*This Offering Document (the "**Offering Document**") constitutes an 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 and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.*

SECOND AMENDED AND RESTATED THE OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION (AMENDING AND RESTATING THE AMENDED AND RESTATED OFFERING DOCUMENT DATED DECEMBER 18, 2023)

December 29, 2023

LIBERTY DEFENSE HOLDINGS, LTD.

SUBSCRIPTION PRICE: $0.15 PER UNIT

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	Liberty Defense Holdings, Ltd. (the "**Issuer**" or "**Liberty**") is hereby offering for sale to eligible investors Units of the Issuer pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 *Prospectus Exemptions* ("**NI 45-106**").
The Units	Each unit (a "**Unit**") is comprised of one common share of the Issuer (a "**Share**") and one common share purchase warrant of the Issuer (a "**Warrant**"). Each Warrant will be exercisable to acquire one Share (each a "**Warrant Share**", and together with the Units, Shares and Warrants, the "**Securities**") at an exercise price of $0.20 per Share for a period of 36 months from the date of closing**.**
Offering Price:	$0.15 per Unit (the "**Offering Price**").
Offering Amount:	Up to 7,866,666 Units, for gross proceeds of up to approximately $1,180,000 (the "**Offering**").
Closing Date:	The Offering is expected to close in one or more closings, with the initial closing expected to occur prior to January 31, 2024, or such earlier or later date that the Issuer may determine.
Exchange:	The Shares of the Issuer are listed on the TSX Venture Exchange (the "**Exchange**"), under the symbol "SCAN". The Warrants are not listed on any exchange.
Last Closing Price:	The closing price of the Shares on Exchange on December 28, 2023 was $0.14.

Description of Shares	The holders of Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Issuer, out of the moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; (ii) in the event of the dissolution, liquidation or winding-up of the Issuer, whether voluntary or involuntary, or any other distribution of the assets of the Issuer among its shareholders for the purpose of winding-up its affairs, receive the remaining property and assets of the Issuer; and (iii) receive notice of and to attend all meetings of the shareholders of the Issuer and to have one vote for each Share held at all meetings of the shareholders of the Issuer, except for meetings at which only holders of another specified class or series of shares of the Issuer are entitled to vote separately as a class or series.
Description of Warrants:	Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of $0.20 until 4:30 p.m. (Eastern time) on the date that is 36 months following the date of closing of the Offering, after which time the Warrants will be void and of no value. The Warrants will be governed by the terms and conditions set out in the certificate representing the Warrants (the "**Warrant Certificates**") delivered to you at the closing of the Offering. The Warrant Certificates 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 customary events. Notwithstanding the foregoing, the terms and conditions governing the Warrants may, at the election of the Issuer, be provided in an indenture to be entered into between the Issuer and a warrant agent, pursuant to which subscribers will be provided Warrant Certificates. No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Issuer or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Shares.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you, and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Units, the Shares and the Warrants comprising the Units, and the Warrant Shares issuable upon the exercise of the Warrants, have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. person or any person in the United States, absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. 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 unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available at the time of exercise. Securities issued to, or for the account or benefit of, a U.S. person or a person in the United States pursuant to exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and may be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.

All references in this Offering Document to "dollars" or "$" are to Canadian dollars, unless otherwise stated.

General Information

The Issuer is conducting a listed issuer financing under section 5A.2 of NI 45-106. In connection with this offering, the Issuer represents the following is true:

- **The Issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing;**
- **The Issuer has filed all periodic and timely disclosure documents that it is required to have filed;**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed $5,000,000;**
- **The Issuer will not close this Offering unless the Issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and**
- **The Issuer will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Issuer seeks security holder approval.**

Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains forward-looking statements within the meaning of applicable securities legislation. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “will”, “proposes”, “expects”, “estimates”, “intends”, “anticipates” or “believes”, or variations (including negative and grammatical variations) of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. All statements, other than statements of historical fact, that address activities, events or developments that the Issuer believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Issuer) are forward-looking statements. Examples of such forward-looking statements in this Offering Document include the Issuer’s business objectives, expectations with respect to revenue and sales of the HEXWAVE product, demand for the HEXWAVE product, and the related proceeding significant events and costs, as well as the use of available funds. These forward-looking statements reflect the current expectations, assumptions or beliefs of the Issuer based on information currently available to the Issuer. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the Issuer’s actual results, performance or developments to be materially different from any future results, performance or developments expressed or implied by the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Issuer. In making the forward-looking statements included in this Offering Document, the Issuer has made various material assumptions, including but not limited to:

