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

This preliminary short form base prospectus has been filed under legislation in each of the provinces and territories of Canada other than Quebec that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except in cases where an exemption from such delivery requirements is available.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This preliminary short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell such securities. Information has been incorporated by reference in this preliminary short form base shelf 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 secretary of the issuer at info@republictech.io during ordinary business hours, (778) 200-4124 and are also available electronically at www.sedarplus.ca.*

PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

New Issue October 16, 2025

REPUBLIC

REPUBLIC TECHNOLOGIES INC.
US$200 Million
COMMON SHARES
WARRANTS
UNITS
SUBSCRIPTION RECEIPTS
DEBT SECURITIES

Republic Technologies Inc. (“**Republic**”, the “**Company**” or “**we**”) may offer for sale hereunder and issue, from time to time, in one or more series or issuances, of: (i) common shares in the capital of the Company (“**Common Shares**”); (ii) warrants exercisable to acquire Common Shares and/or other securities of the Company (“**Warrants**”); (iii) units comprising Common Shares and Warrants (“**Units**”); (iv) subscription receipts exercisable for Common Shares, Warrants or Units (“**Subscription Receipts)**; and (v) debt securities (“**Debt Securities**” and together with the Common Shares, Warrants, Units, and Subscription Receipts, the “**Securities**”) of the Company, with the total gross proceeds not to exceed US$200 million during the 25-month period that this short form base shelf prospectus (the “**Prospectus**”) remains effective. The Securities may be offered hereunder in amounts, at prices and on terms to be determined based on market conditions at the time of sale and set forth in an accompanying shelf prospectus supplement ("**Prospectus Supplement**").

In addition, the Securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Company or a subsidiary of the Company. The consideration for any such acquisition may consist of any of the Securities separately, a combination of Securities or any combination of among other things, Securities, cash and assumption of liabilities.

The specific terms of the Securities in respect of which this Prospectus is being delivered will be set forth in the applicable Prospectus Supplement and will include the number of Securities offered, the offering price and any other specific terms.

All applicable information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

The Common Shares are listed and posted for trading on the Canadian Securities Exchange (the "**CSE**") under the trading symbol "DOCT". On October 15, 2025, being the last complete trading day of the Common Shares prior to the date of this Prospectus, the closing price on the CSE of the Common Shares was $0.44.

Unless otherwise specified in the applicable Prospectus Supplement, the Warrants, the Units, the Subscription Receipts and the Debt Securities (collectively, the "**Non-Listed Securities**") will not be listed on any securities or stock exchange or on any automated dealer quotation system. **There is currently no market through which the Non-Listed Securities may be sold and purchasers may not be able to resell such Non-Listed Securities purchased under this Prospectus. This may affect the pricing of the Non-Listed Securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Non-Listed Securities and the extent of issuer regulation. Refer to the "*Risk Factors*" section of this Prospectus.**

Prospective investors should be aware that the acquisition and disposition of the Securities may have tax consequences. Such consequences for investors are not described fully herein. Prospective investors should carefully review the tax discussion, if any, contained in any applicable Prospectus Supplement with respect to a particular offering of the Securities and consult their own tax advisors with respect to their own particular circumstances.

An investment in the Securities being offered is highly speculative and involves significant risks that prospective investors should consider before purchasing such Securities. Prospective investors should carefully review the risks outlined in this Prospectus (including any Prospectus Supplement) and in the documents incorporated by reference as well as the information under the heading "*Cautionary Note Regarding Forward-Looking Information*" and consider such risks and information in connection with an investment in the Securities. See "*Risk Factors*" for a more complete discussion of these risks.

This Prospectus constitutes a public offering of Securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell the Securities. The Company may offer and sell Securities to, or through, underwriters or dealers and also may offer and sell Securities directly to other purchasers or through agents pursuant to exemptions from registration or qualification under applicable securities laws. The Prospectus Supplement relating to each issue of Securities offered thereby will set forth the names of any underwriters, dealers or agents involved in the offering and sale of the Securities, if any, and will set forth the terms of the offering of the Securities, the method of distribution of Securities, including, to the extent applicable, the proceeds to the Company and any fees, discounts or any other compensation payable to underwriters, dealers or agents, if any, and any other material terms of the plan of distribution.

Securities may be sold from time to time in one or more transactions at a fixed price or prices, which may be changed, or at non-fixed prices. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at prices to be negotiated with purchasers at the time of sale, as set forth in an accompanying Prospectus Supplement. You should read this Prospectus and any applicable Prospectus Supplement carefully before you invest in the Securities.

In connection with any offering of Securities, unless otherwise specified in a Prospectus Supplement, the underwriters, dealers or agents, as the case may be, may over-allot or effect transactions which stabilize, maintain or otherwise affect the market price of the Securities at a level other than those which otherwise might prevail on the open market. Such transactions may be commenced, interrupted or discontinued at any time. A purchaser who acquires Securities forming part of the underwriters', dealers' or agents' over-allocation position acquires those securities under this Prospectus and the Prospectus Supplement relating to the particular offering of Securities, 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".

Agent For Service of Process

Certain directors and officers of the Company reside outside of Canada. The people named below have appointed DuMoulin Black LLP as agent for service of process.

Name of Person and Company	Name of Agent	Address of Agent
Daniel Liu	DuMoulin Black LLP	1111 West Hastings Street, 15th Floor, Vancouver, BC V6E 2J3
Litong Cao	DuMoulin Black LLP	1111 West Hastings Street, 15th Floor, Vancouver, BC V6E 2J3
Hongming Luo	DuMoulin Black LLP	1111 West Hastings Street, 15th Floor, Vancouver, BC V6E 2J3
Tianrui Zhang	DuMoulin Black LLP	1111 West Hastings Street, 15th Floor, Vancouver, BC V6E 2J3

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the party has appointed an agent for service of process.

