

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

*This prospectus supplement (the "**Prospectus Supplement**"), together with the accompanying short form base shelf prospectus dated September 26, 2024 to which it relates, as amended or supplemented (the "**Prospectus**"), and each document incorporated or deemed to be incorporated by reference into this Prospectus Supplement and the accompanying Prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities..*

These securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act). See "Plan of Distribution". This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this Prospectus Supplement and the accompanying Prospectus to which it relates 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 Chief Financial Officer of Verses AI Inc. at 205 – 810 Quayside Drive, New Westminster, British Columbia, V3M 6B9 Telephone 323-868-0514, and are also available electronically at www.sedarplus.ca.

PROSPECTUS SUPPLEMENT

TO THE SHORT FORM BASE SHELF PROSPECTUS DATED SEPTEMBER 26, 2024

New Issue

January 7, 2025

VERSES

VERSES AI INC.

C\$20,000,000
12,738,853 Units

Verses AI Inc. ("**VERSES**" or the "**Company**") is hereby qualifying for the distribution of 12,738,853 units (the "**Units**", and each, a "**Unit**") of the Company (the "**Offering**") at a price of C\$1.57 per Unit (the "**Offering Price**"). The terms of the Offering were determined by arm's length negotiation between the Company and A.G.P. Canada Investments ULC ("**A.G.P.**") as agent and bookrunner (the "**Agent**") pursuant to an Agency Agreement (the "**Agency Agreement**") dated January 7, 2025 among the Company and the Agent. See "**Plan of Distribution**".

The net proceeds from the Offering will be used primarily to strengthen the Company's financial position and provide liquidity to finance ongoing operations, including, in particular, the Company's expenses incurred, and expected to be incurred, in connection with the Company's research and development objectives, and for working capital and general corporate purposes. See "**Use of Proceeds**".

Investing in the Units involves significant risks. You should carefully read the "Risk Factors" in this Prospectus Supplement and the "Risk Factors" section beginning on page 28 of the accompanying short form base shelf prospectus dated September 26, 2024 (the "accompanying Prospectus" or the "Prospectus") and in the documents incorporated by reference herein and therein for a discussion of certain risks that you should consider in connection with an investment in the Units.

Each Unit is comprised of one subordinate voting share ("**Subordinate Voting Share**") of the Company (each, a "**Unit Share**"), and one-half of one transferable Subordinate Voting Share purchase warrant of the Company (each whole

warrant, a **"Unit Warrant"**). Each whole Unit Warrant is exercisable to acquire one Subordinate Voting Share of the Company (each, a **"Warrant Share"**) at an exercise price of C\$1.96 per Warrant Share (the **"Exercise Price"**) until 5:00 p.m. (Vancouver Time) on the date that is 36 months following the Closing Date (as hereinafter defined) (the **"Warrant Expiry Time"**), subject to adjustment in certain events, if any, and specified pursuant to terms of the certificates governing the Unit Warrants (the **"Warrant Certificates"**).

The Units will not trade and will separate into Unit Shares and Unit Warrants immediately upon issuance and will be issued and sold pursuant to the terms of the Agency Agreement. See "Plan of Distribution". The currently outstanding Subordinate Voting Shares are listed on Cboe Canada Inc. (the **"Cboe Canada"**) under the symbol "VERS" and are quoted on the OTCQB Venture Market (the **"OTCQB"**), an over-the-counter public market in the United States under the symbol "VRSSF". On January 6, 2025, being the last complete trading day of the Subordinate Voting Shares and listed warrants prior to the date of this Prospectus Supplement, the closing prices on the Cboe Canada of the Subordinate Voting Shares, the warrants of the Company trading under the symbols "VERS.WT.A" and "VERS.WT.B" were C\$1.96, C\$0.95 and C\$0.55, respectively. The Company intends to apply to list the Unit Shares, the Warrant Shares, the Compensation Unit Shares (as defined below) issuable upon exercise of the Compensation Warrants (as defined below), and the Compensation Unit Warrant Shares (as defined below) issuable upon exercise of the Compensation Unit Warrants (as defined below) on the Cboe Canada. Listing will be subject to acceptance by the Cboe Canada upon the Company fulfilling the customary listing requirements of the Cboe Canada.

Price: C\$1.57 per Unit			
Per Unit	Public Offering Price	Agent's Commission ⁽¹⁾	Net Proceeds to the Company ⁽²⁾
	C\$1.57	C\$0.1256	C\$1.4444
Total⁽³⁾	C\$20,000,000	C\$1,600,000	C\$18,400,000

Notes:

- (1) Pursuant to the Agency Agreement, the Company has agreed to pay the Agent a cash commission (the **"Agent's Fee"**) equal to 8.0% of the aggregate gross proceeds of the Offering. In addition, the Company has agreed to issue to the Agent, on the Closing Date, such number of Compensation Warrants of the Company (the **"Compensation Warrants"**) as is equal to 8.0% of the aggregate number of Units issued under the Offering. Each Compensation Warrant shall entitle the holder to acquire one compensation unit (a **"Compensation Unit"**) at a price of C\$1.57 per Compensation Unit at any time on or before the date that is 36 months from the Closing Date subject to adjustment in certain events. Each Compensation Unit will be comprised of one Subordinate Voting Share (a **"Compensation Unit Share"**) and one-half of one Subordinate Voting Share purchase warrant (each whole Subordinate Voting Share purchase warrant, a **"Compensation Unit Warrant"**). Each whole Compensation Unit Warrant shall entitle the holder to acquire one Subordinate Voting Share (a **"Compensation Unit Warrant Share"**) at a price of C\$1.96 per Compensation Unit Warrant Share at any time on or before the date that is 36 months from the Closing Date subject to adjustment in certain events. The Agent's Fee and the number of Compensation Warrants issuable shall be reduced to 2.0% in respect of the portion of the aggregate gross proceeds of the Offering attributable to the subscribers identified by the Company (the **"President's List"**). The Agent's Fee and Compensation Warrants will be payable on the total gross proceeds of the Offering and the total number of Units issued, respectively. The Company has also agreed to reimburse the Agent for their reasonable expenses in connection with the Offering. This Prospectus Supplement and the Prospectus also qualify for distribution the Compensation Warrants. See "Plan of Distribution".
- (2) After deducting the Agent's Fee, but before deducting expenses of the Offering estimated to be an aggregate of C\$415,000, which will be paid from the net proceeds of the Offering (assuming the full Offering is completed and there is no President's List participation).
- (3) From the price per Unit, the Company will, for its purposes, allocate C\$1.5699 to each Unit Share and C\$0.0001 to each Unit Warrant comprising the Units. Amounts presented reflect the initial value attributable to the Units Shares and Unit Warrants and do not necessarily reflect the amounts that may be required under IFRS (as hereinafter defined).
- (4) In connection with the Offering the Company shall pay to ClearStreet, LLC (**"Clear Street"**), a member of the selling group, an advisory fee in the amount of C\$100,000 (the **"Advisory Fee"**).

The Agent, as principal, conditionally offers the Units offered hereby, subject to prior sale, if, as and when issued by the Company and accepted by the Agent in accordance with the conditions contained in the Agency Agreement as referred to under the heading "Plan of Distribution" and subject to the passing upon of certain legal matters relating to the Offering on behalf of the Company by DuMoulin Black LLP and Sheppard, Mullin, Richter & Hampton LLP with respect to certain legal matters other than tax-related matters, and by Thorsteinssons LLP with respect to tax-related matters, and on behalf of the Agent by TingleMerrett LLP with respect to certain legal matters other than tax-related matters.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Closing is expected to occur on or about January 9, 2025, or such other date as may be agreed upon by the Company and the Agent (the “**Closing Date**”).

It is expected that the Company will arrange for the instant deposit of the Unit Shares distributed under this Prospectus Supplement under the book-based system of registration, to be registered in the name of CDS Clearing and Depository Services Inc. (“**CDS**”) and deposited with CDS on the Closing Date. In such event, purchasers of Unit Shares will receive only a customer confirmation from the Agent or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Unit Shares is purchased. Except in certain limited circumstances, no definitive certificates evidencing the Unit Shares will be issued to purchasers in the United States. Purchasers will receive definitive certificates representing the Unit Warrants. Notwithstanding the foregoing, all Units, Unit Shares and Unit Warrants and any Warrant Shares, if applicable, offered and sold in the United States or to, or for the account or benefit of, U.S. Persons who are “accredited investors” as such term is defined in Rule 501(a) of Regulation D promulgated under the U.S. Securities Act (the “**U.S. Accredited Investors**”), and who are not “qualified institutional buyers,” as such term is defined in Rule 144A under the U.S. Securities Act (“**Qualified Institutional Buyers**”), and together with the U.S. Accredited Investors, the “**U.S. Purchasers**”) will be issued in certificated, individually registered form. See “*Plan of Distribution*”.

The Offering Price and certain terms of the Offering were determined by arm’s length negotiation between the Company and the Agent. The Agent may, in connection with the Offering, effect transactions which stabilize or maintain the market price of the Subordinate Voting Shares at levels other than those which might otherwise prevail in the open market in accordance with applicable market stabilization rules. Such transactions, if commenced, may be discontinued at any time. See “*Plan of Distribution*”.

The Company’s head office is located at 205 – 810 Quayside Drive, New Westminster, British Columbia, V3M 6B9. Its registered and records office is located at 1111 West Hastings Street, 15th Floor, Vancouver, British Columbia, V6E 2J3.

Investors should rely only on current information contained in or incorporated by reference into this Prospectus Supplement and the accompanying Prospectus as such information is accurate only as of the date of the applicable document. The Company has not authorized anyone to provide investors with different information. Information contained on the Company’s website shall not be deemed to be a part of this Prospectus Supplement or incorporated by reference and should not be relied upon by prospective investors for the purpose of determining whether to invest in the securities. The Company will not make an offer of these securities in any jurisdiction where the offer or sale is not permitted. Investors should not assume that the information contained in this Prospectus Supplement is accurate as of any date other than the date on the face page of this Prospectus Supplement or the date of any documents incorporated by reference herein.