- potential sales leads on the HEXWAVE units will materialize into sales;
- the Issuer’s forecast with respect to sales of and revenue on HEXWAVE units is accurate;
- the Issuer’s projections on the price and number of HEXWAVE units which it will be able to sell over the next 12 months is reasonable;
- demand for the HEXWAVE units will increase;
- the Issuer’s ability to manufacture and deliver HEXWAVE units on a timely basis;
- the ability of the Issuer to hire additional employees on a timely basis;
- research on the HD-AIT program will be successful;
- the impact of increasing competition;
- conditions in general economic and financial markets;

- current technology;
- cash flow;
- future exchange rates;
- timing and amount of capital expenditures;
- effects of regulation by governmental agencies;
- future operating costs; and
- the Issuer's ability to obtain financing on acceptable terms.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results, performance or developments could differ materially from those anticipated in such statements. Although the Issuer believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. The factors identified above are not intended to represent a complete list of the factors that could affect the Issuer.

An investment in the Securities of the Issuer is speculative and subject to risks and uncertainties, and these risks and uncertainties may impact the factors and assumptions identified above, as well as the forward-looking information contained in this Offering Document, including as it relates to anticipated use of funds and the Issuer's business objectives. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Issuer and the business, prospects, financial position, financial condition or results of operations of the Issuer. Additional risks and uncertainties not presently known to the Issuer or that the Issuer currently deems immaterial may also impair the Issuer's business operations.

Prospective investors should carefully consider all information contained in this Offering Document including information contained in the section entitled "Cautionary Note Regarding Forward-Looking Statements", before deciding to purchase the Units. Additionally, purchasers should consider the risk factors set forth below and if purchasers would like additional information related to such risks, the Issuer recommends they review the risk factors set out in the Issuer's other public filings made by the Issuer with Canadian securities regulatory authorities, available on the Issuer's profile on SEDAR+ at www.sedarplus.ca.

Risks which may impact the forward-looking information contained in this Offering Document include the following:

- limited operating history and a history of losses;
- negative cash flow for the foreseeable future;
- interruptions to or failures of the Issuer's infrastructure;
- uncertainties and assumptions in the Issuer's revenue forecasts;
- risks related to the manufacture and delivery of the Issuer's product;
- network security risks and theft and risk of products offered by the Issuer;
- changes in technology and evolving standards of the security industries;
- defects or disruptions in the Issuer's proposed products and services;
- risks related to loss or infringement of the Issuer's intellectual property or the Issuer's infringement of intellectual property belonging to third parties;
- the Issuer's dependence on key personnel and the risk of conflicts of interest;
- competition in the Issuer's industry;
- market price volatility of the Shares;
- global economic, political and financial market conditions;
- failure to manage the Issuer's growth successfully;
- the Issuer's ability to pay dividends;
- third party credit risks;
- currency exchange rate fluctuations;
- risks related to future dilution and liquidity of the Shares;

- reliance on third parties;
- reliance on a limited number of products, reliance on development of a prototype; failure to raise additional capital;
- reliance on permits, certifications and licenses;
- failure to meeting timelines; and
- COVID-19 and its potential effects on the Issuer's third-party suppliers, service providers and distributors.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

This Offering Document also contains future-oriented financial information and financial outlook information (collectively, "**FOFI**") regarding the Issuer's prospective revenue, operating losses, expenses and research and development operations, which are subject to the same assumptions, risk factors, limitations and qualifications as set forth above. FOFI contained in this Offering Document was prepared using the same accounting principles that the Issuer expects to use in preparing its financial statements for the applicable periods covered by such FOFI. FOFI was made as of the date of this Offering Document and is provided for the purpose of describing anticipated sources, amounts and timing of revenue generation, and is not an estimate of profitability or any other measure of financial performance. In particular, revenue estimates do not take into account the cost of such estimated revenue, including the cost of goods and the cost of sales. In addition, and for greater certainty, revenue estimates do not take into account the operating costs of the Issuer. The Issuer disclaims any intention or obligation to update or revise any FOFI contained in this Offering Document, whether as a result of new information, future events or otherwise, unless required pursuant to applicable law. FOFI contained in this Offering Document should not be used for purposes other than for which it is disclosed herein.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What Is Our Business?