The Company's head and registered office is located at 1111 West Hastings Street, 15th floor, Vancouver, BC, V6E 2J3.

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS

Readers should rely only on the information contained in or incorporated by reference in this Prospectus and any applicable Prospectus Supplement. The Company has not authorized anyone to provide readers with different information. The Company is not making an offer to sell or seeking an offer to buy the Securities in any jurisdiction where the offer or sale is not permitted. Readers should not assume that the information contained in this Prospectus and any applicable Prospectus Supplement is accurate as of any date other than the date on the front of such documents, regardless of the time of delivery of this Prospectus and any applicable Prospectus Supplement or of any sale of the Securities. Our business, financial condition, results of operations and prospects may have changed since those dates. Information contained on the Company's website should not be deemed to be a part of this Prospectus or incorporated by reference herein and should not be relied upon by prospective investors for the purpose of determining whether to invest in the Securities.

This Prospectus provides a general description of the Securities that the Company may offer. Each time the Company sells securities under this Prospectus, it will provide you with a Prospectus Supplement that will contain specific information about the terms of that offering. A Prospectus Supplement may also add, update or change information contained in this Prospectus. Before investing in any securities, you should read both this Prospectus and any applicable Prospectus Supplement together with additional information described below under "Documents Incorporated by Reference".

In this Prospectus and any Prospectus Supplement, unless the context otherwise requires, the terms "**we**", "**our**", "**us**", the "**Company**" or "**Republic**" refers to Republic Technologies Inc.

NOTICE REGARDING PRESENTATION OF FINANCIAL INFORMATION

The financial statements incorporated by reference in this Prospectus and any Prospectus Supplement, and the selected consolidated financial data derived therefrom included in this Prospectus and any Prospectus Supplement, are presented in Canadian dollars. Unless stated otherwise or the context otherwise requires, in this Prospectus and any Prospectus Supplement, references to "CDN$" or "$" are to Canadian dollars.

The annual financial statements incorporated by reference in this Prospectus and any Prospectus Supplement, and the selected consolidated financial data derived therefrom included in this Prospectus and any Prospectus Supplement, have been prepared in accordance with International Financial Reporting Standards, and the interim consolidated financial statements, incorporated by reference in this Prospectus and any Prospectus Supplement, and the selected consolidated financial data derived therefrom included in this Prospectus and any Prospectus Supplement have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and are reported in Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus and any Prospectus Supplement, and the documents incorporated by reference into this Prospectus and any Prospectus Supplement, contains "forward-looking information" (within the meaning of applicable Canadian securities law, and also referred to herein as "forward-looking" statements) concerning future events or future performance with respect to the Company's projects, business approach and plans, including, without limitation: capital and operating and cash flow estimates; business transactions including new business partnerships and the expected benefits therefrom; requirements for additional capital; the Company's intention to enter into, and operate in, new jurisdictions and industries; the amount of proceeds the Company intends to raise; the Company's intention to complete future offerings; the Company's expected expenditures; the Company's strategy; future results of current and anticipated services; the Company's ability to grow its customer base; and the use of proceeds from any offerings conducted by the Company in connection with this Prospectus. Forward-looking information contained in this Prospectus includes, but is not limited to, statements regarding:

- expectations, strategies and plans;
- expectations generally about the Company's business plan and its ability to raise further capital for corporate purposes;
- the development and commercialization of the Company's attestation platform;
- expectations about the Company's plan to scale proprietary validator infrastructure on the Ethereum network;
- the expectation that general-purpose attestations will be increasingly adopted by both public and private sector actors;
- expectations about the Company's ability to maintain and scale its Ethereum-denominated treasury to support its attestation business;
- expectations about the Company's ability to generate revenue via its attestation operations;
- the onboarding and development of infrastructure partnerships to enable flexible scaling;
- expectations about the benefits of the Company's strategy to evaluate and select service providers;
- the Company's plans to build an operational environment safeguarded through strong governance;
- the Company's plans to participate in global education and business development to highlight the role of attestations in enabling secure, tamper-proof verification;
- the impact of regulatory clarity, government intervention and institutional involvement on the reduction of risk and perception of the credibility, legitimacy and stability of digital assets as an investment class;
- future financial or operating performance and condition of the Company and its business, operations and properties;
- competitive conditions;
- expectations respecting executive compensation; capital and operating expenditures;
- any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable;
- the Company's ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations;

- the timing and pricing of proposed financings;
- the anticipated completion of financings;
- the anticipated receipt of regulatory approval/acceptance of financings;
- the anticipated use of the proceeds from the financings;
- use of available funds; and
- business objectives and milestones.

These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Actual results could differ materially from the conclusions, forecasts and projections contained in such forward-looking information. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects", "is expected", "anticipates", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential" or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements are necessarily based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments. In making the forward-looking statements in this Prospectus and any Prospectus Supplement, the Company has applied several material assumptions including, but not limited to, the assumptions relating to:

- the Company will have the required resources to achieve its business plans;
- the Company will be able to retain and maintain the key personnel and third party consultants required to achieve its business objectives;
- the Company will be able to develop and commercialize its attestation platform;
- the Company will be able to operate attestation services powered by validator infrastructure;
- the Company will be able to scale its proprietary validator infrastructure on the Ethereum network;
- general-purpose attestations will become an emerging standard increasingly adopted by both public and private sector actors;
- the Company will maintain and scale its Ethereum-denominated treasury to support its attestation business;
- the Company will generate revenue by deploying the Company's Ethereum holdings into its attestation operations;

