a daily acknowledgement to keep its employees safe as it works toward starting to begin shipping HydraGEN™ units to the Company's customers.

Production rates are not expected to reach pre-COVID levels as a result of these COVID health and safety procedures that will be in place, including social distancing at the workstations during the restart period. This impacts also final scheduling of deliveries of the KarbonKleen purchase order discussed herein.

The Company has maintained its staff and employees' payroll since the shutdown began. The Company has applied for and received $116,406 in government support during this period.

It is expected that worldwide there will be a dramatic change in governments' plans of action on environmental concerns as the air pollution indices in major cities worldwide (Beijing, China; New Delhi, India and others) have demonstrated the immense benefits of clean air realized by the deep drop in production and activities in major locations.

All statements regarding the Company's business should be viewed in light of these risk factors. Investors should consider carefully whether investment in the Units offered hereunder is suitable for them in light of the information in this Prospectus and in the documents incorporated by reference and their personal circumstances. Such information does not purport to be an exhaustive list. If any of the identified risks were to materialize, the Company's business, financial position, results and/or future operations may be materially affected. Additional risks and uncertainties not presently known to the Company, or which the Company currently deems not to be material, may also have an adverse effect upon the Company and the Units offered hereunder.

INTEREST OF EXPERTS

Certain legal matters relating to the Offering will be passed upon by Tingle Merrett LLP, on behalf of the Company and by Wildeboer Dellelce LLP, on behalf of the Underwriters. As at the date hereof, the partners and associates of each of Tingle Merrett LLP and Wildeboer Dellelce LLP, each as a group owned, directly or indirectly less than 1% of the outstanding Common Shares.

AUDITORS

The current auditor of the Company is BDO Canada LLP, Chartered Professional Accountants, with offices at 222 Bay Street, Suite 2200, Toronto, Ontario M5K 1H1. The independent auditor of the Company, BDO Canada LLP, Chartered Professional Accountants, has informed the Company that it is independent with respect to the Company in the context of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

The former auditor of the Company (in respect of the audited annual consolidated financial statements of the Company as at and for years ended December 31, 2018 and 2017) was Ernst & Young LLP, Chartered Professional Accountants, with offices at EY Tower, 100 Adelaide Street West, Toronto, Ontario M5H 0B3. The former independent auditor of the Company, Ernst & Young LLP, Chartered Professional Accountants, has informed the Company that it is independent with respect to the Company in the context of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

TRANSFER AGENT AND REGISTRAR

TSX Trust Company, at its principal offices in Toronto, Ontario, is the transfer agent and registrar for the Common Shares.

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, revision 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 adviser.

In an offering of convertible, exchangeable or exercisable securities ("**Exercisable Securities**"), investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, under the securities legislation of certain provinces, to the price at which the Exercisable Securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal advisor.

CERTIFICATE OF THE CORPORATION

DATED: June 15, 2020

This 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 short form prospectus as required by the securities legislation of the provinces of Ontario, British Columbia, Alberta and New Brunswick.

"*M. James Payne*"	"*Carmelo Marrelli*"
(signed) M. James Payne President, Chief Executive Officer and Director	(signed) Carmelo Marrelli Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"*Jean-Pierre Colin*"	"*Robert Maier*"
(signed) Jean-Pierre Colin Director	(signed) Robert Maier Director

CERTIFICATE OF THE UNDERWRITERS

DATED: June 15, 2020

To the best of our knowledge, information and belief, this 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 short form prospectus as required by the securities legislation of the provinces of Ontario, British Columbia, Alberta and New Brunswick.

EIGHT CAPITAL

Per *(signed) "Tony Loria"*

Tony Loria
Principal, Managing Director

PI FINANCIAL CORP.

Per *(signed) "Timothy Johnston"*

Timothy Johnston
Managing Director, Investment Banking

HAYWOOD SECURITIES INC.

Per *(signed) "Campbell Becher"*

Campbell Becher
Managing Director, Investment Banking

INDUSTRIAL ALLIANCE SECURITIES INC.

Per *(signed) "John Rak"*

John Rak
Managing Director, Investment Banking

STIFEL GMP

Per *(signed) "Matt Gaasenbeek"*

Matt Gaasenbeek
Managing Director, Head of Investment Banking