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 (as defined herein) 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.

*These securities have not been registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

Offering Document under the Listed Issuer Financing Exemption

October 20, 2025

PESORAMA

PesoRama Inc.
(the "**Company**" or "**PesoRama**")

SUMMARY OF OFFERING

What are we offering?

Offering:	PesoRama is offering 14,000,000 units (each, a "**Unit**") of the Company pursuant to the listed issuer financing exemption under National Instrument 45-106 *Prospectus Exemptions* ("**NI 45-106**") for gross proceeds of $3,500,000 (the "**Offering**"). Each Unit consists of one (1) common share in the capital of the Company (each, a "**Common Share**") and one-half (1/2) of one Common Share purchase warrant (each full warrant, a "**Warrant**"). Each Warrant will entitle the holder, on exercise, to acquire one additional Common Share at a price of $0.40 per Common Share for a period of eighteen (18) months commencing from 60 days following the date of issuance (the "**Warrant Expiry Date**"). In the event that the volume-weighted average price of the Common Shares on a recognized Canadian stock exchange (which includes the TSX Venture Exchange (the "**TSXV**")) is equal to or greater than $0.60 over a ten (10) consecutive trading-day period, the Company may, at its option, within ten (10) business days following such ten-day period, accelerate the Warrant Expiry Date by issuing a press release (a "**Warrant Acceleration Press Release**"), and, in such case, the Warrant Expiry Date shall be deemed to be the date that is thirty (30) days following the issuance of the Warrant Acceleration Press Release (the "**Reduced Expiry Date**").
Offering Price:	$0.25 per Unit.
Offering Amount:	14,000,000 Units for gross proceeds of $3,500,000.

Closing Date:	The Offering is expected to close on or about November 6, 2025 or such other date(s) as determined by the Company (the "**Closing Date**").
Exchange:	The Common Shares are listed on the TSXV under the symbol "PESO", on the Frankfurt Stock Exchange under the symbol "ZE6" and on the OTC Markets under the symbol "PSSOF"
Last Closing Price:	On October 17, 2025, the last closing price of the Common Shares on the TSXV was \$0.26, on the Frankfurt Stock Exchange it was €0.15, and on the OTC Markets it was USD \$0.1956.

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

- **PesoRama has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **PesoRama has filed all periodic and timely disclosure documents that it is required to have filed.**
- **PesoRama is relying on the exemptions in Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000.**
- **PesoRama will not close this Offering unless PesoRama reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **PesoRama 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 PesoRama seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains "forward-looking information" within the meaning of applicable Canadian securities laws, which is based upon PesoRama's current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning the planned timeline for expansion and new store openings, including anticipated costs; PesoRama's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering, the completion of the Concurrent Financing (as defined below), the expected Closing Date, and PesoRama's ability to amend certain financial covenants under the Credit Agreement (defined below). Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to PesoRama. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as "plans", "expects", "potential", "is expected", "anticipated", "is targeted", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: PesoRama's limited operating history upon which an evaluation of PesoRama and its prospects can be based; PesoRama's ability to generate profits; PesoRama's ability to refinance its debt, including debt under the Credit Agreement (defined below); PesoRama's ability to manage growth; the adverse effect of competitors on PesoRama's operation, strategies and profitability; PesoRama's ability to successfully expand by opening additional stores; the operational risks against which PesoRama may not be insured against or for which insurance is not available; the impact of negative cash flows on PesoRama's operations and how, if PesoRama is unable to obtain further financing, PesoRama's business operations may fail; the impact of government regulations that can negatively affect economic justifications and or models; other risks described from time to time in our documents filed with Canadian securities regulatory authorities; the impact any potential tariffs or other trade disputes may have on PesoRama's ability to raise capital, and successfully expand its number of stores and provide sufficient levels of product inventory; the volatility of the capital markets; dilution as a result of future issuances of equity securities; potential conflicts of interest of PesoRama's directors and officers; adverse impacts on PesoRama's reported results of operations as a result of adopting new accounting standards or interpretations; changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters; environmental risks; litigation risks; volatility in the price of the Common Shares; potential dilution of present and prospective shareholdings; currency risks; financial reporting standards; and the potential effects of climate change. This list is not exhaustive of the factors that may affect any of PesoRama's forward-looking statements or forward-looking information.

Forward-looking information includes statements about the future and are inherently uncertain, PesoRama's actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in the Company's continuous disclosure filings available at www.sedarplus.ca. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, PesoRama disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is Our Business?

PesoRama, operating under the JOi Dollar Plus brand, is a Mexican value dollar store retailer. The Company launched operations in 2019 in Mexico City and the surrounding areas targeting high density, high traffic locations. PesoRama's 28 stores offer consistent merchandise offerings which include items in the following categories: household goods, pet supplies, seasonal products, party supplies, health and beauty, snack food items, confectionery and more.