- the Company will onboard and collaborate with infrastructure partners to enable flexible scaling as demand increases;
- the Company will effectively evaluate and select service providers to obtain an optimal balance of cost efficiency, speed, compliance and security;
- the Company will build an operational environment safeguarded through strong governance;
- the Company will participate in global education and business development to highlight the role of attestations in enabling secure, tamper-proof verification;
- the Company will be able to engage and collaborate with local experts, as necessary, to address jurisdiction-specific matters and ensures compliance with foreign regulations to avoid penalties;
- the Company addresses any potential cybersecurity threats promptly and effectively; and
- conditions in the financial markets generally.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation, risks related to:

- the Company is unable to raise the capital necessary to fund its operations and pursue it's intended business objectives;
- the Company is unable to retain or source the talent required to execute its business plans;
- the Company is unable to operate attestation services powered by validator infrastructure;
- the Company will be unable to scale its proprietary validator infrastructure on the Ethereum network;
- the Company's ability to leverage blockchain infrastructure to build data infrastructure in the healthcare, regulatory compliance, supply chain management, financial services and education sectors;
- the Company is unable maintain and scale its Ethereum-denominated treasury to support its attestation business;
- general-purpose attestations do not become an emerging standard increasingly adopted by both public and private sector actors;
- the Company does not generate revenue by deploying the Company's Ethereum holdings into its attestation operations;
- the Company is unable to onboard and collaborate with infrastructure partners to enable flexible scaling as demand increases;
- the Company cannot effectively evaluate and select service providers to obtain an optimal balance of cost efficiency, speed, compliance and security;

- the Company is unable to build an operational environment safeguarded through strong governance;
- the Company does not participate in global education and business development to highlight the role of attestations in enabling secure, tamper-proof verification;
- the Company fails to promptly and effectively address cybersecurity threats, thereby resulting in losses and reputational harm to the Company;
- the Company does not have sufficient resources to maintain its operations on a competitive basis, which materially and adversely affects the business, financial condition and results of operations of the Company;
- the actual costs, timing and future plans concerning the operations of the Company differing from the Company's expectations; and
- the risks discussed in the section of this Prospectus entitled *"Risk Factors"*.

This list is not exhaustive of the factors that may affect the Company's forward-looking information. These and other factors should be considered carefully, and readers should not place undue reliance on such forward-looking information. Investors should carefully consider the risks set out below under the heading "Risk Factors", elsewhere in this Prospectus and in documents incorporated by reference herein, as well as those contained in the Company's AIF (as defined herein) and Annual MD&A (as defined herein).

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in each of the provinces and territories of Canada other than Quebec (collectively, the "**Commissions**"). Copies of the documents incorporated herein by reference may be obtained on request without charge from the secretary of the issuer at info@republictech.io during ordinary business hours, (778) 200-4124 and are also available electronically on SEDAR+, which can be accessed electronically at www.sedarplus.ca.

The following documents of the Company, which have been filed by the Company with the Commissions, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

(a) the annual information form of the Company dated September 16, 2025 for the year ended December 31, 2024, filed on SEDAR+ on September 18, 2025 (the "**Annual Information Form**" or "**AIF**");

(b) the audited consolidated financial statements of the Company for the years ended December 31, 2024 and 2023 together with the report of the independent auditor thereon and the notes thereto, filed on SEDAR+ on May 16, 2025 (the "**Annual Financial Statements**");

(c) the Company's management's discussion and analysis of the financial condition and results of operations for the year ended December 31, 2024, filed on SEDAR+ on May 16, 2025 (the "**Annual MD&A**");

(d) the management information circular of the Company dated July 8, 2025, prepared in connection with the Company's annual meeting of shareholders held on August 19, 2025, filed on SEDAR+ on July 15, 2025;

(e) the Company's unaudited condensed consolidated interim financial statements for the six months ended June 30, 2025 and 2024 together with the notes thereto, filed on SEDAR+ on August 29, 2025 (the "**Interim Financial Statements**");

(f) the Company's management's discussion and analysis of the financial condition and results of operations for the six months ended June 30, 2025 and 2024, filed on SEDAR+ on August 29, 2025 (the "**Interim MD&A**");

(g) the Company's material change report dated February 7, 2025 in connection with the Company's proposed debt settlement agreements with creditors to settle outstanding debts of up to $395,000, filed on SEDAR+ on February 7, 2025;

(h) the Company's material change report dated February 14, 2025 in connection with the Company's appointment of Daniel Liu as chief executive officer and director, filed on SEDAR+ on February 14, 2025;

(i) the Company's material change report dated February 14, 2025 in connection with the Company's appointment of Hongming Luo as director, filed on SEDAR+ on February 14, 2025;

(j) the Company's material change report dated February 14, 2025 in connection with the announcement of a non-brokered private placement for aggregate gross proceeds of up to $375,000, filed on SEDAR+ on February 14, 2025;

(k) the Company's material change report dated February 14, 2025 in connection with the repayment of 68.7% of its outstanding debt and appointment of Steven McAuley as director, filed on SEDAR+ on February 14, 2025;

(l) the Company's material change report dated February 24, 2025 in connection with the closing of its non-brokered private placement for aggregate gross proceeds of up to $375,000 and appointment of Litong Cao as Chief Operating Officer, filed on SEDAR+ on February 26, 2025;

(m) the Company's material change report dated April 3, 2025 in connection with the Company's management changes and business strategy update, filed on SEDAR+ on April 3, 2025;

(n) the Company's material change report dated April 14, 2025 in connection with the closing of its non-brokered private placement for aggregate gross proceeds of up to $979,232, filed on SEDAR+ on April 23, 2025;

(o) the Company's material change report dated June 9, 2025 in connection with the closing of the first tranche of its non-brokered private placement raising US$1.2 million through convertible notes, filed on SEDAR+ on June 10, 2025;

(p) the Company's material change report dated June 25, 2025 in connection with the closing of the second tranche of its non-brokered private placement raising $418,750 through convertible notes, filed on SEDAR+ on June 30, 2025; and

(q) the Company’s material change report dated July 16, 2025 in connection with the change of its corporate name from “Beyond Medical Technologies Inc.” to “Republic Technologies Inc.”, filed on SEDAR+ on July 18, 2025.