The Issuer provides multi-technology security solutions for concealed weapons detection in high volume foot traffic areas and locations requiring enhanced security such as airports, stadiums, schools, etc. The Issuer has a multi-product security systems portfolio that it is bringing to the global threat detection market, composed of market cutting-edge technologies that are complementary to high-throughput, non-intrusive weapons detection that can be deployed across the full spectrum of urban security vertical markets. The Issuer's focus is to advance its HEXWAVE product.

HEXWAVE is comprised of the active 3D radar imaging quality processing speed and deep learning algorithms for automatic, real-time threat detection. The Issuer's HEXWAVE product is designed to provide discrete, modular and scalable protection to provide layered, stand-off detection capability. This is intended to provide a means to proactively counter evolving urban threats. The integrated active 3-D imaging sensor and Automatic Threat Detection using AI is designed to detect metal and non-metal firearms, knives, explosives and other threats.

The Issuer is developing a layered, stand-off, "fast lane" capability for the urban security market focused on providing early warning situational awareness based upon an advanced sensor system. The "fast lane" feature enables high volume foot traffic "pre-screening", filtering out low-level threats all the while identifying and alerting potential threats to a more rigorous inspection. This capability can significantly improve public safety both in and around facilities by detecting threats at an earlier stage, thus providing time for security actions to be implemented.

Recent Developments

The following is a brief summary of the recent developments involving or affecting the Issuer.

- On April 14, 2023, Liberty closed the first tranche of a non-brokered private placement (the "**Spring Placement**") for gross proceeds of $1,341,412, pursuant to which the Issuer issued 6,707,061 units at a price of $0.20 per unit. Each unit was comprised of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder thereof to purchase one additional common share of the Issuer at a price of $0.30 for a period of 24 months from the closing date, subject to acceleration. The Issuer paid cash finder's fees totalling $45,050 and issued 215,250 finder's warrants. Each finder's warrant is exercisable to purchase one common share for a period of 24 months from the closing date at an exercise price of $0.30 per share.

- On April 18, 2023, Liberty announced that its HEXWAVE product was to be evaluated by the Port of Oakland for use in airport employee screening.

- On May 1, 2023, Liberty announced trials of its HEXWAVE product at the Los Angeles International Airport for aviation worker screening.

- On May 11, 2023, Liberty closed the second tranche of the Spring Placement for gross proceeds of $406,000, pursuant to which the Issuer issued 2,030,000 units.

- On June 8, 2023, Liberty announced that its HEXWAVE system was selected by the Greater Toronto Airports Authority to determine how its capability can be used and deployed at the Toronto Pearson International Airport.

- On June 8, 2023, Liberty closed the third tranche of the Spring Placement for gross proceeds of $305,000, pursuant to which the Issuer issued 1,525,000 units.

- On June 26, 2023, Liberty announced that it entered into an accounts receivable-based factoring agreement providing a working capital credit facility to finance purchase orders from US$1,000,000 and up to US$10,000,000.

- On July 5, 2023, Liberty announced that it received a purchase order for multiple HEXWAVE systems to a courthouse in Elkhart County, Indiana.

- On July 11, 2023, Liberty announced that its HEXWAVE product was to be evaluated by a New Hampshire-based regional airport for use in airport aviation worker screening.

- On July 13, 2023, Liberty announced that it entered into a distribution agreement with GRASP Innovations B.V. ("**GRASP**"), an Amsterdam-based services provider, to expand the Issuer's presence in Europe. Pursuant to the terms of the agreement, GRASP will be a distributor of HEXWAVE for urban security markets, including critical infrastructure, checkpoints for correctional facilities, borders and customs, military police, as well as stadiums and rail applications.