Recent Developments

There are no material recent developments in respect of the Company that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

Notably, certain recent developments include:

- On September 24, 2025, the Company announced the upcoming targeted opening of November, 2025 for its 29th JOi Dollar Plus Store and 30th JOi Dollar Plus Store in the Roma Norte neighbourhood of Mexico City, Mexico, and the Zocalo neighborhood of Mexico City, Mexico respectively. These two stores are currently under construction.
- On August 22, 2025, the Company announced that it has granted 10,400,000 incentive stock options exercisable at $0.23 per share in accordance with the Company's stock option plan, including to certain directors, officers and employees of the Company and has agreed to issue 656,250 Common Shares at

$0.20 per share as debt settlement in exchange for $131,250 payable to certain directors of the Company (the "**Debt Settlement**"). The Debt Settlement was completed in October 2025.

- On July 24, 2025, the Company opened its 28th JOi Dollar Plus Store in the Agricola Oriental neighborhood of Mexico City, Mexico.
- On July 9, 2025, the Company announced that it has closed its previously announced non-brokered equity offering for gross proceeds of $6,802,674.90 (the "**July Financing**"). Pursuant to the offering, the Company sold 45,351,166 units at a price of $0.15 per unit with each unit comprising of one Common Share and one Common Share purchase warrant. Of the total offering, 33,333,333 units were issued pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* and 12,017,833 units were issued pursuant to private placements to accredited investors.

Concurrent Financing

In addition to the Units offered in connection with the Offering, the Company is also offering approximately 6,000,000 Units by way of a concurrent non-brokered private placement in (i) certain provinces of Canada, other than Quebec, pursuant to the "accredited investor" exemption from the prospectus requirements in accordance with National Instrument 45-106 – *Prospectus Exemptions*, (ii) the United States pursuant to exemptions from the registration requirements under Rule 144A and/or Regulation D of the *United States Securities Act of 1933*, as amended (the "**U.S. Securities Act**"), and (iii) certain international jurisdictions pursuant to exemptions from the prospectus and registration requirements under the applicable securities laws of such international jurisdictions (if required), for additional aggregate gross proceeds to the Company of approximately $1,500,000 (the "**Concurrent Financing**").

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by PesoRama in the 12 months preceding the date of this offering document.

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

The business objectives that the Company expects to accomplish using the available funds are to further PesoRama's expansion by continuing to open additional stores. The Company expects to open the following stores with the available funds, with the balance of the available funds being used for general and administrative expenses over the next 12 months. Following completion of the Offering and the Concurrent Financing, it is the Company's intention to accelerate the rate of store openings and will do so, subject to securing additional sources of equity and/or debt financing.

Business Objective	Significant event to achieve business objective	Expected period for event to occur	Cost related to each event
Opening an additional five JOI DOLLAR PLUS stores	Completion of leases for new store locations.	Expected to be completed within six months of completion of the Offering	Approximately $2,400,000

USE OF AVAILABLE FUNDS

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

The expected total available funds to PesoRama following completion of the Offering and Concurrent Financing are calculated as follows:

		Assuming 100% of the Offering	Assuming 100% of the Offering and Concurrent Private Placement
A	Amount to be raised by this offering	$3,500,000	$5,000,000
B	Selling commissions and fees(1)	$245,000	$350,000
C	Estimated Offering costs (e.g. advisory fees, legal, accounting, audit)	$100,000	$100,000
D	Net proceeds of Offering: D = A – (B+C)	$3,155,000	$4,550,000
E	Adjusted working capital as at most recent month end (deficiency) (2)	$735,335	$735,335
F	Additional sources of funding	$600,000	$600,000
G	**Total available funds: G = D+E+F**	$4,490,335	$5,885,335

Note:

(1) The estimated selling commissions and fees assume that all subscribers to the Offering were introduced by a finder. For additional details, see "*Fees and Commissions*".

(2) The Company's estimated working capital as of September 30, 2025 is approximately ($18.4 million). In calculating the Company's adjusted working capital for the next 12 months, management excluded approximately $19.3 million, representing the current portion of the Credit Agreement (as defined below under "*How have we used the other funds we have raised in the past 12 months?*") that is due and payable in the next 12 months. The Company is in active discussions with potential lenders to refinance the debt. While the adjusted working capital figure and the above-noted exclusion are deemed reasonable and expected by management of the Company as at the date of this Offering Document, the exclusion is contingent upon future events that may or may not occur. Please see "*Cautionary Statement Regarding Forward-Looking Information*" in this Offering Document for treatment of such forward looking information.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering	Assuming 100% of the Offering and Concurrent Private Placement
Capital expenditures for store openings and purchases of inventory	$2,400,000	$2,400,000
General and Administrative expenses over the next 12 months(1)	$2,000,000	$2,000,000
Unallocated adjusted working capital	$90,335	$1,485,335
Total	**$4,490,335**	**$5,885,335**

Notes:

(1) General and administrative expenses are expected to include salaries, professional fees, rent, travel expenses, fees related to investor and governmental relations, general and administration expenditures and interest and related fees pursuant to the Credit Agreement.