Gabriel René, Chief Executive Officer and a director of the Company, Dan Mapes, President and a director of the Company, Kevin Wilson, Chief Financial Officer and Secretary of the Company, Michael Blum, a director of the Company, and Jonathan De Vos, a director of the Company, each reside outside of Canada, and each of them have appointed DuMoulin Black LLP, 1111 West Hastings Street, 15th Floor, Vancouver, British Columbia, V6E 2J3, as their agent for service of process. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued, or otherwise organized under the laws of a foreign jurisdiction of resides outside of Canada, even if the party has appointed an agent for service of process.

Investing in the Units involves significant risks. Prospective investors should carefully consider the risk factors described under the heading “Risk Factors” in this Prospectus Supplement and in the accompanying Prospectus, and the risk factors in the other documents incorporated herein and therein by reference, including the Annual Information Form (as defined herein).

Prospective investors should be aware that the acquisition, holding or disposition of the Units may have tax consequences. This Prospectus Supplement may not describe these tax consequences fully. Prospective investors should read the tax discussion contained in this Prospectus Supplement under the heading "*Certain Canadian Federal Income Tax Considerations*" and should consult their own tax advisor with respect to their own particular circumstances.

TABLE OF CONTENTS

Prospectus Supplement

	<u>Page</u>
IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS.....	II
NOTICE REGARDING PRESENTATION OF FINANCIAL INFORMATION.....	II
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS	III
DOCUMENTS INCORPORATED BY REFERENCE	VI
THE COMPANY	1
RISK FACTORS.....	2
USE OF PROCEEDS.....	15
CONSOLIDATED CAPITALIZATION.....	16
PRIOR SALES.....	19
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....	21
PRICE RANGE AND TRADING VOLUME	25
PLAN OF DISTRIBUTION	27
DESCRIPTION OF SECURITIES BEING DISTRIBUTED.....	31
ENFORCEABILITY OF CIVIL LIABILITIES	35
LEGAL MATTERS.....	35
MARKETING MATERIALS	35
AUDITORS, TRANSFER AGENT AND REGISTRAR.....	36
STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION.....	36
ELIGIBILITY FOR INVESTMENT.....	36

Prospectus

ABOUT THIS PROSPECTUS	2
NOTICE REGARDING PRESENTATION OF FINANCIAL INFORMATION	2
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS	2
CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION	6
WHERE TO FIND ADDITIONAL INFORMATION	6
DOCUMENTS INCORPORATED BY REFERENCE	6
DOCUMENTS FILED AS PART OF THE U.S. REGISTRATION STATEMENT	8
MARKETING MATERIALS	8
BUSINESS OF THE COMPANY	9
CONSOLIDATED CAPITALIZATION	14
USE OF PROCEEDS	16
SELLING SECURITYHOLDERS	16
PLAN OF DISTRIBUTION	17
DESCRIPTION OF SECURITIES BEING DISTRIBUTED	18
PRIOR SALES	26
TRADING PRICE AND VOLUME	26
DIVIDEND POLICY	27
DENOMINATIONS, REGISTRATION AND TRANSFER	27
RISK FACTORS	28
CERTAIN FEDERAL INCOME TAX CONSIDERATIONS	41
LEGAL MATTERS	41
EXEMPTIONS	41
INTEREST OF EXPERTS	41
PROMOTERS	42
AUDITORS, TRANSFER AGENT AND REGISTRAR	43
LEGAL PROCEEDINGS	43
STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION	44
CERTIFICATE OF THE COMPANY	C-1
CERTIFICATE OF THE PROMOTER	C - 2

IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document is in two parts. The first part is this Prospectus Supplement, which describes the specific terms of the Offering. The second part is the accompanying Prospectus, which provides more general information, some of which may not apply to the Offering. If the information varies between this Prospectus Supplement and the accompanying Prospectus, investors should rely on the information in this Prospectus Supplement. Before you invest, you should carefully read this Prospectus Supplement, the accompanying Prospectus and all information incorporated by reference herein and therein. These documents contain information you should consider when making your investment decision. This Prospectus Supplement may add, update, or change information contained in the accompanying Prospectus or any of the documents incorporated by reference herein or therein. To the extent that any statement made in this Prospectus Supplement is inconsistent with statements made in the accompanying Prospectus or any documents incorporated by reference herein or therein filed prior to the date of this Prospectus Supplement, the statements made in this Prospectus Supplement will be deemed to modify or supersede those made in the accompanying Prospectus and such documents incorporated by reference herein or therein.

You should rely only on the information contained in or incorporated by reference into this Prospectus Supplement and the accompanying Prospectus. We have not, and the Agent has not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The Company is offering to sell, and seeking offers to buy, Units only in jurisdictions where offers and sales are permitted. The distribution of this Prospectus Supplement and the Offering in certain jurisdictions may be restricted by law. You should bear in mind that although the information contained in this Prospectus Supplement and the accompanying Prospectus is accurate as of any date on the front of such documents, such information may also be amended, supplemented or updated by the subsequent filing of additional documents deemed by law to be or otherwise incorporated by reference into this Prospectus Supplement and by any subsequently filed prospectus amendments.

This Prospectus Supplement does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this Prospectus Supplement by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

This Prospectus Supplement is deemed to be incorporated by reference into the Prospectus solely for the purposes of the Offering. Other documents are also incorporated or deemed to be incorporated by reference into this Prospectus Supplement and into the Prospectus. See "*Documents Incorporated by Reference*".

Unless the context otherwise requires, references in this Prospectus Supplement and the accompanying Prospectus to "VERS", the "Company", "we", "us" and "our" includes Verses AI Inc. and each of its material subsidiaries, as the context requires.

NOTICE REGARDING PRESENTATION OF FINANCIAL INFORMATION

The financial statements incorporated by reference in this Prospectus Supplement and the accompanying Prospectus, and the selected consolidated financial data derived therefrom included in this Prospectus Supplement and the accompanying Prospectus, are presented in United States dollars. Unless stated otherwise or the context otherwise requires, in this Prospectus Supplement and the accompanying Prospectus, references to "USD\$" "U\$" or "\$" are to United States dollars and references to "CDN\$" or "C\$" are to Canadian dollars. On January 6, 2025, the noon buying rate as reported by the Bank of Canada for the conversion of one Canadian dollar into United States dollars was CDN\$1.00 equals USD\$0.6970.

The high, low, average and closing rates for the Canadian dollar in terms of United States dollars for each of the periods noted below, as quoted by the Bank of Canada, were as follows:

	Period from January 1, 2025 to January 6, 2025	Year Ended December 31	
		2024	2023
Highest rate during period	US\$0.6970	US\$0.7510	US\$0.7617
Lowest rate during period	US\$0.6935	US\$0.6937	US\$0.7207
Average rate during period	US\$0.6947	US\$0.7302	US\$0.7410
Rate at the end of period	US\$0.6970	US\$0.6950	US\$0.7561

The average exchange rate is calculated using the average of the noon buying rate on the last business day of each month during the applicable fiscal year or interim period. The Canadian dollar/United States dollar exchange rate has varied significantly over the last several years and investors are cautioned not to assume that the exchange rates presented here are necessarily indicative of future exchange rates.

The annual financial statements incorporated by reference in this Prospectus Supplement and the accompanying Prospectus, and the selected consolidated financial data derived therefrom included in this Prospectus Supplement and the accompanying Prospectus, have been prepared in accordance with International Financial Reporting Standards ("IFRS"), and the interim consolidated financial statements, incorporated by reference in this Prospectus Supplement and the accompanying Prospectus, and the selected consolidated financial data derived therefrom included in this Prospectus Supplement and the accompanying Prospectus have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus Supplement, the accompanying Prospectus, and the documents incorporated by reference into this Prospectus Supplement, the accompanying Prospectus and the Company's other public disclosure contain "forward-looking information" within the meaning of applicable Canadian securities laws ("**forward-looking information**") concerning the Company's business plans, including, but not limited to, anticipated results and developments in Verses' operations in future periods, and other matters that may occur in the future. In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "target", "scheduled", "estimates", "forecasts", "intends", "anticipates", "determine", "continue", "projects", "potential", "proposed" or "believes", or variations or the negative of such words and phrases, or statements that certain actions, events or results "may", "could", "whether to", "would", "should", "likely", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. Forward-looking information contained in this Prospectus Supplement and the accompanying Prospectus includes, but is not limited to, statements regarding:

- the timing and pricing of the Offering;
- the anticipated completion of the Offering;
- the anticipated receipt of regulatory approval/acceptance in respect of the Offering;
- the anticipated use of the net proceeds of the Offering;
- the competitive and business strategies of the Company;

- the Company's research roadmap and expectations regarding the Company's development of artificial intelligence ("AI");
- the Company's participation in AI benchmark challenges and expectations regarding the public release timeline of Genius (as defined below);
- market prices, values and other economic indicators;
- receipt and timing of any required governmental, regulatory and third-party approvals, licenses and permits;
- the performance of the Company's business and operations;
- the intention to grow the business, operations and potential activities of the Company;
- the Company's competitive positioning;
- the Company's anticipated partnerships and agreements with third parties and the expected outcomes of such partnerships and agreements;
- possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action;
- timing, costs and potential success of future activities on the Company's facilities and projects;
- future outlook and goals relating to the Company's strategy;
- whether the Company will have sufficient working capital and its ability to raise additional financing required in order to continue development of its business and continue operations;
- the Company's expected reliance on key management personnel, advisors and consultants;
- the Company's intended compensation policy and practices and compensation structure;
- the capabilities of Genius and Genius-based applications;
- the development and roll-out of Genius and Genius-based applications;
- the expected competitive aspects of Genius and Genius-based applications in the market;
- the scalability of the Spatial Web (as defined herein) and Genius;
- beliefs and intentions regarding the ownership of material patents, trademarks and domain names used in connection with our products and services;
- analyses and other information based on expectations of future performance and planned products;
- planned expenditures and budgets and the execution thereof; and
- anticipated results and developments in the Company's operations in future periods and other matters which may occur in the future.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, including, without limitation, assumptions about:

- possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action;
- general economic, financial market, regulatory and political conditions in which the Company operates;
- general demand and consumer interest in the Company's products;
- the competitive environment in which the Company operates;

- the ability of the Company to grow its market share and the Company's growth outlook;
- anticipated and unanticipated costs that the Company may face;
- estimated contracted revenue, revenue structures and revenue from operations;
- there being no significant delays in the development and commercialization of Genius and other products and services;
- the ability of the Company to raise any necessary capital on acceptable terms;
- the ability of the Company to anticipate future needs of clients and partners;
- the ability of the Company to maintain and effect sufficient research and development capabilities;
- the ability of the Company to execute the Company's growth, sales and customer acquisition strategies;
- the ability of the Company to attract and retain skilled personnel;
- the ability of the Company to obtain qualified staff and in a timely and cost-efficient manner;
- there being no significant barriers to the acceptance of the Company's products and services;
- the continued adoption and acceptance of the Spatial Web;
- stability in financial and capital markets;
- fluctuations in capital markets and share prices;
- the accuracy of budgeted costs and expenditures;
- future currency exchange rates and interest rates;
- the timely receipt of any required governmental, regulatory and third-party approvals, license and permits on favourable terms and any required renewals of the same;
- legislation and regulation favouring the furtherance of artificial intelligence applications; and
- requirements under applicable laws.