However, these documents are not incorporated by reference to the extent their contents are modified or superseded by a statement contained in this Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus.

Any documents of the type required to be incorporated by reference into a short form prospectus pursuant to National Instrument 44-101 - *Short Form Prospectus Distribution*s that are filed by the Company after the date of this Prospectus and prior to the termination of an offering under any Prospectus Supplement shall be deemed to be incorporated by reference in this Prospectus.

Any statement contained in this Prospectus or in 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 which also is or is deemed to be incorporated by reference herein modifies 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 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.

References to the Company's website in any documents that are incorporated by reference into this Prospectus do not incorporate by reference the information on such website into this Prospectus, and the Company disclaims any such incorporation by reference.

A Prospectus Supplement containing the specific terms of an offering of Securities will be delivered to purchasers of such Securities together with this Prospectus and will be deemed to be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement, but only for the purposes of the offering of the Securities covered by that Prospectus Supplement.

Upon a new annual information form and the related audited annual financial statements and management's discussion and analysis being filed by the Company with, and, where required, accepted by, the applicable securities commissions or similar regulatory authorities during the currency of this Prospectus, the previous audited annual financial statements and related management's discussion and analysis, and all interim financial statements and related management's discussion and analysis, material change reports and business acquisition reports filed prior to the commencement of the Company's financial year in which the annual information form and the related annual financial statements and management's discussion and analysis are filed shall be deemed no longer to be incorporated into this Prospectus for purposes of further offers and sales of Securities hereunder. Upon new interim financial statements and related management’s discussion and analysis being filed by us with the applicable securities commissions or similar regulatory authorities during the currency of this Prospectus, all interim financial statements and related management’s discussion and analysis filed prior to the new interim consolidated financial statements and related management’s discussion and analysis shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities hereunder.

MARKETING MATERIALS

Any “template version” of any “marketing materials” (as such terms are defined in National Instrument 41-101 – *General Prospectus Requirements* ("**NI 41-101**")) filed under applicable securities legislation are incorporated by reference into this Prospectus. The template version is not part of the Prospectus to the extent that the contents of the template version have been modified or superseded by a statement contained in the Prospectus. In the event that such marketing materials are filed subsequent to the date of filing of the applicable Prospectus Supplement pertaining to the distribution of the Securities to which such marketing materials relates and prior to the termination of such distribution, such filed versions of the marketing materials will be deemed to be incorporated by reference into the Prospectus for purposes of future offers and sales of Securities hereunder.

THE COMPANY

The following description of the Company and its business is derived from selected information about the Company contained in the documents incorporated by reference into this Prospectus. This description does not contain all of the information about the Company and its business that you should consider before investing in the Securities. You should carefully read the entire Prospectus and any applicable Prospectus Supplement, including the section entitled "Risk Factors", as well as the documents incorporated by reference into this Prospectus and the applicable Prospectus Supplement, before making an investment decision.

Name, Address and Incorporation

The Company was incorporated pursuant to the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) on November 29, 2006 under the name “Otterburn Ventures Inc.” On September 26, 2011, the Company changed its name to Finore Mining Inc. and resumed trading on the CSE under the trading symbol “FIN”. On October 19, 2017, the Company changed its name to “Micron Waste Technologies Inc.” and resumed trading on the CSE under the trading symbol “MWM”. On January 12, 2021, the Company changed its name to “Beyond Medical Technologies Inc.” On July 15, 2025, the Company changed its name to “Republic Technologies Inc.”

The Company’s registered and head office is located at 1111 West Hastings Street, 15th floor, Vancouver, BC, V6E 2J3.

The Common Shares of the capital of the Company trade on the CSE under the symbol "DOCT".

Intercorporate Relationships

As of the date hereof, the Company has no wholly owned subsidiaries.

Summary Description of Business

The Company’s business is focused on leveraging blockchain infrastructure to build secure, verifiable data infrastructure that serves the public good, including but not limited to healthcare, regulatory compliance, supply chain management, financial services, education, and beyond.

The Company aims to operate attestation services powered by validator infrastructure. Validators propose new blocks, confirm transactions, and—most importantly—generate attestations, which are cryptographic votes on the validity of newly proposed blocks. These attestations are digital signatures submitted by validators to confirm both the block and its underlying transactions. This attestation mechanism forms the foundation for a wide range of general-purpose, on-chain use cases that are increasingly adopted by both public- and private-sector actors.

Since the attestation process will require the Company to hold and stake Ethereum ("**ETH**") under the Proof-of-Stake (PoS) mechanism, the Company has established an ETH-denominated treasury. The Company records ETH as a core operational asset on its balance sheet and requires ETH to support validator activation and infrastructure growth.

Further details regarding the business of the Company or its operations, assets and history, can be found in the Company's AIF and other documents incorporated by reference into this Prospectus. Refer to the "*Documents Incorporated by Reference*" section of this Prospectus. Readers are encouraged to thoroughly review these documents as they contain important information about the Company.