The above noted allocation of capital and anticipated timing represents PesoRama'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 PesoRama intends to spend the proceeds from the Offering and Concurrent Private Placement 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 PesoRama's ability to execute on its business plan. See the "*Cautionary Statement Regarding Forward- Looking Information*" section above.

The most recent audited annual financial statements and interim financial report of the Company included a going concern note. PesoRama is still focusing on new stores openings and expanding its business, and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to achieve its business objectives, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

Except as disclosed below, the Company has not completed any debt or equity financing in the past 12 months.

Set out in the table below is a tabular summary of the Company's disclosure, as at September 30, 2025, regarding how it would use the available funds from the July Financing and a comparison to actual.

Intended Use of Proceeds	Use of Funds to Date/Explanation of Variances (if any)	Impact of Variances on Business Objectives and milestones (if applicable)
$2,800,000 for capital expenditures for store openings and purchases of inventory.	The funds have and are being spent as planned.	n/a
$3,321,000 for general and administrative expenses.	The funds have and are being spent as planned.	n/a

Pursuant to the senior secured revolving credit facility among PesoRama, as borrower, certain guarantors, Third Eye Capital Corporation as agent for certain lenders ("**Lenders**") and the Lenders dated June 9, 2023 (as amended, the "**Credit Agreemen**t"), in the past 12 months, PesoRama has drawn down a total of $17,278,138 under the Credit Agreement which has been used for the purchase of inventory and capital expenditures for opening new stores. Pursuant to the terms of the Credit Agreement, the Company is subject to certain financial covenants. The Company is currently in discussions with the Agent to amend the financial covenants relating to timing of achieving minimum quarterly levels of EBITDA (earnings before interest, taxes, depreciation and amortization).

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?

In addition, as consideration for services provided by Canaccord Genuity Corp. ("**Canaccord**"), the Company may pay: (i) a cash fee equal to up to 6.0% of the gross proceeds of the Offering from investors introduced to the Company by Canaccord; (ii) an additional cash advisory fee of $50,000; and (iii) non-transferable Unit purchase warrants ("**Finder's Warrants**") equal to up to 7.0% of the aggregate number of Units issued to those investors. Each Finder's Warrant will entitle the holder to purchase one Unit at a price of $0.25 per Unit for an 18 month period from their date of issuance. For those investors that are not introduced by Canaccord, the cash fee payable to Canaccord shall be reduced to 2.0% and the Finder's Warrants shall be reduced to 3.0% and other finders may be paid: (i) a cash fee equal to up to 5.0% of the gross proceeds of the Offering from investors introduced to the Company by those finders; and (ii) Finder's Warrants equal to up to 5.0% of the aggregate number of Units issued to those investors.

Do the finders have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*) of or to Canaccord.

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 PesoRama, or

(b) to damages against PesoRama 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.

ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Company's continuous disclosure filings on SEDAR+ at www.sedarplus.ca. under the Company's profile.

For further information regarding PesoRama visit our website at: http://pesorama.ca.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

APPENDIX A
ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES OF THE PURCHASER

Each purchaser of the Units (the "**Purchaser**) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the closing date which will take place on or about November 6, 2025

(a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;

(b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document (other than an annual or interim report, financial statements or any other document, other than an offering memorandum, the content of which is prescribed by statute or regulation) describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Units pursuant to the Offering;

(c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this Offering Document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re-sell or re-purchase the Units or refund any of the purchase price of the Units, or that the Units will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system, and no person has given any undertaking to the Purchaser relating to the future value or price of the Units;

(d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent 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 Purchaser is not relying on legal or tax advice provided by the Company or its counsel;

(e) the Purchaser acknowledges that:

   (i) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;

   (ii) there is no government or other insurance covering the Offering;

   (iii) there are risks associated with the purchase of the Offering;

(f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Units through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Units pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given; and

(g) the Purchaser either (A) is not an "insider" of the Company or a "registrant" (each as defined under applicable securities laws of Ontario) or (B) has identified itself to the Company as either an "insider" or a "registrant" (each as defined under applicable securities laws of Ontario);

(h) if the Purchaser is:

(i) a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Units pursuant to the terms set out in this Offering Document;

(ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Units pursuant to the terms set out in this Offering Document and has obtained all necessary approvals in respect thereof; or

(iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Units pursuant to the terms set out in this Offering Document;

(i) the subscription for the Units and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;

(j) the Purchaser is not purchasing the Units with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the Offering Document;

(k) the Purchaser is aware that the Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or the securities laws of any state of the United States 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 Company 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;

(l) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company 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 Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser's name and other information relating to the Purchaser'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 Purchaser (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 Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;

(m) neither the Company, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Purchaser: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the purchase price of the shares acquired by the Purchaser; or (iii) as to the future price or value of the Units;

(n) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Units as may be required by any securities commission, stock exchange or other regulatory authority;

(o) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Units pursuant to the terms set out in this Offering Document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Units and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser's subscription;

(p) the Purchaser is purchasing the Units for investment purposes only and not with a view to resale or distribution; and

(q) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering.

APPENDIX B
INDIRECT COLLECTION OF PERSONAL INFORMATION

Indirect Collection of Personal Information

By purchasing the Units, the Purchaser acknowledges that the Company and their respective agents and advisers may each collect, use and disclose the Purchaser's name and other specified personally identifiable information (including his, her or its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Units that it has purchased) (the "**Information**"), for purposes of (i) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation, and (ii) issuing ownership statements issued under a direct registration system or other electronic book-entry system, or certificates that may be issued, as applicable, representing the Units to be issued to the Purchaser. The Information may also be disclosed by the Company to: (i) stock exchanges, (ii) revenue or taxing authorities and (iii) any of the other parties involved in the Offering, including legal counsel, and may be included in record books in connection with the Offering. The Purchaser is deemed to be consenting to the disclosure of the Information.

By purchasing the Units, the Purchaser acknowledges (A) that Information concerning the Purchaser will be disclosed to the relevant Canadian securities regulatory authorities and may become available to the public in accordance with the requirements of applicable securities and freedom of information laws and the Purchaser consents to the disclosure of the Information; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Units, the Purchaser shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

The Purchaser may contact the following public official in the applicable province with respect to questions about the commission's indirect collection of such Information at the following address, telephone number and email address (if any):

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4
Telephone: 403-297-6454
Toll free in Canada: 1-877-355-0585
Facsimile: 403-297-2082
Public official contact regarding indirect collection of information: FOIP Coordinator

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Inquiries: 604-899-6854
Toll free in Canada: 1-800-373-6393
Facsimile: 604-899-6581
Email: FOI-privacy@bcsc.bc.ca
Public official contact regarding indirect collection of information: FOI Inquiries

The Manitoba Securities Commission
500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: 204-945-2561
Toll free in Manitoba: 1-800-655-5244
Facsimile: 204-945-0330
Public official contact regarding indirect collection of information: Director

Financial and Consumer Services Commission (New Brunswick)
85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: 506-658-3060
Toll free in Canada: 1-866-933-2222
Facsimile: 506-658-3059
Email: info@fcnb.ca
Public official contact regarding indirect collection of information: Chief Executive

Officer and Privacy Officer Government of Newfoundland and Labrador
Financial Services Regulation Division
P.O. Box 8700
Confederation Building
2nd Floor, West Block
Prince Philip Drive
St. John's, Newfoundland and Labrador A1B 4J6
Attention: Director of Securities
Telephone: 709-729-4189
Facsimile: 709-729-6187
Public official contact regarding indirect collection of information: Superintendent of Securities

Nova Scotia Securities Commission
Suite 400, 5251 Duke Street Duke Tower
P.O. Box 458
Halifax, Nova Scotia B3J 2P8
Telephone: 902-424-7768
Facsimile: 902-424-4625
Public official contact regarding indirect collection of information: Executive Director

Ontario Securities Commission 20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8
Telephone: 416-593-8314
Toll free in Canada: 1-877-785-1555 Facsimile: 416-593-8122
Email: exemptmarketfilings@osc.gov.on.ca
Public official contact regarding indirect collection of information: Inquiries Officer

Prince Edward Island Securities Office 95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: 902-368-4569
Facsimile: 902-368-5283
Public official contact regarding indirect collection of information: Superintendent of Securities

Financial and Consumer Affairs Authority of Saskatchewan
Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: 306-787-5842
Facsimile: 306-787-5899
Public official contact regarding indirect collection of information: Director

Autorité des Marchés Financiers
800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: 514 395-0337 or 1 877 525-0337
Facsimile: 514 864-6381
Public official contact regarding indirect collection of information: Secrétaire générale

CERTIFICATE OF THE COMPANY

This offering document, together with any document filed under Canadian securities legislation on or after October 20, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

October 20, 2025

"Rahim Bhaloo"

Rahim Bhaloo
Chief Executive Officer and Chief Financial Officer