While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Furthermore, by their very nature, forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, events, results, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include, without limitation: the industry-wide risks; fluctuations in capital markets and share prices; price volatility; risks related to the ability to obtain financing needed to fund the continued development of the Company's business; failure of the Company to complete the Offering; changes in the Company's business plans; failure of the Company to use the proceeds from the Offering as anticipated; risks related to the Company's limited operating history; the Company requiring additional funding to maintain operations; risks related to the Company's negative cashflow from operating activities; the Company's failure to implement their growth strategy; risks related to conflicts of interest involving the Company's management; risks related to the uncertainty of the Company's use of available funds; risks related to proprietary artificial intelligence algorithms; the failure of the Company to manage its growth; risks related to the Company's reliance on strategic partnerships; risk associated with security breaches; risk associated with software errors or defects; risks associated with insufficient insurance coverage; the Company's failure to maintain, promote and

enhance its brand; the Company's dependence on customer internet access and use of internet for commerce; risks associated with privacy and security of sensitive information; risks associated with changes in technology affecting the Company's business and products; risks associated with the competitive environment of the Company's industry; risks associated with the uncertainty of market opportunity estimates and growth forecasts; risks associated with reputational damage; the Company's inability to protect its intellectual property; risks related to the Company's foreign private issuer status in the United States; the volatility of the global economy; the Company's dependence on management and key personnel; risks associated with government regulation affecting the Company; the Company being subject to civil or other legal proceedings; risks related to reporting requirements arising from the Company's reporting issuer status; risks associated with future acquisitions; risks related to the maintenance of effective internal controls by the Company; the potential that no active or liquid market for the Subordinate Voting Shares may develop or be sustained; the speculative nature of an investment in the Subordinate Voting Shares; risk that the market price of the Subordinate Voting Shares may not represent the Company's performance or intrinsic value; risks associated with the influence of reports published by securities or industry analysts on the trading market of the Subordinate Voting Shares; risks associated with price volatility of publicly traded securities; risks associated with the future dilution of the Company's securities; risks associated the payment of dividends; and other risks discussed under "*Risk Factors*".

This is not an exhaustive list of the risks and factors that may affect the Company's forward-looking information. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in the forward-looking Information, there may be other factors that cause actions, events, conditions, results, performance or achievements not to be as anticipated, estimated or intended. In addition to those discussed in this Prospectus Supplement and the accompanying Prospectus, please refer to the risks described in the Company's public disclosure record, including this Prospectus Supplement and the accompanying Prospectus, and the Company's Annual Information Form.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained in this Prospectus Supplement and the accompanying Prospectus. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Verses does not undertake any obligation to publicly update or revise any forward-looking information other than as required under applicable securities laws.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents of the Company, which have been filed by the Company with the securities regulatory authorities in Canada, are also specifically incorporated by reference into and form an integral part of the Prospectus, as supplemented by this Prospectus Supplement:

- (a) the annual information form of the Company dated July 2, 2024 for the year ended March 31, 2024, filed on SEDAR+ on July 2, 2024 (the "**Annual Information Form**" or "**AIF**");
- (b) the audited consolidated financial statements of the Company for the years ended March 31, 2024 and 2023 together with the report of the independent auditor thereon and the notes thereto, filed on SEDAR+ on July 2, 2024 (the "**Annual Financial Statements**");
- (c) the Company's management's discussion and analysis of the financial condition and results of operations for the years ended March 31, 2024 and 2023, filed on SEDAR+ on July 2, 2024 (the "**Annual MD&A**");
- (d) the management information circular of the Company dated August 14, 2024, prepared in connection with the Company's annual meeting of shareholders held on September 13, 2024, filed on SEDAR+ on August 23, 2024;

- (e) the Company's unaudited condensed interim financial statements for the six months ended September 30, 2024 and 2023 together with the notes thereto, filed on SEDAR+ on November 14, 2024 (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 September 30, 2024 and 2023, filed on SEDAR+ on November 14, 2024 (the **"Interim MD&A"**);
- (g) the material change report of the Company dated May 9, 2024, filed on SEDAR+ on May 9, 2024 with respect to the closing of two tranches of a non-brokered private placement of special warrants;
- (h) the material change report of the Company dated June 28, 2024, filed on SEDAR+ on June 28, 2024 with respect to a funding agreement entered into with Group 42 Holding Ltd. (**"G42 Funding Agreement"**);
- (i) the material change report of the Company dated August 14, 2024, filed on SEDAR+ on August 16, 2024 with respect to NRI USA, LLC's participation in the GENIUS beta program;
- (j) the material change report of the Company dated September 26, 2024, filed on SEDAR+ on October 4, 2024 with respect to the closing of the first tranche of a non-brokered private placement of units;
- (k) the material change report of the Company dated November 8, 2024, filed on SEDAR+ on November 18, 2024 with respect to the closing of the first tranche of a non-brokered private placement of units;
- (l) the material change report of the Company dated November 8, 2024, filed on SEDAR+ on November 18, 2024 with respect to the closing of a non-brokered private placement of special warrants;
- (m) the material change report of the Company dated November 15, 2024, filed on SEDAR+ on November 21, 2024 with respect to the closing of the second tranche of a non-brokered private placement of units; and
- (n) the material change report of the Company dated December 12, 2024, filed on SEDAR+ on December 17, 2024 with respect to the closing of the third tranche of a non-brokered private placement of units.

However, these documents are not incorporated by reference to the extent their contents are modified or superseded by a statement contained in the Prospectus or in any other subsequently filed document that is also incorporated by reference in the 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 Distributions* 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 Supplement or in the accompanying 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 Supplement 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 Supplement or accompanying Prospectus, except as so modified or superseded.

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

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 Supplement, the previous annual information form, 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 new 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 Supplement and accompanying Prospectus for purposes of future 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 Supplement, 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 Supplement and accompanying Prospectus for purposes of future offers and sales of securities hereunder. Upon a new information circular relating to an annual general meeting of holders of Subordinate Voting Shares being filed by us with the applicable securities commissions or similar regulatory authorities during the currency of this Prospectus Supplement, the information circular for the preceding annual general meeting of holders of Subordinate Voting Shares shall be deemed no longer to be incorporated into this Prospectus Supplement and accompanying Prospectus for purposes of future offers and sales of securities hereunder.

Copies of the documents incorporated by reference herein will be available electronically on the Company's SEDAR+ profile, which can be accessed at www.sedarplus.ca, and from the Company's EDGAR profile, which can be accessed on the SEC's website at www.sec.gov. The Company's filings through SEDAR+ and EDGAR are not incorporated by reference in the Prospectus except as specifically set out herein.

THE COMPANY

The following summary contains basic information about the Company and is not intended to be complete. This description does not contain all the information about the Company and its assets and business that you should consider before investing in the Units. You should carefully read the entire Prospectus Supplement, the accompanying Prospectus and the documents incorporated by reference in this Prospectus Supplement and in the accompanying Prospectus before making an investment decision. See “Documents Incorporated by Reference” and “Additional Information”. You should also carefully consider the matters discussed under “Risk Factors” in this Prospectus Supplement, the “Risk Factors” section beginning on page 28 of the accompanying Prospectus and the “Risk Factors” section beginning on page 36 of the AIF.

Summary Description of the Business

VERSES is a cognitive computing company specializing in next generation intelligence software systems. The Company is primarily focused on developing an intelligence-as-a-service smart software platform, Genius (which has absorbed the Company’s previous KOSM™ and KOSM Exchange products), through its subsidiary Verses Technologies USA.

The Company’s business is based on the vision of the “Spatial Web” – an open, hyper-connected, context-aware, governance-based network of humans, machines and intelligent agents. The Company’s ambition is to build tools that enable the Spatial Web and to become a leader in the transition from the information age to the intelligence age.

The Company launched a private beta program of Genius (including Genius Agents and Genius Core) in early 2024 with a few select partners with whom the Company has existing business relationships and has launched a public beta program for a broader number of developers for the second half of 2024. This public beta program is expected to include enhanced functionalities and is intended to help the Company increase its potential customer base, while refining its product offerings in anticipation of the 1.0 launch of Genius.

More detailed information regarding the Company’s business, operations, assets and properties can be found in the Annual Information Form and other documents which are incorporated herein by reference. See “*Documents Incorporated by Reference*”.

Recent Developments

Other than as disclosed herein, there have been no material developments in the business of the Company since the date of the Annual Financial Statements, which have not been disclosed in this Prospectus Supplement, the Prospectus or the documents incorporated by reference herein or therein.

On November 8, 2024, the Company announced the closing of its non-brokered private placement of 3,600,000 special warrants at a price of \$0.50 per special warrant for aggregate gross proceeds of \$1.8 million. Each special warrant is exercisable, at no additional cost, for one unit of the company. Each unit consist of one Class A Subordinate Voting Share of the Company and one-half of one share purchase warrant. Each warrant will entitle the holder thereof to acquire one Class A Subordinate Voting Share at an exercise price of \$0.70 per Class A Subordinate Voting Share, subject to adjustment in certain circumstances, for a period of 36 months from the date of issuance.