RISK FACTORS

An investment in the Company's Securities is speculative and involves a high degree of risk. In addition to the other information included or incorporated by reference in this Prospectus or any applicable Prospectus Supplement, you should carefully consider the risks and uncertainties described in the documents incorporated by reference in this Prospectus and any applicable Prospectus Supplement, together with all of the other information contained in this Prospectus, before purchasing the Company's Securities. The occurrence of any of such risks could have a material adverse effect on our business, financial condition, results of operations and future prospects. In these circumstances, the market price of the Securities, including the Common Shares, could decline, and you may lose all or part of your investment. The risks described herein are not the only risks the Company faces; risks and uncertainties not currently known to by the Company or that it currently deems to be immaterial may also materially and adversely affect its business, financial condition and results of operations. Investors should also refer to the other information set forth or incorporated by reference in this Prospectus or any applicable Prospectus Supplement, including our consolidated financial statements and related notes.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described herein. See "Cautionary Note Regarding Forward-Looking Information."

The principal risk factors to which the Company's business and its Securities are subject are presented in detail in the AIF under the heading "Risk Factors", as well as the risk factors described under the heading "Risk Factors" in any applicable Prospectus Supplement. See "Documents Incorporated by Reference".

The following is an abbreviated list of risk factors. These risk factors, as well as risks currently unknown to the Company, could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Company, or its business, property or financial results, each of which could cause investors to lose part or all of their investment.

Market for the Common Shares

The Common Shares are listed and posted for trading on the CSE. An investment in the Securities is highly speculative. The market prices for securities of companies in the digital asset and blockchain sectors have experienced substantial volatility in the past. The market has from time-to-time experienced significant price and volume fluctuations, often based on factors unrelated to financial performance or prospects. In addition, because of the nature of the digital asset and blockchain sectors, certain factors can have an adverse impact on the market price of the Common Shares, including, without limitation:

- the Company's announcements and the public's reaction;
- the Company's financial condition or results of operations as reflected in the Company's interim and annual financial statements;
- the Company's operating performance and the performance of competitors and other similar companies;
- macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries;
- government regulations;
- changes in earnings estimates or recommendations by research analysts who track the Securities or securities of other companies in the blockchain or digital asset industries;
- the size of the Company's public float may limit the ability of some institutions to invest in the Common Shares;
- general market conditions;
- announcements relating to litigation;
- the arrival or departure of key personnel; and
- the factors listed under the heading "*Cautionary Note Regarding Forward-Looking Information*".

Absence of a public market for some of the Securities

There is no public market for the Non-Listed Securities and, unless otherwise specified in the applicable Prospectus Supplement, the Company does not intend to apply for listing of the Non-Listed Securities on any securities exchanges. If the Non-Listed Securities are traded after their initial issuance, they may trade at a discount from their initial offering prices depending on prevailing interest rates (as applicable), the market for similar securities and other factors, including general economic conditions and the Company's financial condition. There can be no assurance as to the liquidity of the trading market for the Non-Listed Securities or that a trading market for these securities will develop at all.

Future issuance of debt or equity securities

Given the Company's plans and expectations that additional capital and personnel will be needed, the Company may need to issue additional debt or equity securities. The Company cannot predict the size of future sales and issuances of debt or equity securities or the effect, if any, that future sales and issuances of debt or equity securities will have on the market price of the Common Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in the

Company's earnings per share.

Nature of investment risk

An investment in the Securities of the Company carries a high degree of risk and should be considered as a speculative investment. The Company has a limited history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business.

Price may not Represent the Company's Performance or Intrinsic Fair Value

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, historical volumes of stock traded, the strength of the economy generally, the availability of the attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Common Shares on the CSE in the future cannot be predicted.

Securities or Industry Analysts

The trading market for the Common Shares could be influenced by research and reports that industry and/or securities analysts may publish about the Company, its business, the market or its competitors. The Company does not have any control over these analysts and cannot assure that such analysts will cover the Company or provide favourable coverage. If any of the analysts who may cover the Company's business change their recommendation regarding the Company's stock adversely, or provide more favourable relative recommendations about its competitors, the stock price would likely decline. If any analysts who may cover the Company's business were to cease coverage or fail to regularly publish reports on the Company, it could lose visibility in the financial markets, which in turn could cause the stock price or trading volume to decline.

Dividends

The Company has not paid any dividends on the outstanding Common Shares, nor is there any intention of paying dividends in the foreseeable future. Any decision to pay dividends on the Common Shares will be made by the board of directors of the Company (the "**Board**") on the basis of its earnings, financial requirements and other conditions.

CSE Listing

The Company may fail to meet the continued listing requirements for the Common Shares to remain listed on the CSE. If the CSE delists the Common Shares from trading on its exchange, the Company could face significant material adverse consequences, including: (i) a limited availability of market quotations for the Common Shares; (ii) a determination the Common Shares are a "penny stock" which will require brokers trading in the Common Shares to more stringent rules and possibly resulting in a reduced level of trading activity in the secondary market for the Common Shares; (iii) a limited amount of news and analysts coverage for the Company; and (iv) a decreased ability to issue additional securities or obtain additional financing in the future.

Discretion over use of proceeds.

The Company intends to allocate the net proceeds it will receive from an offering as described under "*Use of Proceeds*" in this Prospectus and the applicable Prospectus Supplement. However, the Company will have broad discretion over the use of the net proceeds from an offering of the Securities. Because of the number and variability of factors that will determine the Company's use of such proceeds, the Company's ultimate use might vary substantially from its planned use. The failure by the Company to apply these funds effectively could have a material adverse effect on the business of the Corporation. Investors may not agree with how the Company allocates or spends the proceeds from an offering of the Securities. The Company may pursue acquisitions, collaborations or other opportunities that do not result in an increase in the market value of the Securities, including the market value of the Common Shares, and that may generate losses.

Liquidity

Shareholders of the Company may be unable to sell significant quantities of Common Shares into the public trading markets without a significant reduction in the price of their Common Shares, or at all. There can be no assurance that there will be sufficient liquidity of the Common Shares on the trading market, and that the Company will continue to meet the listing requirements of the CSE or other public listing exchanges.

