

CEMATRIX™

Cellular Concrete Solutions

A preliminary prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in the Provinces of Alberta, British Columbia, Manitoba, Ontario and Saskatchewan.

The preliminary prospectus is still subject to completion. Copies of the preliminary prospectus may be obtained from Gravitas Securities Inc., 333 Bay Street, Suite 1700, Toronto, Ontario, M5H 2R2, attn: syndication@gravitassecurities.com or from Clarus Securities Inc., Exchange Tower, 130 King Street West, Suite 3640, Toronto, Ontario, M5X 1A9, attn: settlements@clarussecurities.com. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final 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 prospectus, the final prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

TERM SHEET

Issuer:	CEMATRIX Corporation (TSXV: CVX) (the “ Issuer ”).
Listing:	The company trades under the ticker symbol “CVX” on the TSX Venture Exchange.
Agents:	Gravitas Securities Inc. and Clarus Securities Inc. (collectively, the “ Co-Lead Agents ”) and including a syndicate of agents (the “ Agents ”).
Unit Price:	\$0.65 per Unit (as hereafter defined).
Units:	Each Unit shall be comprised of one (1) common share of the Issuer (a “ Common Share ”) and one half (1/2) of one common share purchase warrant (each whole common share purchase warrant, a “ Warrant ”). Each Warrant shall be exercisable into one Common Share at a price of \$0.81 per Warrant for a period of 24 months from the Closing Date.
Size of Offering:	Up to \$20,000,000 worth of units (each a “ Unit ” and collectively the “ Units ” or the “ Offered Securities ”).
Over-Allotment Option:	The Agents shall have the option, exercisable at any time until the date that is 30 days following the Closing Date to offer up to an additional 15% of Units amounting to aggregate proceeds of up to \$3,000,000
Use of Proceeds:	The primary use will be for acquisitions, regional expansion, general corporate

purposes and working capital.

Offering Basis:

The Offered Securities will be offered for sale on a commercially reasonable best efforts agency basis to eligible purchasers in British Columbia, Alberta, Saskatchewan, Manitoba, and Ontario, as the Agents may designate, may be offered in the United States pursuant to appropriate exemptions from the registration requirements of the United States Securities Act of 1933, as amended, and may be offered in such other jurisdictions and the Issuer and the Agents may agree, acting reasonably.

Eligibility:

The Units are eligible for Canadian RRSPs, RRIFs, RDSPs, DPSPs, TFSAs and RESPs.

**Agents’
Commission:**

1. 7% of the aggregate cash proceeds received from the sale of the Offered Securities (including the Over-Allotment Option); and
2. a number of warrants (the “**Broker Warrants**”) equal to 8% of the aggregate number of Units issued under the Offering (including the Over-Allotment Option). Each Broker Warrant will entitle the holder to acquire one Unit of the Issuer at an exercise price equal to the Unit Price for a period of 24 months from the Closing Date.

Closing:

The Offering shall close on or about the week of March 15th, 2021 or such other date as the Agents and the Issuer may agree (the “**Closing Date**”) and may be closed in one or more tranches.