On November 8, 2024, the Company announced the closing of the first tranche of its non-brokered private placement of 5,807,700 units of the Company at a price of \$0.50 per unit for aggregate gross proceeds of \$2,903,850. Each unit consists of one Class A Subordinate Voting share of the Company and one-half of one share purchase warrant. Each warrant will entitle the holder thereof to acquire one Class A Subordinate Voting Share at an exercise price of \$0.70 per Class A Subordinate Voting Share, subject to adjustment in certain circumstances, for a period of 36 months. The non-brokered private placement was structured to take advantage of the listed issuer financing

exemption from prospectus requirements in Part 5A of NI 45-106, whereby shares issued pursuant to the exemption in Canada are freely tradeable listed equity securities not subject to any hold period (the “LIFE Offering”).

On November 15, 2024, the Company announced the closing of the second tranche of its non-brokered private placement LIFE Offering of units for aggregate gross proceeds in the second tranche for \$512,800. Pursuant to the second tranche, the Company issued 1,025,600 units at a price of \$0.50 per unit and whereby shares issued pursuant to the listed issuer financing exemption in Canada are freely tradeable listed equity securities not subject to any hold period.

On December 9, 2024, the Company announced the closing of the third tranche of its non-brokered private placement LIFE Offering of units for gross proceeds in the third tranche of \$770,000 from a single investor. Pursuant to the third tranche, the Company issued 1,540,000 units at a price of \$0.50 per unit and whereby shares issued pursuant to the listed issuer financing exemption in Canada are freely tradeable listed equity securities not subject to any hold period.

On December 17, 2024, the Company announced positive performance results of Genius in the code-breaking challenge, “Mastermind”.

On December 23, 2024, the Company announced that it had extended its contract with Karl Friston to continue his role as Chief Scientist at the Company. The contract extension included additional performance-based incentives which recognize his contributions to Genius.

RISK FACTORS

Investing in the Units is speculative and involves a high degree of risk. The following risk factors, as well as risks currently unknown to the Company, could materially adversely affect the Company’s future business, financial condition, results of operations and prospects and could cause them to differ materially from the estimates described in this Prospectus Supplement, the accompanying Prospectus or the documents incorporated by reference herein or therein, each of which could cause purchasers of Units to lose part or all of their investment. Before deciding to invest in the Units, investors should carefully consider the risk factors set out below, in addition to the other information contained in this Prospectus Supplement, the accompanying Prospectus and the documents incorporated by reference herein and therein.

RISKS RELATING TO THE BUSINESS

Limited Operating History

The Company has a relatively limited operating history. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources. Although the Company possesses an experienced management team, there is no assurance that the Company will be successful in achieving a return on shareholders’ investment and 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. There is no assurance that the Company will generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its business and growth plans. An investment in the Company’s securities carries a high degree of risk and should be considered speculative by investors. Prospective investors should consider any purchase of the Units in light of the risks, expenses and problems frequently encountered by all companies in the early stages of their corporate development and operations.

Additional Financing

The operation of the Company’s business will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, which may include debt

financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing Shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets, the Company's status as a relatively new enterprise with a limited history and/or the loss of key management personnel.

Negative Cash Flow from Operating Activities

The Company has had negative cash flow from operating activities since inception. The Company's business is in an early stage and additional capital investment will be required to achieve revenue. There is no assurance that the Company will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Company will be required to obtain additional financing in order to meet its future cash commitments.

Implementation of Growth Strategy

VERSES' future growth, profitability and cash flows depend upon the Company's ability to successfully implement its growth strategy, which, in turn, is dependent upon a number of factors, including the Company's ability to:

1. expand its customer/user base;
2. retain qualified operations staff;
3. support growth of existing customers; and
4. enhance and develop Genius and Genius-based applications.

There can be no assurance that the Company can successfully achieve any or all of the above initiatives in the manner or time period that the Company expects. Further, achieving these objectives will require investments which may result in short-term costs without generating any current revenue and therefore may be dilutive to VERSES' earnings. The Company cannot provide any assurance that it will realize, in full or in part, the anticipated benefits the Company expects its strategy will achieve. The failure to realize those benefits could have a material adverse effect on VERSES' business, financial condition and results of operations.

Conflicts of Interest

Certain of the Company's directors and officers do not devote their full time to the affairs of the Company and certain of the Company's directors and officers are also directors, officers and shareholders of other public companies in general, and as a result they may find themselves in a position where their duty to another company conflicts with their duty to the Company. Although the Company has policies which address such potential conflicts and the BCBCA has provisions governing directors in the event of such a conflict, none of the Company's constituting documents or any of its other agreements contain any provisions mandating a procedure for addressing such conflicts of interest.

There is no assurance that any such conflicts will be resolved in favour of the Company. If any such conflicts are not resolved in favour of the Company, the Company may be adversely affected.

Uncertainty of Use of Available Funds

Management of the Company retains broad discretion in the application of the Company's funds. The failure by the Company to apply available funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Proprietary Artificial Intelligence Algorithms

VERSES uses proprietary artificial intelligence algorithms in its product offerings. The continuous development, maintenance, and operation of VERSES' artificial intelligence products is expensive and complex, and may involve unforeseen difficulties, including material performance problems, undetected defects or errors. If Genius does not function reliably, this could negatively impact the user experience for VERSES' customers. Any of these situations could result in customers' dissatisfaction with VERSES, which could negatively impact VERSES's business. Additionally, VERSES' artificial intelligence algorithms may lead to unintentional bias and discrimination, which could subject VERSES to legal or regulatory liability as well as reputational harm. Any of these eventualities could result in a material and adverse effect on VERSES' business, financial condition, operating results, cash flows, and prospects.

Failure to Manage Growth

VERSES anticipates that growing demand for the Company's services and Genius will place significant demands on the Company's operational infrastructure. The scalability of Genius will depend on VERSES' ability to develop Genius for different industry applications. Moreover, as the Company's business grows, VERSES will need to devote additional resources to improving its operational infrastructure and to continue to enhance its scalability in order to maintain the performance of Genius and related applications.

As the Company grows, VERSES will be required to continue to improve its operational and financial controls and reporting procedures and VERSES may not be able to do so effectively. In managing the Company's growing operations, VERSES is also subject to the risks of over-hiring and/or overcompensating its employees and over-expanding its operating infrastructure. As a result, VERSES may be unable to manage its expenses effectively in the future, which may negatively impact VERSES' gross profit or operating expenses.

As the Company continues to grow and develop the infrastructure of a public company, the Company must effectively integrate, develop and motivate a growing number of new employees, some of whom are based in various countries around the world. In addition, the Company must preserve its ability to execute quickly in further developing the Company's platform and implementing new features and initiatives. As a result, VERSES may find it difficult to maintain its corporate culture, which could limit the Company's ability to innovate and operate effectively. Any failure to preserve VERSES' culture could also negatively affect the Company's ability to recruit and retain personnel, to continue to perform at current levels or to execute on the Company's business strategy effectively and efficiently.

Reliance on Strategic Partnerships

The Company relies on strategic partnerships with third parties for technologies that are vital to the functionality of the Company. The Company anticipates that it will continue to depend on relationships with these third parties, such as data center hosting companies, cloud computer platform providers, and software and hardware vendors. Identifying partners, and negotiating and documenting relationships with them, requires significant time and resources. If the Company is unsuccessful in establishing and maintaining its relationships with third parties, or if these third parties are unable or unwilling to provide services to the Company, the Company's ability to grow and scale Genius or to generate revenue could be impaired, and its results of operations may suffer. Even if the Company

is successful, it cannot be sure that these relationships will result in increased customer usage of Genius and Genius applications or increased revenue.

Security Breaches

VERSES operates in an industry that is prone to cyber attacks. Failure to prevent or mitigate security breaches and improper access to or disclosure of the Company's data or customer data could result in the loss or misuse of such data, which could harm VERSES' business and reputation. The security measures VERSES has integrated into its internal networks and systems and Genius, which are designed to prevent or minimize security breaches, may not function as expected or may not be sufficient to protect the Company's internal networks against certain attacks. In addition, techniques used to sabotage or to obtain unauthorized access to networks in which data is stored or through which data is transmitted change frequently. As a result, VERSES may be unable to anticipate these techniques or implement adequate preventative measures to prevent an electronic intrusion into the Company's networks.

If a security breach were to occur, as a result of third-party action, employee error, breakdown of VERSES' internal security processes and procedures, malfeasance or otherwise, and the confidentiality, integrity or availability of VERSES' customers' data was disrupted, the Company could incur significant liability to its customers, and VERSES' services and Genius may be perceived as less desirable, which could negatively affect the Company's business and damage its reputation.

Moreover, Genius and related applications could be breached if vulnerabilities in Genius or such related applications are exploited by unauthorized third parties or due to employee error, breakdown of VERSES' internal security processes and procedures, malfeasance, or otherwise. Further, third parties may attempt to fraudulently induce employees or customers into disclosing sensitive information such as usernames, passwords or other information or otherwise compromise the security of VERSES' internal networks and electronic systems in order to gain access to the Company's data or its customers' data.

Any actual or perceived security breach could damage the Company's reputation and brand, expose the Company to a risk of litigation and possible liability and require VERSES to expend significant capital and other resources to respond to and/or alleviate problems caused by the security breach. Some jurisdictions have enacted laws requiring companies to notify individuals and authorities of data security breaches involving certain types of personal or other data. In addition, pursuant to the terms of certain agreements, VERSES may be required to notify certain customers and partners in the event of a security incident. Any of these events could harm VERSES' reputation or subject VERSES to significant liability, and materially adversely affect the Company's business and financial results.

Software Errors or Defects

Genius, KOSM and related applications are and will be dependent upon the successful and uninterrupted functioning of VERSES' computer and data processing systems, cloud computing platform and network operating system. These software and systems may contain errors, defects, security vulnerabilities or software bugs that are difficult to detect and correct, particularly when first introduced or when new versions or enhancements are released.

The failure or unavailability of these systems could materially impact VERSES's ability to deliver Genius, KOSM and related applications to customers effectively or comply with contractual obligations to third parties. If sustained or repeated, a system failure or loss of data could negatively affect the operating results of VERSES.