Trading Price of Common Shares and volatility

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced large fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur with respect to the Common Shares. The trading price of the Common Shares may be subject to large fluctuations and may decline below the price at which an investor acquired their Common Shares. The trading price may increase or decrease in response to a number of events and factors, which may not be within the Company's control nor be a reflection of the Company's actual operating performance, underlying asset values or prospects. Accordingly, investors may not be able to sell their Securities at or above their acquisition cost.

USE OF PROCEEDS

Unless otherwise specified in the applicable Prospectus Supplement, the net proceeds from the sale of the Securities will be used to advance the Company's business objectives, to fund ongoing operations and/or working capital requirements, to repay indebtedness outstanding from time to time, and to fund discretionary capital programs and potential future acquisitions.

There may be circumstances where, based on results obtained or for other sound business reasons, a reallocation of funds may be necessary or prudent. The management of the Company will retain broad discretion in allocating the net proceeds of any offering of Securities under this Prospectus and the Company's actual use of the net proceeds will vary depending on the Company's operating and capital needs from time to time. The actual amount that the Company spends in connection with each intended use of proceeds may vary significantly from the amounts specified in the applicable Prospectus Supplement and will depend on a number of factors, including those referred to under "*Risk Factors*" in this Prospectus and in the documents incorporated by reference herein and any other factors set forth in the applicable Prospectus Supplement. Each Prospectus Supplement will contain specific information concerning the use of proceeds from the particular sale of Securities, including a description of the business objectives and milestones to be accomplished in respect of such sale.

The Company has incurred operating losses in recent periods and has negative cash flow from operating activities. To the extent that the Company has negative operating cash flow in future periods, the Company may need to allocate a portion of proceeds from the offering of the Securities to fund such negative cash flow.

All expenses relating to an offering of the Securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of the proceeds from the sale of such Securities, unless otherwise stated in the applicable Prospectus Supplement.

The Company may, from time to time, issue securities (including Securities) other than pursuant to this Prospectus.

CONSOLIDATED CAPITALIZATION

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the share and loan capitalization of the Company that will result from the issuance of securities pursuant to such Prospectus Supplement.

The following table sets forth the consolidated capitalization of the Company as at June 30, 2025 as well as at the date hereof. This table should be read in conjunction with the Interim Financial Statements and the Interim MD&A, which are incorporated by reference in this Prospectus.

Designation of security	Outstanding as at June 30, 2025	Outstanding as at the date of the Prospectus
Common Shares	32,493,960	32,493,960
Stock Options	250,000	187,500
Warrants	7,500,000	7,500,000

PLAN OF DISTRIBUTION

The Company may sell the Securities, separately or together: (a) to one or more underwriters or dealers; (b) through one or more agents; or (c) directly to one or more other purchasers. Each Prospectus Supplement will set forth the terms of the applicable offering, including the name or names of any underwriters or agents, the purchase price or prices of the Securities and the proceeds to the Company from the sale of the Securities. Only those underwriters, dealers or agents named in a Prospectus Supplement will be the underwriters, dealers or agents in connection with the Securities offered thereby.

In addition, Securities may be offered and issued in consideration for the acquisition (an "**Acquisition**") of other businesses, assets or securities by the Company or its subsidiaries. The consideration for any such Acquisition may consist of any of the Securities separately, a combination of Securities or any combination of, among other things, securities, cash and assumption of liabilities.

The Securities may be sold, from time to time, in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales made directly on the CSE or other existing markets for the Securities. Additionally, this Prospectus and any Prospectus Supplement may also cover the initial resale of the Securities purchased pursuant thereto.

Underwriters, dealers or agents who participate in the distribution of Securities may be entitled under agreements to be entered into with the Company to indemnification by us against certain liabilities, including liabilities under Canadian securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Those underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for, the Company in the ordinary course of business. In connection with any underwritten offering of Securities, except as otherwise set out in a Prospectus Supplement relating to a particular offering of Securities, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

Unless otherwise specified in a Prospectus Supplement, there is no market through which the Company's Non-Listed Securities may be sold, and holders may not be able to resell any such Securities purchased under this Prospectus or any Prospectus Supplement. Unless otherwise specified in the applicable Prospectus Supplement, the Securities (excluding any Common Shares) will not be listed on any securities exchange. This may affect the pricing of such Securities on the secondary market, the transparency and availability of trading prices, the liquidity of the Securities, and the extent of issuer regulation. Refer to the "*Risk Factors*" section of this Prospectus.

Unless otherwise specified in a Prospectus Supplement, the Securities have not been, and will not be, registered under the U.S. Securities Act, or any securities or "blue sky" laws of any of the states of the United States. Accordingly, the Securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, absent registration or pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. In addition, until 40 days after closing of an offering of Securities, an offer or sale of the Securities within the United States by any dealer, whether or not participating in such offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made other than in accordance with an available exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

PRIOR SALES

Information in respect of Securities issued within the previous twelve month period, as well as in respect of Common Shares that the Company issued upon the exercise of options granted under the Company's equity incentive plans, and in respect of such equity securities exercisable or convertible into Common Shares that the Company granted under such equity incentive plans, will be provided as required in a Prospectus Supplement with respect to the issuance of securities pursuant to such Prospectus Supplement.

TRADING PRICE AND VOLUME

The Common Shares are listed for trading on the CSE under the trading symbols "DOCT". Trading price and volume of the Company's securities will be provided as required for all of our Common Shares, as applicable, in a Prospectus Supplement.