- On July 20, 2023, Liberty announced that it has received its first order for HEXWAVE in Europe, with delivery scheduled for October 2023.

- On August 1, 2023, Liberty announced that it into a strategic non-exclusive distribution agreement with Bethesda, Maryland-based K2 Security Screening Group, to introduce HEXWAVE to United States airports. As part of the distribution agreement, K2 Security Screening Group will add the HEXWAVE walkthrough people screening system, which uses artificial intelligence and machine learning to detect weapons and other threats in real-time, to its security services portfolio.

- August 9, 2023, Liberty announced that the Los Alamos National Laboratory has purchased multiple units for initial testing.

- August 24, 2023, Liberty announced that it has developed a new release of its AI-based threat-detection algorithm, capable of detecting non-metallic and metallic threats, including 3D printed ghost guns and liquid, powder, or plastic explosives, all while allowing for a continuous people flow through the HEXWAVE portals.

- August 30, 2023, Liberty announced that it has completed production of the first HEXWAVE systems, capable of detecting non-metallic and metallic threats, including 3D printed ghost guns and liquid, powder, or plastic explosives, without having to stop or remove common items like cell phone, keys, and jackets while going through the HEXWAVE portals.

- On October 5, 2023, the Issuer closed a brokered private placement of 17,827,635 units of the Issuer at the issue price of $0.20 for gross proceeds of $3,565,527 (the "**October LIFE Offering**"). The units issued under the October LIFE Offering were issued pursuant to prospectus exemption under Part 5A of NI 45-106 and have the same terms as the Units.

Material Facts

There are no material facts about the Issuer and the securities being distributed hereunder that have not been disclosed either in this Offering Document or in another document filed by the Issuer in the 12 months preceding the date of this Offering Document on the Issuer's profile at www.sedarplus.ca. You should read these documents prior to investing.

What are the business objectives that we expect to accomplish using the available funds?

The following table sets out: (i) the business objectives the Issuer expects to accomplish using its available funds following the Offering; (ii) the significant event(s) that must occur for each business objective to be accomplished; and (iii) the anticipated time period for completion and estimated cost for each such event.

Business Objectives	Preceding significant event(s) (each, an "Event")	Period in which Event is expected to occur	Cost Related to Event
TSA HD-AIT Upgrade Kit Award	Continued engineering performance in accordance with TSA contract	12-month Period	$3,000,000
Commence shipment of HEXWAVE units in September 2023 and grow revenue from sales of HEXAWAVE units	- Hire additional employees - Increase product marketing - Ramp up manufacturing of HEXWAVE units	12-month Period	$325,000 $250,000 $8,425,000
		TOTAL	**$12,000,000**

PART 3 USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

		Assuming 100% of the Offering
A	Amounts to be raised by the Offering	$1,180,000
B	Selling commissions and fees(1)	$82,600
C	Estimated Offering costs (e.g., legal, accounting, audit)	$25,000
D	Net proceeds of Offering: D = A – (B+C)	$1,072,400
E	Working capital as at November 30, 2023	$(2,982,148)
F	Additional sources of funding(2)	$15,000,000
G	**Total available funds: G = D+E+F**	**$13,090,252**

Note:

(1) Assumes payment of 7.0% finder's fees to eligible finders.

(2) Additional sources of funding include approximately $7.5 million from existing TSA and other contracts and purchase orders valued at approximately $1.3 million. The Issuer expects to commence shipping of HEXWAVE units by the end of September 2023. The Issuer has quotes out to prospective purchasers valued at approximately $13 million. Based on anticipated demand for the HEXWAVE units, the Issuer anticipates sales revenue of up to $22 million over the next 12 months. See "Cautionary Note Regarding Forward-Looking Statements."

How will we use the available funds?

The Issuer intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	**Assuming 100% of the Offering**
Inventory for production units	$5,275,351
Operating expenses (salaries, rent, marketing, research and development(1), general and administrative expenses)	$7,222,570
Working capital	$592,331
Total:	**$13,090,252**

Notes:

(1) Research and development costs are estimated to be $1.2 million.

The above noted allocation of capital and anticipated timing represents the Issuer's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Issuer intends to expend the proceeds from the Offering and its available funds as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Issuer's ability to execute on its business plan.