Since the Company's customers use and will use its services for decisions that are critical to their operation and ability to efficiently function, errors, defects, security vulnerabilities, service interruptions or software bugs in the Company's network could result in losses to its customers. Customers may seek significant compensation from the Company for any losses they suffer or cease conducting business with the Company altogether. Further, a customer could share information about bad experiences on social media, which could result in damage to the Company's reputation. There can be no assurance that provisions included in the Company's agreements with its customers

that attempt to limit its exposure to claims would be enforceable or adequate or would otherwise protect it from liabilities or damages with respect to any particular claim. Even if not successful, a claim brought against the Company by any of its customers would likely be time-consuming and costly to defend and could seriously damage its reputation and brand, making it harder for the Company to generate revenue.

Insufficient Insurance Coverage

VERSES maintains property, general liability, errors and omissions and directors and officers' liability insurance on such terms as it deems appropriate. This may result in insurance coverage that, in the event of a substantial loss, would not be sufficient to pay the full current market value or current replacement cost of VERSES' lost investment. This insurance may not remain available to it at commercially reasonable rates. Future increases in insurance costs, coupled with the increase in deductibles, will result in higher operating costs and increased risk. Not all risks faced by VERSES are insured.

Failure to Maintain, Promote and Enhance Brand

VERSES believes that maintaining, promoting and enhancing the VERSES brand is critical to expanding the Company's business and rolling out Genius and related applications. Maintaining and enhancing the VERSES brand will depend largely on the Company's ability to continue to provide high-quality, well-designed, useful, reliable and innovative solutions, which the Company may not do successfully. The Company operates in a space with some of the largest companies in the world that have significantly more resources than VERSES. These companies have the ability to dilute the Company's messaging regarding the Spatial Web which may confuse the market and be detrimental to the continued development and enhancement of the Company's brand.

Errors, defects, data breaches, disruptions or other performance problems with Genius and related applications may harm VERSES' reputation and brand. The Company may introduce new solutions or terms of service that its customers do not like, which may negatively affect the VERSES brand. Additionally, if the Company's customers have a negative experience using VERSES solutions, such an experience may affect the VERSES brand, especially as the Company continues to attract larger customers to Genius.

The Company believes that the importance of brand recognition will increase as competition in VERSES' market increases. In addition, successful promotion of the VERSES brand will depend on the effectiveness of the Company's marketing efforts. VERSES' efforts to market the VERSES brand will involve significant expenses. VERSES' marketing expenditure may not yield increased revenue, and even if it does, any increased revenue may not offset the expenses VERSES incurs in building and maintaining the VERSES brand.

Dependence on Customer Internet Access and Use of Internet for Commerce

The Company's success will depend upon the general public's ability to access the internet, including through mobile devices. The adoption of any laws or regulations that adversely affect the growth, popularity or use of the internet, including changes to laws or regulations impacting internet neutrality, could decrease the demand for Genius and related applications or otherwise adversely affect the Company's business. Given uncertainty around these rules, VERSES could experience discriminatory or anti-competitive practices that could impede both the Company and its customers' growth, increase the Company's costs or adversely affect VERSES' business. If customers become unable, unwilling, or less willing to use the internet for commerce for any reason, including lack of access to high-speed communications equipment, congestion of traffic on the internet, internet outages or delays, disruptions or other damage to customers' computers, increases in the cost of accessing the internet and security and privacy risks or the perception of such risks, VERSES' business could be adversely affected.

Privacy and Security of Sensitive Information

VERSES' operations are and will be dependent on the Company's information systems and the information collected, processed, stored, and handled by these systems. Throughout the Company's operations, VERSES will receive, retain

and transmit certain confidential information, including personally identifiable information that the Company's customers provide to utilize Genius and related applications, interact with the Company's personnel, or otherwise communicate with VERSES. In addition, for these operations, VERSES will depend in part on the secure transmission of confidential information over public networks. The Company's information systems are and will be subject to damage or interruption from power outages, facility damage, computer and telecommunications failures, computer viruses, security breaches, including credit card or personally identifiable information breaches, coordinated cyber attacks, vandalism, catastrophic events and human error. Although VERSES deploys a layered approach to address information security threats and vulnerabilities, including ones from a cyber security standpoint, designed to protect confidential information against data security breaches, a compromise of the Company's information security controls or of those businesses with whom the Company interacts, which results in confidential information being accessed, obtained, damaged, or used by unauthorized or improper persons, could harm VERSES' reputation and expose VERSES to regulatory actions and claims from customers and other persons, any of which could adversely affect the Company's business, financial position, and results of operations. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and may not immediately produce signs of intrusion, VERSES may not be able to anticipate these techniques or to implement adequate preventative measures. In addition, a security breach could require that the Company expend substantial additional resources related to the security of information systems and disrupt the Company's businesses.

Changes in Technology

The Company operates in a competitive industry characterized by rapid technological change and evolving industry standards. The Company's ability to attract new customers and generate revenue from existing customers will depend largely on its ability to anticipate industry standards and trends, respond to technological advances in its industry, and to continue to enhance Genius or to design and introduce new Genius applications on a timely basis to keep pace with technological developments and its customers' increasingly sophisticated needs. The success of any enhancement of Genius or new related applications will depend on several factors, including the timely completion and market acceptance of Genius and related applications. Any new application the Company develops or acquires might not be introduced in a timely or cost-effective manner and might not achieve the broad market acceptance necessary to generate significant revenue. If any of the Company's competitors implements new technologies before the Company is able to implement them, those competitors may be able to provide more effective applications and services than the Company at lower prices. Any delay or failure in the introduction of new or enhanced applications and services could harm the Company's business, results of operations and financial condition.

The Company's services and Genius are expected to embody complex technology that may not meet those standards, changes and preferences. The Company's ability to design, develop and commercially launch Genius and related applications depends on a number of factors, including, but not limited to, its ability to design and implement solutions and services at an acceptable cost and quality, its ability to attract and retain skilled technical employees, the availability of critical components from third parties, and its ability to successfully complete the development of Genius and related applications in a timely manner. There is no guarantee that the Company will be able to respond to market demands. If the Company is unable to effectively respond to technological changes or fails or delays to develop services in a timely and cost-effective manner, Genius and related applications may become obsolete, and the Company may be unable to recover its development expenses which could negatively impact sales, profitability and the continued viability of its business.

Competition

Some of VERSES' competitors are better capitalized, hold a larger percentage of the Canadian and international markets, have greater financial, technical and marketing resources than VERSES and have greater name recognition than VERSES. If price competition increases, VERSES may not be able to raise its pricing in response to a rising cost of funds or may be forced to lower the pricing that it is able to charge customers. Price-cutting or discounting may

reduce profits. This could have a material adverse effect on VERSES's business, financial condition and results of operations and on the amount of cash available for dividends to shareholders.

Difficulty in Forecasting

Market opportunity estimates and growth forecasts, whether obtained from third-party sources or developed internally, are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. The Company's estimates and forecasts relating to the size and expected growth of its target market, market demand and adoption, capacity to address this demand, and pricing, may prove to be inaccurate. The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources. A failure in the demand for its services to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Reputational Risk

Reputational damage can result from the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views, whether true or not. Reputation loss may result in decreased customer confidence and an impediment to the Company's overall ability to advance Genius and Genius applications, thereby having a material adverse impact on its financial performance, financial condition, cash flows and growth prospects.

Protection of Intellectual Property

The Company's commercial success depends to a significant degree upon its ability to develop new or improved technologies, instruments, and services, and to obtain patents, where appropriate, or other intellectual property rights or statutory protection for these technologies and products in Canada and the United States. Despite devoting resources to the research and development of proprietary technology, the Company may not be able to develop new technology that is patentable or protectable. Further, patents issued to the Company, if any, could be challenged, held invalid or unenforceable, or be circumvented and may not provide the Company with necessary or sufficient protection or a competitive advantage. Competitors and other third parties may be able to design around the Company's intellectual property or develop technology similar to Genius that is not within the scope of such intellectual property. The Company's inability to secure its intellectual property rights may have a materially adverse effect on its business and results of operations.

Currently, the Company's intellectual property includes provisional patent applications, copyrights and registered trademarks. With respect to the Company's provisional patent applications, such applications may not result in full patents being granted, and any full patent applications that the Company files may not result in issued patents or may take longer than expected to result in issued patents. The Company plans on taking the necessary steps, including but not limited to, the filing of additional patents as appropriate. There is no assurance any additional patents will be issued or that when they are issued, they will include all of the claims currently included in the applications. The Company also relies on contractual obligations of its employees and contractors to maintain the

confidentiality of the Company's technologies. To compete effectively, the Company needs to develop and continue to maintain a proprietary position with respect to its technologies, and business.

Additionally, prosecution and protection of the intellectual property rights sought can be costly and uncertain, often involve complex legal and factual issues and consume significant time and resources. The laws of certain countries may not protect intellectual property rights to the same extent as the laws of Canada or the United States.

Foreign Private Issuer Status

The Company is a "foreign private issuer" under applicable U.S. federal securities laws and, therefore, will not be required to comply with all of the periodic disclosure and current reporting requirements of the Exchange Act and related rules and regulations. As a result, the Company will not file the same reports that a U.S. domestic issuer would file with the SEC, although it will be required to file with or furnish to the U.S. Securities and Exchange Commission the continuous disclosure documents that the Company is required to file in Canada under Canadian securities laws. In addition, the Company's officers, directors and principal shareholders will be exempt from the reporting and "short swing" profit recovery provisions of Section 16 of the Securities Exchange Act of 1934, as amended ("**Exchange Act**"). Therefore, the Company's shareholders may not know on as timely a basis when its officers, directors and principal shareholders purchase or sell securities of VERSES as the reporting periods under the corresponding Canadian insider reporting requirements are longer. In addition, as a foreign private issuer, the Company will be exempt from the proxy rules under the Exchange Act.

The Company may in the future lose its foreign private issuer status if a majority of the Subordinate Voting Shares are owned of record in the United States and the Company fails to meet the additional requirements necessary to avoid loss of foreign private issuer status. The regulatory and compliance costs to the Company under U.S. federal securities laws as a U.S. domestic issuer may be significantly more than the costs the Company will incur as a Canadian foreign private issuer eligible to use the multijurisdictional disclosure system ("**MJDS**") in Canada and the United States. If the Company is not a foreign private issuer, it would not be eligible to use the MJDS or other foreign issuer forms and would be required to file periodic and current reports and registration statements on U.S. domestic issuer forms with the SEC, which are more detailed and extensive than the forms available to a foreign private issuer.