DIVIDEND POLICY

The Company has not declared nor paid any dividends on its Common Shares for each of the three most recently completed financial years. Subject to restrictions in the BCBCA relating to solvency, there are no restrictions in the Company's articles or elsewhere which would prevent the Company from paying dividends. The Company does not anticipate the declaration of dividends to shareholders during its initial stages and plans to reinvest any profits from its investments to further the growth and development of the Company's investment portfolio. As part of the Company's overall objective of maximizing returns on its investments, it will seek to maximize value to its shareholders. As such the declaration and payment of dividends to shareholders will become a priority once Company has achieved steady or continuous cash flow from its investments.

Any decisions to pay dividends in cash or otherwise in the future will be made at the discretion of the Board. No assurance in relation to the payment of dividends can be given by the Company.

DESCRIPTION OF SECURITIES OFFERED UNDER THIS PROSPECTUS

The following is a summary of the material attributes and characteristics of the Securities.

Common Shares

The Company is authorized to issue an unlimited number of Common Shares. As of the date hereof, there are 32,493,960 Common Shares issued and outstanding (on a non-diluted basis) as fully paid and non-assessable common shares in the capital of the Company. The following is a summary of the material rights, privileges and conditions attaching to the Common Shares.

All Common Shares rank equally as to voting rights and the entitlement to dividends. Shareholders are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Company and to receive all notices and other documents required to be sent to holders of Common Shares in accordance with the Company's articles, corporate law and any applicable stock exchange. Every shareholder is entitled to one vote for each Common Share held.

Distribution in the form of dividends, if any, will be set by the Board. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking fund or purchase fund provisions.

Subject to the BCBCA and the rights of the shareholders, the Board is authorized to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further securityholder action.

Each Common Share is entitled to share pro rata in any profits of the Company to the extent they are distributed either through the declaration of dividends or otherwise distributed to shareholders, or on a winding up or liquidation.

Warrants

This section describes the general terms that will apply to any Warrants issued pursuant to this Prospectus.

Warrants may be offered separately or together with other Securities and may be attached to or separate from any other Securities. Unless the applicable Prospectus Supplement otherwise indicates, each series of Warrants will be issued under a separate warrant indenture to be entered into between the Company and one or more banks or trust companies acting as warrant agent. The warrant agent will act solely as the Company's agent and will not assume a relationship of agency with any holders of warrant certificates or beneficial owners of Warrants. The applicable Prospectus Supplement will include details of the warrant indentures, if any, governing the Warrants being offered. The specific terms of the Warrants, and the extent to which the general terms described in this section apply to those Warrants, will be set out in the applicable Prospectus Supplement.

Notwithstanding the foregoing, the Company will not offer Warrants for sale separately to any member of the public in Canada unless the offering is in connection with and forms part of the consideration for an acquisition or merger transaction or unless the Prospectus Supplement containing the specific terms of the Warrants to be offered separately is first approved for filing by the Commissions in each of the provinces and territories of Canada other than Quebec where the Warrants will be offered for sale.

The Prospectus Supplement relating to any Warrants that the Company offers will describe the Warrants and the specific terms relating to the offering. The description will include, where applicable:

- the designation and aggregate number of Warrants;
- the price at which the Warrants will be offered;
- the currency or currencies in which the Warrants will be offered;
- the date on which the right to exercise the Warrants will commence and the date on which the right will expire;
- the designation, number and terms of the Common Shares, as applicable, that may be purchased upon exercise of the Warrants, and the procedures that will result in the adjustment of those numbers;
- the exercise price of the Warrants;
- the designation and terms of the Securities, if any, with which the Warrants will be offered, and the number of Warrants that will be offered with each Security;
- if the Warrants are issued as a Unit with another Security, the date, if any, on and after which the Warrants and the other Security will be separately transferable;
- any minimum or maximum amount of Warrants that may be exercised at any one time;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;
- whether the Warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions;
- material Canadian federal income tax consequences of owning the Warrants; and
- any other material terms or conditions of the Warrants.

Warrant certificates will be exchangeable for new warrant certificates of different denominations at the office indicated in the Prospectus Supplement. Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the Securities subject to the Warrants. The Company may amend the warrant indenture(s) and the Warrants, without the consent of the holders of the Warrants, to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision or in any other manner that will not prejudice the rights of the holders of outstanding Warrants, as a group.

Units

The Company may issue Units comprised of one or more of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each of the Securities included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security. The unit agreement, if any, under which a Unit is issued may provide that the Securities included in the Unit may not be held or transferred separately, at any time or at any time before a specified date. The particular terms and provisions of Units offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the Prospectus Supplement filed in respect of such Units.

Subscription Receipts

The Company may issue Subscription Receipts, separately or together, with Common Shares, Warrants, Units, or Debt Securities as the case may be. The Subscription Receipts will be issued under a subscription receipt agreement. This section describes the general terms that will apply to any Subscription Receipts that we may offer pursuant to this Prospectus.

The applicable Prospectus Supplement will include details of the subscription receipt agreement covering the Subscription Receipts being offered. The Company will file a copy of the subscription receipt agreement relating to an offering with the Commissions after the Company has entered into it. The specific terms of the Subscription Receipts, and the extent to which the general terms described in this section apply to those Subscription Receipts, will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Subscription Receipts;
- the price at which the Subscription Receipts will be offered and whether the price is payable in instalments;
- conditions to the exchange of Subscription Receipts into Common Shares, Warrants or Units, as the case may be, and the consequences of such conditions not being satisfied;
- the procedures for the exchange of the Subscription Receipts into Common Shares, Warrants or Units;
- the number of Common Shares, Warrants or Units that may be exchanged upon exercise of each Subscription Receipt;
- the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each Security;
- the dates or periods during which the Subscription Receipts may be exchanged into Common Shares, Warrants or Units;
- terms applicable to the gross or net proceeds from the sale of the Subscription Receipts plus any interest earned thereon;
- material Canadian federal income tax consequences of owning the Subscription Receipts;
- any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts; and

- any other material terms and conditions of the Subscription Receipts.