The Issuer has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow beyond the 12 months after the closing date of the Offering. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. See the "Cautionary Note Regarding Forward-Looking Statements" section above.

The most recent financial statements of the Issuer included a going concern note. Management is aware, in making its going concern assessment, of recurring losses, on-going negative cash flow and an ongoing dependence on financing activities that may cast significant doubt on the Issuer's ability to continue as a going concern. The Offering is intended to permit the Issuer to continue to develop and sell its technologies and fund its management costs and is not expected to affect the decision to include a going concern note in the next financial statements of the Issuer. The available funds will not be paid to an insider, associate, or affiliate of the Issuer, except for normal course salaries or consulting fees that are currently or may be paid by the Issuer to its officers and/or director.

How have we used the other funds we have raised in the past 12 months?

On October 27, 2022, the Issuer completed an overnight marketed prospectus offering of 18,691,700 units at a price of $0.275 per unit for gross proceeds of approximately $5,140,218 and net proceeds of $4,479,000 (the "**2022 Financing**"). The following table sets outs the particulars of how the Issuer used proceeds from the 2022 Financing, as well as an explanation of the variances, if any, from the Issuer's anticipated use of proceeds as disclosed in documents previously filed with securities commissions or similar authorities in Canada, and the impact of any variances on the Issuer's ability to achieve its business objectives and milestones:

Proposed Use of Funds of 2022 Financing		**Actual Use of Funds**	**(Over)/Under Expenditure**	**Explanation of Variance on Business Objectives**
HEXWAVE NPI 0.5 Production Material Costs	$1,130,000	$1,676,408	($546,408)	Additional inventory was purchased to produce more than the initial units to be sold.
General Expenses (payroll, benefits, consultants, insurance, travel, office expenses)	$1,870,000	$1,772,842	$97,159	General expenses were cut to a minimum to preserve as much cash as possible and to focus on production
Research and Development (material, lab supplies, equipment)	$713,000	$479,123	$233,877	Less R&D expenses occurred as all efforts were focused on producing production units.
Promotion and Investor Relations	$190,000	$143,715	$46,285	Less travel occurred for investor relations, while focus on meeting

Proposed Use of Funds of 2022 Financing		Actual Use of Funds	(Over)/Under Expenditure	Explanation of Variance on Business Objectives
				investors through video occurrences increased
Other working capital items	$576,000	$406,913	$169,087	The Issuer kept expenses to a minimum in order to purchase inventory and material.
TOTAL:	**$4,479,000**	$4,479,000		

On April 14, 2023, May 11, 2023 and June 8, 2023, Liberty closed the three tranches of the Spring Placement, raising total gross proceeds of $2,052,412. The following table sets outs the particulars of how the Issuer used proceeds from the Spring Placement, as well as an explanation of the variances, if any, from the Issuer's anticipated use of proceeds as disclosed in documents previously filed with securities commissions or similar authorities in Canada, and the impact of any variances on the Issuer's ability to achieve its business objectives and milestones.

Intended Use of Proceeds of Spring Placement		Actual Use of Proceeds from the Spring Placement	(Over)/under expenditure	Explanation of Variance and impact on business objectives
Agent's legal fees, expenses and disbursements	$89,242	$89,242	$0	N/A
Cash portion of agent's corporate finance fee	$102,885	$102,885	$0	N/A
Research, development, implementation and enhancement	$1,860,285	$1,860,285	$0	N/A
TOTAL:	**$2,052,412**	**$2,052,412**		

On October 5, 2023, Liberty closed the October LIFE Offering, raising total gross proceeds of $3,565,635. The following table sets outs the particulars of how the Issuer used proceeds from the October LIFE Offering, as well as an explanation of the variances, if any, from the Issuer's anticipated use of proceeds as disclosed in documents previously filed with securities commissions or similar authorities in Canada, and the impact of any variances on the Issuer's ability to achieve its business objectives and milestones.