Global Economy Risk

The volatility of global capital markets over the past several years has generally made the raising of capital by equity or debt financing more difficult. The Company may be dependent upon capital markets to raise additional financing in the future. As such, the Company is subject to liquidity risks in meeting its operating expenditure requirements and future cost requirements in instances where adequate cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management. If these levels of volatility persist or if there is a further economic slowdown, the Company's operations, the Company's ability to raise capital and the trading price of the Company's securities could be adversely impacted.

Dependence on Management and Key Personnel

The success of the Company will be largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. As the Company's business activities grow, the Company will require additional key financial, administrative, and technology personnel as well as additional agents and operations staff. There can be no assurance that these efforts will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increase. If the Company is not successful in attracting, training and

retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's operations and financial condition.

Government Regulation

VERSES is currently regulated under legislation in all of the jurisdictions in which it conducts business and is licensed or registered in those jurisdictions where licensing or registration is required by law. Changes in regulatory legislation or the interpretation thereof, or the introduction of any new regulatory requirements, could have a negative effect on VERSES and its operating results. There are different regulatory and registration requirements in each of the jurisdictions in Canada. VERSES takes the position that it is appropriately registered in the jurisdictions in which it conducts business. However, it may voluntarily seek additional registration in respect of its activities or from time-to-time regulators may adopt a different view that may require VERSES to seek additional registration. Failure to be appropriately registered could result in enforcement action and potential interruption of certain of VERSES's servicing or other activities and may result in a default under servicing agreements. This could have a material adverse effect on VERSES's business, financial condition and results of operations.

Claims and Legal Proceedings

The Company and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

Other than as set out below, the Company is not and was not during the most recently completed financial year, or from the end of the most recently completed financial year to the date of this Prospectus, a party to, nor was any of its property the subject of, any legal or regulatory actions material to the Company, and no such proceedings or actions are known to be contemplated.

On July 13, 2022, David Thomson, a former independent contractor, filed a claim against VTU, Cyberlab LLC, and a director and officer of VTU in Los Angeles Superior Court. The claim alleged violations of various sections of the California Corporations code, breach of contract, breach of the implied covenant of good faith and fair dealing, and unjust enrichment. Plaintiff claimed as much as US\$5,000,000 in damages, subject to proof. On September 1, 2022, VTU filed an answer denying any wrongdoing, and also making its own counterclaim against Mr. Thomson. The cross-claims against David Thomson included: (i) misappropriation of trade secrets; (ii) breach of contract; (iii) violation of the California Computer Data Access and Fraud Act (which cross-claim was subsequently dismissed on summary judgement); and (iv) violation of the Economic Espionage Act, after VTU voluntarily dismissed three cross-claims (alleging violation of the Computer Fraud and Abuse Act, conversion and violation of the Stored Communications Act, respectively). VTU, for its part, sought to recover both compensatory and punitive damages from Mr. Thomson, as well as restitution of any ill-gotten gains and an award of reasonable attorneys' fees. A courtroom trial was scheduled to begin on January 16, 2024. However, VTU (as defendant and cross-complainant) and the other three named defendants filed a motion to compel arbitration with the Court on February 3, 2023. On March 30, 2023, the Motion to Compel Arbitration was granted and the lawsuit in L.A. Superior Court was stayed (i.e., temporarily put on hold) pending the outcome of the arbitration proceedings. The arbitration process began on February 5, 2024, and the arbitration hearing concluded on April 3, 2024. A final arbitration award was issued on May 17, 2024. The final award imposes liability against: (i) VTU, jointly and severally with Cyberlab, LLC, in the amount of US\$6,307,258, inclusive of interest; and (ii) Cyberlab, VTU and its principals, Gabriel René and Dan Mapes, jointly and severally, for damages in the amount of US\$1,900,000, interest of US\$709,973, costs of US\$64,303 and the fees of plaintiff's counsel totaling US\$920,231. To resolve their part of joint and several liability, Mr. René and Mr. Mapes are working toward satisfying the portion of the award that applies to them as individuals. The remaining liability belongs to VTU. VTU is pursuing resolution negotiations which are ongoing. However, the likelihood of a favorable or unfavorable

outcome, or an estimate of the amount or range of potential loss, which is isolated to VTU, is not reasonably foreseeable at this time. During the quarter ended June 30, 2024, the Company recorded a net comprehensive loss of US\$10,337,383 which is US\$5,331,168 lower than previous quarter mainly due to a provision for the arbitration award against VTU for US\$6,307,258.

On May 24, 2023, Cosm, Inc. ("**Cosm**") filed a trademark opposition claim against the Company with the United States Trademark Trial and Appeal Board. According to the filing, Cosm initiated the claim on the basis that there is a likelihood of consumer confusion between its COSM trademark and the Company's KOSM trademark, the latter having been applied for in October of 2022. The Company: (i) denies any likelihood of any consumer confusion existing between Cosm's COSM trademark and the Company's KOSM trademark; (ii) has contested the claim in its entirety; and (iii) has filed its own counterclaim against Cosm (along with its answer) in late June, 2023 based on the Company's prior use of its COSM trademark before changing it to KOSM. Thereafter, Cosm filed a motion to strike one of the Company's affirmative defenses that is effectively addressed more appropriately by its counterclaim. On February 5, 2024, the Company entered into a settlement agreement with Cosm to terminate Cosm's trademark opposition claim in return for the Company agreeing to abandon its trademark applications for KOSM and to not pursue any further activities relating to the registration of the KOSM and COSM marks.

On August 10, 2024, the Company learned a complaint (the "**Complaint**") had been filed in the Los Angeles Superior Court on June 21, 2024 against one of the Company's US subsidiaries by a former employee who had been terminated for poor work performance. The Company's US subsidiary and one of its employees, in their individual capacity, are named co-defendants in the Complaint. The Complaint alleges, inter alia, gender harassment; gender discrimination; race discrimination; race harassment; retaliation; and wrongful termination. The Plaintiff claims as much as US\$3,500,000 in general and special compensatory damages, subject to proof. The Company, for its part, disputes the allegations, and considers its termination to have been completely proper and justified under law. It is prepared to defend itself to the fullest extent possible under the law. To date, the Company's US subsidiary has yet to be served with the Complaint.

As any litigation is subject to many uncertainties, it is not possible to predict the ultimate outcome of this claim or to estimate the loss, if any, which may result. Accordingly, the outcome of the claim is not yet determinable, and the extent to which an outflow of funds may be required to settle this possible obligation cannot be reliably determined.

Reporting Issuer Status

As a reporting issuer, the Company is subject to reporting requirements under applicable securities law, the listing requirements of Cboe Canada and other applicable securities rules and regulations. Compliance with these requirements increases legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company is required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations. The Company intends to hire additional employees to comply with these requirements in the future, which will increase its costs and expenses.

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Company may complete acquisitions that the Company believes are strategic. The Company currently has no understandings, commitments or agreements with respect to any material acquisition, other than as may be described in this Prospectus, and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired Company or assets into the Company may result in unforeseen operating difficulties and expenditures

and may absorb significant management attention that would otherwise be available for ongoing development of the Company's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition.

Internal controls

Effective internal controls are necessary for VERSES to provide reliable financial reports and to help prevent fraud. Although VERSES will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on VERSES under Canadian securities law, VERSES cannot be certain that such measures will ensure that VERSES will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm VERSES's results of operations or cause it to fail to meet its reporting obligations. If VERSES or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in VERSES's consolidated financial statements and materially adversely affect the trading price of the Subordinate Voting Shares.

Management of VERSES will ensure the accounting cycle, payroll administration, operational activities, and financial reporting controls to assess internal control risks and to ensure proper internal control is in place. The potential risk that flows from the identified deficiencies and weaknesses is the risk of potential fraud. However, the risk of fraud is considered low as management anticipates taking a number of measures as stated above to mitigate the potential risk of fraud, including without limitation: (i) all purchase and payment, including payroll, must be authorized by management; (ii) all significant capital expenditures must be pre-approved by the Board; and (iii) all source documents in any language other than English must be translated and scanned for accounting entries and recordkeeping purposes. Bank statements of VERSES will be reviewed by the Chief Financial Officer of VERSES regularly. The Board will continue to monitor the operations of VERSES, evaluate the internal controls, and develop measures in the future to mitigate any potential risks and weaknesses.

No Established Market for Securities

The Subordinate Voting Shares are listed on Cboe Canada; however, there can be no assurance that an active and liquid market for the Subordinate Voting Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company. If a market does not develop or is not sustained, it may be difficult for investors to sell the Subordinate Voting Shares at an attractive price or at all. The Company cannot predict the prices at which the Subordinate Voting Shares will trade.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for the Subordinate Voting Shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

RISKS RELATING TO THE UNITS AND THE OFFERING

Completion of the Offering

Completion of the Offering remains subject to a number of conditions precedent. There can be no certainty that the Offering will be completed. If the Offering is not completed, the Company may not be able to raise the funds required for the purposes contemplated under "Use of Proceeds" from other sources on commercially reasonable terms or at all.

Discretion in the use of proceeds

The Company currently intends to allocate the net proceeds, if any, received from any offering of Securities as described under the heading “Use of Proceeds”; however, the Company will have discretion in the actual application of such net proceeds, and may elect to allocate net proceeds differently from that described under the heading “Use of Proceeds” if determined by the Board to be in the Company’s best interests to do so. Shareholders of the Company may not agree with the manner in which the Board and management choose to allocate and spend the net proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company’s business.

Speculative Nature of Investment Risk

An investment in the Company’s securities carries a high degree of risk and should be considered as a speculative investment. The Company has no 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. An investment in the Company’s securities may result in the loss of an investor’s entire investment. Only potential investors who are experienced in high-risk investments and who can afford to lose their entire investment should consider an investment in the Company.