Certificates representing the Subscription Receipts will be exchangeable for new certificates representing the Subscription Receipt of different denominations at the office indicated in the Prospectus Supplement. Prior to the exchange of their Subscription Receipts, holders of Subscription Receipts will not have any of the rights of holders of the Securities subject to the Subscription Receipts.

The subscription receipt agreement will also specify that the Company may amend any subscription receipt agreement and the Subscription Receipts, to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision or in any other manner that will not materially and adversely affect the interests of the holder.

Debt Securities

This section describes the general terms that will apply to any Debt Securities issued pursuant to this Prospectus. We may issue Debt Securities independently or together with other securities, and Debt Securities sold with other securities may be attached to or separate from such other securities. Debt Securities will generally be issued under one or more trust indentures between the Company and one or more banks or trust companies acting as trustee.

The Company will not offer Debt Securities pursuant to this Prospectus unless a Prospectus Supplement containing the specific terms of the Debt Securities so offered is filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada other than Quebec where the Debt Securities will be offered for sale. A Prospectus Supplement, in respect of any Debt Securities issued under this Prospectus, will include the following, where applicable:

- the aggregate principal amount of Debt Securities being offered and the offering price;
- the denomination and currency in which the Debt Securities will be offered;
- the date or dates on which the Debt Securities will mature and the portion of the outstanding principal payable upon maturity;
- the rate or rates at which the Debt Securities will bear interest, the date or dates on which such interest will begin to accrue and be payable and the record dates for any such interest;
- the circumstances that will constitute an “event of default” under the Debt Securities and the consequences of an event of default under the Debt Securities;
- the terms and conditions upon which the Company may be required to redeem, repay or repurchase the Debt Securities pursuant to any sinking fund or analogous provisions or otherwise;
- the terms and conditions upon which the Company may be permitted to redeem the Debt Securities, in whole or in part, at its option;
- the terms, if any, upon which the Debt Securities may be converted into or exchanged for Common Shares or other securities of the Company;
- whether the Debt Securities will be senior debt or subordinated to other indebtedness of the Company;

- the terms, if any, upon which the Company may be permitted or restricted from the issuance of additional securities, the incurring of additional indebtedness or subject to other material negative covenants;

- whether the Company will issue the Debt Securities as global securities and, if so, the identity of the depositary of the global securities;

- whether the Debt Securities will be listed on any exchange;

- material Canadian federal income tax consequences of purchasing the Debt Securities; and

- any other material terms or conditions of the Debt Securities.

The statements made in this Prospectus relating to any Debt Securities to be issued under this Prospectus or the applicable trust indenture are summaries of certain anticipated provisions thereof and are subject to, and are qualified in their entirety by reference to, all of the provisions of the applicable Debt Securities and any applicable trust indenture. Prospective investors should refer to the terms of specific Debt Securities being offered, including the applicable trust indenture.

A Prospectus Supplement may also add, update or change information contained in this Prospectus or in documents the Company has incorporated by reference. However, no Prospectus Supplement will offer a security that is not described in this Prospectus.

CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement will describe certain Canadian federal income tax consequences to investors of acquiring, holding and disposing of Securities.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is Davidson & Company, Chartered Professional Accounts ("**Davidson**"), located at 1200-609 Granville Street, PO Box 10372, Pacific Centre, Vancouver, BC V7Y 1G6. Davidson is independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The transfer agent and registrar of the Company is Computershare Investor Services Inc. having its principal office at 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6.

LEGAL MATTERS

Unless otherwise specified in an applicable Prospectus Supplement, certain legal matters in connection with the Securities offered hereby relating to Canadian law will be passed upon on behalf of the Company by DuMoulin Black LLP.

PROMOTERS

As of the date of this Prospectus, the Company has no promoters.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in some provinces and territories of Canada provides purchasers of securities with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if a prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser are not sent or delivered to the purchaser.

In several of the provinces and territories, the securities legislation further provides a purchaser with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser and any amendment thereto, are not sent or delivered to the purchaser. Securities legislation in some provinces and territories of Canada further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser and any amendment thereto contains a misrepresentation. The remedies must be exercised by the purchaser within the time limit prescribed by securities legislation. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

Original purchasers of convertible, exchangeable or exercisable Securities will have a contractual right of rescission against the Company. The contractual right of rescission will entitle such original purchasers to receive the amount paid upon conversion, exchange or exercise of the Security, or the amount paid for the convertible, exchangeable or exercisable Security if no amount was paid upon conversion, exercise or exchange, upon surrender of the underlying securities gained thereby, in the event that this prospectus (as supplemented or amended) contains a misrepresentation, provided that both the conversion, exchange or exercise occurs, and the right of rescission is exercised, within 180 days of the date of the purchase of the convertible, exchangeable or exercisable Security under this prospectus (as supplemented or amended). This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia) and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

In an offering of Securities which are convertible, exchangeable or exercisable into other securities of the Company, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the Prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Securities which are convertible, exchangeable or exercisable into other securities of the Company are offered to the public under the Prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon the 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 and territories.

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 REPUBLIC TECHNOLOGIES INC.

October 16, 2025

This short form prospectus, together with the documents incorporated in this short form prospectus 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 British Columbia, Alberta, Saskatchewan, Ontario, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

Signed *"Daniel Liu"*	Signed *"Stevenson Ty"*
Daniel Liu	Stevenson Ty
Chief Executive Officer and Director	**Interim Chief Financial Officer**

ON BEHALF OF THE BOARD OF DIRECTORS

Signed *"Litong Cao"*	Signed *"Hongming Luo"*
Litong Cao	Hongming Luo
Chief Operating Officer, Corporate Secretary, and Director	**Director**