Intended Use of Proceeds of October LIFE Offering		Actual Use of Proceeds from the Spring Placement	(Over)/under expenditure	Explanation of Variance and impact on business objectives
Selling commissions and fees	$171,445	$171,445	$0	N/A
Inventory for production units	$489,379	$489,379	$0	N/A
Operating expenses (salaries, rent, marketing, research and development, and general and administrative expenses	$750,000	$611,464	$138,536	The Issuer used funds to pay short term notes and accounts payable.
Working capital	$2,154,811	$2,235,981	($81,170)	The Issuer used funds to pay short term notes and accounts payable.
TOTAL:	**$3,565,635**	**$3,508,269**	$57,366	

PART 4 FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Issuer may pay a cash fee of up to 7% of the gross proceeds of the Offering to certain eligible finders who introduce investors to the Issuer. The Issuer may also issue to eligible finders that number of broker warrants equal to 7.0% of the number of Units sold under the Offering. Each broker warrant is exercisable for one Common Share at the Offering price for a period of 36 months from the Closing Date.

PART 5 PURCHASERS' RIGHTS

Rights of action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right

a) **to rescind your purchase of these securities with the Issuer, or**

b) **to damages against the Issuer and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6 ADDITIONAL INFORMATION ABOUT THE ISSUER

Where can you find more information about us?

You can access the Issuer's continuous disclosure under its profile at www.sedarplus.ca and at www.libertydefense.com.

PART 7 DATE AND CERTIFICATE

Dated: December 29, 2023

This Offering Document, together with any document filed under Canadian securities legislation on or after December 29, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

"William Frain"	*"Omar Garcia Abrego"*
William Frain	Omar Garcia Abrego
Chief Executive Officer	Chief Financial Officer

APPENDIX TO OFFERING DCOUMENT

ACKNOWLEDGEMENTS OF THE INVESTOR

Each purchaser of the Units (the "**Investor**") makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Issuer, as at the date hereof, and as of the Closing Date:

a) The Investor acknowledges that this Offering is a private placement and accordingly is exempt from the prospectus filing requirements of applicable securities laws. The Investor has received a copy of the Offering Document, has had an opportunity to read it and understands that it does not contain all the information about the Issuer that would be contained in a prospectus.

b) Unless the Investor has otherwise confirmed or agreed in writing to the Issuer, the Investor hereby confirms that:

i. the Investor does not own any other shares of the Issuer;

ii. the Investor is not a member of a *Pro Group* as defined by the policies of the TSX Venture Exchange (generally meaning a registered broker or family member or associate of a broker);

iii. if the Investor is a corporation, it has filed or will file before this subscription is complete, a TSXV *Corporate Placee Registration Form*, if applicable; and

iv. personal information provided by the Investor may be shared by the Issuer with all applicable securities regulatory authorities, law enforcement and taxation authorities in Canada and abroad. The Investor may contact the named public officials in each of the applicable provincial securities commissions with respect to questions about the commission's indirect collection of such Information and the contact information for such public officials is available form the Issuer on request.

c) the Investor confirms that it (i) has such knowledge and experience in financial and business affairs as to be capable of evaluating the merits and risks of its investment in the Units (including the potential loss of its entire investment); (ii) is aware of the characteristics of the Units and understands the risks relating to an investment therein; and (iii) is able to bear the economic risk of loss of its investment in the Units and understands that it may lose its entire investment in the Units;

d) the Investor is resident in the jurisdiction disclosed to the Issuer and the Investor was solicited to purchase only in such jurisdiction;

e) to the Investor's knowledge and belief, the subscription for the Units by the Investor does not contravene any of the applicable securities legislation in the jurisdiction in which the Investor resides and does not give rise to any obligation of the Issuer to prepare and file a prospectus, registration statement or similar document or to register the Units;

f) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Issuer hereunder, as applicable, will not represent proceeds of crime for the purposes of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the "**PCMLTFA**") or for the purposes of the United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, as may be amended from time to time (the "**PATRIOT Act**") and the Investor acknowledges that the Issuer may in the future be required by law to disclose the Investor's name and other information relating to the Investor's subscription of the Units, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Investor (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Investor; and (ii) it will promptly notify the Issuer if the Investor discovers that any of such representations ceases to be true, and to provide the Issuer with appropriate information in connection therewith;

g) neither the Issuer nor any of its respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Investor: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the subscription amount; or (iii) as to the future price or value of the Units;

h) the Investor is not purchasing the Units with knowledge of any material information concerning the Issuer that has not been generally disclosed. The Investor's Units are not being purchased by the Investor as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Issuer or any other person and is based entirely upon the Offering Document and the Issuer's continuous disclosure record at www.sedarplus.ca;

i) no securities commission, agency, governmental authority, regulatory body, stock exchange or other regulatory body has reviewed or passed on the investment merits of the Units and there is no government or other insurance covering the Units;

j) if the Investor is:

   i. a corporation, it is duly incorporated and is validly subsisting under the laws of the jurisdiction where it has provided a business address to the Issuer and has all requisite legal and corporate power and authority to subscribe for the Units;

   ii. a partnership, syndicate or other form of unincorporated organization, the Investor has the necessary legal capacity and authority to observe and perform its covenants and obligations under this Offering Document and has obtained all necessary approvals in respect thereof; or

   iii. an individual, the Investor is of the full age of majority and is legally competent to observe and perform his or her covenants and obligations under this Offering Document;

k) the Investor is responsible for obtaining such legal and tax advice as it considers appropriate in connection with the performance of this Offering Document and the transactions contemplated under this Offering Document, and that the Investor is not relying on legal or tax advice provided by the Issuer or its counsel;

l) the purchase of the Units will not breach any third-party agreement or court order to which the Investor is subject; and

m) where required by law, the Investor is either purchasing the Units as principal for its own account and not as agent or trustee for the benefit of another or is deemed to be purchasing the Units as principal for its own account in accordance with applicable securities laws.

United States Investors- Additional Acknowledgements

n) unless the Investor has separately delivered to the Issuer a U.S. Representation Letter (in which case the Investor makes the representations, warranties and covenants set forth therein), the Investor (i) is not in the United States, its territories or possessions, any State of the United States or the District of Columbia (collectively, the "**United States**"), (ii) was outside of the United States at the time the buy order for the Units was originated, (iii) is not subscribing for the Units for the account of a person in the United States, (iv) is not subscribing for the Units for resale in the United States, and (v) was not offered the Units in the United States;

o) the Investor is aware that the Units have not been and will not be registered under the *United States Securities Act of 1933* (the "**U.S. Securities Act**") or the securities laws of any state of the United States and that the Units may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Issuer has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Units;

p) (i) Neither the Investor, nor any beneficial purchaser, if any, nor any Subscriber Beneficial Owner (as defined below) has been subject to or experienced any event or circumstance described in Rule 506(d)(1)(i) through (viii) of Regulation D ("**Regulation D**") under the U.S. Securities Act, (ii) neither the Investor, nor any beneficial purchaser, if any, nor any Subscriber Beneficial Owner has been subject to any order, judgment, or decree of any court of competent jurisdiction temporarily, preliminary or permanently enjoining such person for failure to comply with Rule 503 of Regulation D, and (iii) if at any time the Investor, any beneficial purchaser, if any, or any Subscriber Beneficial Owner is deemed, directly or indirectly, to be the beneficial owner of ten percent (10%) or more of the Issuer's outstanding voting equity securities as calculated under Rule 13d-3 under the *United States Securities Exchange Act of 1934*, as amended, the Investor or the beneficial purchaser (as applicable) will immediately notify the Issuer if the Investor, any beneficial purchaser, or a Subscriber Beneficial Owner becomes subject to or experiences any of the events or circumstances listed in Rule 506(d)(1)(i) through (viii) of Regulation D (or any successor thereto or expansion thereof) or becomes subject to any order, judgment, or decree of any court of competent jurisdiction temporarily, preliminary or permanently enjoining such person for failure to comply with Rule 503 of Regulation D. The Investor has exercised, and will exercise, reasonable care to determine whether any beneficial purchaser and Subscriber Beneficial Owner is subject to any of the events or circumstances described in this paragraph. For these purposes, "**Subscriber Beneficial Owner**" means any person who through the Investor or the beneficial purchaser (if applicable) would be deemed, directly or indirectly, to be the beneficial owner of ten percent (10%) or more of the Issuer's outstanding voting equity securities as calculated under Rule 13d-3 under the *United States Securities Exchange Act of 1934*, as amended.