Dilution

Giving effect to the issuance of Units in this Offering, the receipt of the expected net proceeds, and the use of those proceeds, this Offering may have a dilutive effect on our expected net income/loss available to our shareholders per share and funds from operations per share. Furthermore, other than in accordance with the terms of the Agency Agreement, the Company is not restricted from issuing additional securities in the future, including Subordinate Voting Shares, securities that are convertible into or exchangeable for, or that represent the right to receive Subordinate Voting Shares or substantially similar securities. To the extent that the Company raises additional funds through the sale of equity or convertible debt securities, the issuance of such securities will result in dilution to the Company’s shareholders. The Company may sell Subordinate Voting Shares or other securities in any other offering at a price per share that is less than the price per share paid by investors in this Offering, and investors purchasing Subordinate Voting Shares or other securities in the future could have rights superior to existing shareholders. The price per share at which the Company sells additional Subordinate Voting Shares or securities convertible or exchangeable into Subordinate Voting Shares, in future transactions may be higher or lower than the price per share paid by investors in this Offering.

Forward-Looking Statements May Prove Inaccurate

Investors are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

Price Volatility of Publicly Traded Securities

The Subordinate Voting Shares are listed and posted for trading on Cboe Canada and the OTCQB. Securities of technology companies have experienced substantial volatility in the past, often based on factors unrelated to the companies’ financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries.

Other factors unrelated to the Company’s performance that may affect the price of the Subordinate Voting Shares include the following: the extent of analytical coverage available to investors concerning VERSES’ business may be

limited if investment banks with research capabilities do not follow the Company; lessening in trading volume and general market interest in the Subordinate Voting Shares may affect an investor's ability to trade significant numbers of shares; the size of the Company's public float may limit the ability of some institutions to invest in the Subordinate Voting Shares; and a substantial decline in the price of the Subordinate Voting Shares that persists for a significant period of time could cause the Subordinate Voting Shares to be delisted from Cboe Canada, further reducing market liquidity. As a result of any of these factors, the market price of the Subordinate Voting Shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

The market price of the Subordinate Voting Shares is affected by many other variables which are not directly related to VERSES' success and are, therefore, not within the Company's control. These include other developments that affect the market for all technology sector securities, the breadth of the public market for VERSES' Subordinate Voting Shares and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Subordinate Voting Shares is expected to make the price of the Subordinate Voting Shares volatile in the future, which may result in losses to investors.

Shareholder Rights

Holders of the Unit Warrants will not be entitled to any rights with respect to the Subordinate Voting Shares (including, without limitation, voting rights and rights to receive any dividends or other distributions on the Subordinate Voting Shares), but if a holder of the Unit Warrants subsequently exercises its Unit Warrants into Subordinate Voting Shares, such holder will be subject to all changes affecting the Subordinate Voting Shares. Rights with respect to the Subordinate Voting Shares will arise only if and when the Company delivers Subordinate Voting Shares upon the exercising of a Unit Warrant and, to a limited extent, under the Unit Warrant exercise adjustments under the Warrant Certificates. For example, in the event that an amendment is proposed to the Company's constituting documents requiring shareholder approval and the record date for determining the shareholders of record entitled to vote on the amendment occurs prior to delivery of Subordinate Voting Shares to a holder, such holder will not be entitled to vote on the amendment, although such holder will nevertheless be subject to any changes in the powers or rights of Subordinate Voting Shares that result from such amendment.

Cboe Listing

In the future, the Company may fail to meet the continued listing requirements for the Subordinate Voting Shares to be listed on Cboe Canada. If Cboe Canada delists the Subordinate Voting Shares from trading on its exchange, the Company could face significant material adverse consequences, including: a limited availability of market quotations for the Subordinate Voting Shares; a determination the Subordinate Voting Shares are a "penny stock" which will require brokers trading in the Subordinate Voting Shares to abide by more stringent rules, possibly resulting in a reduced level of trading activity in the secondary market for the Subordinate Voting Shares; a limited amount of news and analysts coverage for the Company; and a decreased ability to issue additional securities or obtain additional financing in the future.

Additional Financing

The continued development of the Company will require additional financing. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of the Company's business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. The Company will require additional financing to fund its operations until positive cash flow is achieved. See "Risk Factors".

USE OF PROCEEDS

The net proceeds to the Company from the Offering (assuming the entire Offering is completed) is expected to be C\$17,985,000 after deducting the Agent's Fee of C\$1,600,000 and the estimated expenses of the Offering of approximately C\$415,000.

Principal Purposes

The expected total available funds to the Company following completion of the Offering is estimated to be up to \$16,385,000.

		Assuming 100% of Offering
A	Amount to be raised by this offering	\$20,000,000
B	Selling commissions and fees	\$1,600,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$415,000
D	Net proceeds of offering: $D = A - (B+C)$	\$17,985,000
E	Working capital as at most recent month end (December 31, 2024)	\$(1,600,000)
F	Additional sources of funding	Nil -
G	Total available funds: $G = D+E+F$	\$16,385,000

The available funds of \$16,385,000 are expected to be used primarily by the Company as follows:

Use of Proceeds	Estimated Expenditure (C\$) (Assuming 100% of the Offering)
Research Milestones - Active Inference-based AI Benchmarks	
Atari 10K challenge ⁽¹⁾	\$4,800,000
Genius Product	
Ongoing Beta Releases ⁽²⁾	\$950,000
Genius 1.0 ⁽³⁾	\$2,200,000
Genius Agents ⁽⁴⁾	\$400,000
Sales ⁽⁵⁾	\$800,000
Marketing and Investor relations ⁽⁶⁾	\$950,000
General and administrative ⁽⁷⁾	\$4,960,000
Unallocated working capital	\$1,325,000
Total	\$16,385,000

- (1) Comprised of costs from the research and development team to reach the industry test for AI to demonstrate learning capabilities. This benchmark test demonstrates how quickly an AI system can learn to play the original 26 Atari games.

- (2) Compromised of costs of the engineering team to reach additional milestone releases for the Genius Beta program as new features and capabilities are added and the Beta program expands, and cost of engaging additional support staff in connection with new curated commercial projects.
- (3) Compromised of development costs associated with the effort to make the Genius product publicly accessible. This will require operations infrastructure, support staff, and customer service level agreements; and costs associated with integrating the results of research milestones into Genius.
- (4) Compromised of the cost to make the Genius Agents and an agent framework that integrates agents from VERSES and from VERSES' partners that can be used to solve specific customer problems.
- (5) Compromised of salaries and related costs for the sales team and consultants to support sales of the Genius strategy.
- (6) Compromised of costs of financial advisors (\$350,000), third party marketing strategy teams and investor relations (\$600,000).
- (7) Compromised of salaries and related costs for the CEO and President (\$1,035,976), CFO (\$388,884), accounting team (\$501,086), Board of Directors (\$324,324), human resources team (\$253,220), IT team (\$257,096), internal counsel (\$386,781), external counsel (\$643,243), software subscriptions (\$202,703), travel expenses (\$182,432), D&O insurance (\$559,111), stock exchange-related costs (\$81,081), rent (\$63,554), and other general administrative purposes (\$79,300).

The Company had negative cash flow for the 12 months ended March 31, 2024. If the Company continues to generate negative cash flow in the future, net proceeds from the Offering may need to be allocated to funding the negative cash flow in addition to the expenditures listed above. See *"Risk Factors – Historical Negative Cash Flow from Operations"*.

The Company expects that the use of proceeds will advance its overall objectives described above and in the AIF incorporated by reference herein. No additional milestones need to occur for the Company to meet the above-noted business objectives, which remain subject to the normal risks and uncertainties that prevail in the industry in which the Company is engaged. See *"Cautionary Note Regarding Forward-Looking Information and Statements"* and *"Risks Factors"* herein and the AIF.

Until utilized for the above purposes, the Company may invest the net proceeds that it does not immediately require in short-term marketable debt securities, cash balances, certificates of deposit, and other instruments issued by banks or guaranteed by the Government of Canada or the Government of the United States.

The above-noted allocation represents the Company's intention with respect to its use of proceeds based on current knowledge and planning by management of the Company. Actual expenditures may differ from the estimates set forth above. There may be circumstances where, for sound business reasons, the Company reallocates the use of proceeds. See *"Risk Factors – Use of Proceeds of the Offering"*.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Company as at September 30, 2024 as well as at the date hereof. This table should be read in conjunction with the Annual Financial Statements and the Annual MD&A, which are incorporated by reference in this Prospectus Supplement.

Designation of security	Outstanding as at September 30, 2024	Outstanding as at the date of this Prospectus Supplement	Outstanding upon completion of the Offering
Subordinate Voting Shares	168,107,952	177,801,085 ⁽¹⁾	190,539,938

Designation of security	Outstanding as at September 30, 2024	Outstanding as at the date of this Prospectus Supplement	Outstanding upon completion of the Offering
Stock Options	17,865,505 ⁽²⁾	21,545,505 ⁽²⁾	21,545,505
Warrants	33,880,617 ⁽³⁾	37,080,767 ⁽³⁾	43,450,193
Finder Unit Warrants	3,356,276 ⁽⁴⁾	3,356,276 ⁽⁴⁾	4,375,384
Finder Warrants	523,081 ⁽⁵⁾	1,073,345 ⁽⁵⁾	1,073,345
Restricted Share Units	13,415,000 ⁽⁶⁾	20,921,667 ⁽⁶⁾	20,921,667
Special Warrants	Nil	3,600,000 ⁽⁷⁾	3,600,000
Convertible Debentures	US\$8,495,706 ⁽⁸⁾	US\$8,495,706 ⁽⁸⁾	US\$8,495,706
Loan Capital	US\$139,660	US\$139,660	US\$139,660
Total Shareholders' Equity	US\$11,681,436	US\$11,681,436	US\$11,681,436

Notes:

- (1) Includes 9,693,133 Subordinate Voting Shares issued since September 30, 2024.
- (2) Each Option is exercisable into one Subordinate Voting Share. As at September 30, 2024, the following Options were outstanding: (i) 2,800,000 Options each exercisable at an exercise price of \$0.80 until June 16, 2027; (ii) 665,000 Options each exercisable at an exercise price of \$1.00 until September 16, 2027; (iii) 252,500 Options each exercisable at an exercise price of \$1.14 until April 15, 2029; (iv) 9,734,305 Options each exercisable at an exercise price of \$1.35 until December 15, 2028; (v) 100,000 Options each exercisable at an exercise price of \$1.65 until April 28, 2028, (vi) 4,248,700 Options each exercisable at an exercise price of \$1.07 until July 3, 2029, and (vii) 65,000 Options each exercisable at an exercise price of \$1.35 until July 3, 2029. As at the date of this Prospectus, the following Options were outstanding: (i) 2,800,000 Options each exercisable at an exercise price of \$0.80 until June 16, 2027; (ii) 665,000 Options each exercisable at an exercise price of \$1.00 until September 16, 2027; (iii) 252,500 Options each exercisable at an exercise price of \$1.14 until April 15, 2029; (iv) 9,734,305 Options each exercisable at an exercise price of \$1.35 until December 15, 2028; (v) 100,000 Options each exercisable at an exercise price of \$1.65 until April 28, 2028, (vi) 4,248,700 Options each exercisable at an exercise price of \$1.07 until July 3, 2029, (vii) 65,000 Options each exercisable at an exercise price of \$1.35 until July 3, 2029, and (viii) 3,680,000 Options each exercisable at an exercise price of \$1.13 until December 20, 2028.
- (3) Each Warrant is exercisable into one Subordinate Voting Share. As at September 30, 2024, includes the following Warrants: (i) 1,250,000 Warrants exercisable at a price of \$0.40 per Subordinate Voting Share expiring on April 15, 2026; (ii) 9,447,217 Warrants exercisable at a price of \$1.00 per Subordinate Voting Share expiring on August 15, 2025; (iii) 211,662 Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on August 15, 2025; (iv) 7,956,740 Warrants exercisable at a price of \$2.55 per Subordinate Voting Share expiring on July 6, 2026; and (v) 6,890,000 Warrants exercisable at \$1.50 per Subordinate Voting Share expiring on June 20, 2027, (vi) 3,499,998 Warrants exercisable at a price of \$1.50 per Subordinate Voting Share expiring on August 17, 2026; (vii) 1,162,650 Warrants exercisable at a price of \$1.50 per Subordinate Voting Share expiring on August 30, 2026; (viii) 337,350 Warrants exercisable at a price of \$1.50 per Subordinate Voting Share expiring on September 17, 2026; (ix) 3,125,000 Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on September 26, 2027. As at the date of this Prospectus, includes the following Warrants: (i) 1,250,000 Warrants exercisable at a price of \$0.40 per Subordinate Voting Share expiring on April 15, 2026; (ii) 9,060,717 Warrants exercisable at a price of \$1.00 per Subordinate Voting Share expiring on August 15, 2025; (iii) 211,662 Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on August 15, 2025; (iv) 7,956,740 Warrants exercisable at a price of \$2.55 per Subordinate Voting Share expiring on July 6, 2026; (v) 6,890,000 Warrants exercisable at \$1.50 per Subordinate Voting Share expiring on June 20, 2027; (vi) 3,499,998 Warrants exercisable at a price of \$1.50 per Subordinate Voting Share expiring on August 17, 2026; (vii) 1,162,650 Warrants exercisable at a price of \$1.50 per Subordinate Voting Share expiring on August 30, 2026; (viii)

337,350 Warrants exercisable at a price of \$1.50 per Subordinate Voting Share expiring on September 17, 2026; (ix) 3,125,000 Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on September 26, 2027, (x) 2,403,850 Warrants exercisable at a price of \$0.70 per Subordinate Voting Share expiring on November 8, 2027, (xi) 412,800 Warrants exercisable at a price of \$0.70 per Subordinate Voting Share expiring on November 15, 2027, and (xii) 770,000 Warrants exercisable at a price of \$0.70 per Subordinate Voting Share expiring on December 9, 2027.

- (4) As at September 30, 2024 and the date of this Prospectus, includes the following finder unit warrants (each, a "Finder Unit Warrant"): (i) 1,151,892 Finder Unit Warrants exercisable at a price of \$0.80 into one Subordinate Voting Share and one-half of one Subordinate Voting Share purchase warrant at a price of \$1.20 expiring on August 15, 2025.; (ii) 813,534 Finder Unit Warrants exercisable at a price of \$1.00 into one Subordinate Voting Share and one-half of one Subordinate Voting Share purchase warrant at a price of \$1.20 expiring on August 15, 2025; (iii) 789,127 Finder Unit Warrants exercisable at a price of \$2.05 into one Subordinate Voting Share and one-half of one Subordinate Voting Share purchase warrant at a price of \$2.55 expiring on July 6, 2026; (iv) 90,400 Finder Unit Warrants exercisable at a price of \$1.00 into one Subordinate Voting Share and one-half of one Subordinate Voting Share purchase warrant at a price of \$1.50 expiring on April 17, 2026; (v) 180,160 Finder Unit Warrants exercisable at a price of \$1.00 into one Subordinate Voting Share and one-half of one Subordinate Voting Share purchase warrant at a price of \$1.50 expiring on April 29, 2026; (vi) 45,976 Finder Unit Warrants exercisable at a price of \$1.00 into one Subordinate Voting Share and one-half of one Subordinate Voting Share purchase warrant at a price of \$1.50 expiring on April 17, 2026; and (vii) 285,187 Finder Unit Warrants exercisable at a price of \$0.80 into one Subordinate Voting Share and one-half of one Subordinate Voting Share purchase warrant at a price of \$1.20 expiring on September 26, 2027.
- (5) As at September 30, 2024, includes the following finder warrants (each, a "Finder Warrant"): (i) 3,153 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on April 3, 2025; (ii) 5,250 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on April 20, 2025; (iii) 31,038 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on June 2, 2025; (iv) 27,465 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on June 16, 2025; (v) 2,660 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on July 10, 2025; (vi) 11,850 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on August 15, 2025; (vii) 4,977 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on August 25, 2025 (viii) 414,848 Finder Warrants exercisable at a price of \$1.00 per Subordinate Voting Share expiring on August 15, 2025; and (xix) 21,840 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on December 22, 2026. As at the date of this Prospectus,, includes the following finder warrants (each, a "Finder Warrant"): (i) 3,153 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on April 3, 2025; (ii) 5,250 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on April 20, 2025; (iii) 31,038 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on June 2, 2025; (iv) 27,465 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on June 16, 2025; (v) 2,660 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on July 10, 2025; (vi) 11,850 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on August 15, 2025; (vii) 4,977 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on August 25, 2025 (viii) 414,848 Finder Warrants exercisable at a price of \$1.00 per Subordinate Voting Share expiring on August 15, 2025; (xix) 21,840 Finder Warrants exercisable at a price of \$1.20 per Subordinate Voting Share expiring on December 22, 2026, (xx) 390,000 Finder Warrants exercisable at a price of \$0.70 per Subordinate Voting Share expiring on November 8, 2027, (xxi) 60,164 Finder Warrants exercisable at a price of \$0.70 per Subordinate Voting Share expiring on November 15, 2027, and (xxii) 100,100 Finder Warrants exercisable at a price of \$0.70 per Subordinate Voting Share expiring on December 9, 2027.
- (6) As of September 30, 2024, there were 13,415,000 RSUs outstanding with 700,000 of the outstanding RSUs being fully vested. As at the date of this Prospectus, there were 20,921,667 RSUs outstanding with 2,716,667 of the outstanding RSUs being fully vested.

- (7) As of the date of this Prospectus, there were 3,600,000 Special Warrants outstanding that were issued pursuant to the this offering. Each Special Warrant will be converted into one SW Unit at no additional cost on the date that was four months and a day after date of issuance of the Special Warrants. Each SW Unit consists of one Subordinate Voting Share and one-half of one Warrant, each exercisable at a price of \$0.70 for a period of two years from the date of issuance. See disclosure under the heading “Business of the Company – Recent Developments” for more information.
- (8) Issued in connection with the G42 Funding Agreement. The Convertible Debentures bear interest at a rate of 10% per annum and mature on June 20, 2026. The principal amount of the Convertible Debentures, together with all accrued interest, is convertible, for no additional consideration, on the earliest to occur of: (A) the date on which the Company completes an equity financing, in one or more tranches, for aggregate gross proceeds of at least \$15,000,000 at a price per Subordinate Voting Share of not less than \$1.00, (B) the date on which the holder elects to convert the Convertible Debentures, and (C) June 20, 2026.

PRIOR SALES

During the 12-month period before the date of this Prospectus Supplement, the Company issued the following securities:

Date of Issuance	Securities	Amount	Issue Price/Exercise Price
April 9, 2024	Subordinate Voting Shares ⁽¹⁾	50,000	C\$1.35
April 15, 2024	Stock Options ⁽²⁾	115,000	C\$1.23
April 15, 2024	Stock Options ⁽²⁾	200,555	C\$1.14
April 15, 2024	RSUs ⁽²⁾	50,000	N/A
April 18, 2024	Special Warrants ⁽⁵⁾	7,000,000	C\$1.00
April 18, 2024	Finder Unit Warrants ⁽⁵⁾	90,400	C\$1.00
April 30, 2024	Special Warrants ⁽⁵⁾	2,325,300	C\$1.00
April 30, 2024	Finder Unit Warrants ⁽⁵⁾	180,160	C\$1.00
May 17, 2024	Special Warrants ⁽⁵⁾	674,700	C\$1.00
May 17, 2024	Finder Unit Warrants ⁽⁵⁾	45,976	C\$1.00
May 30, 2024	Subordinate Voting Shares ⁽³⁾	62,500,000	N/A
June 20, 2024	Convertible Debentures ⁽⁷⁾	\$10,000,000	N/A
June 20, 2024	RSUs ⁽⁷⁾	1,000,000	N/A
July 3, 2024	Stock Options ⁽²⁾	2,313,700	C\$1.08
July 3, 2024	Stock Options ⁽²⁾	2,000,000	C\$1.07
July 3, 2024	RSUs ⁽²⁾	9,715,000	N/A
August 19, 2024	Subordinate Voting Shares ⁽⁶⁾	7,000,000	N/A
August 19, 2024	Warrants ⁽⁶⁾	3,500,000	N/A
August 31, 2024	Subordinate Voting Shares ⁽⁶⁾	2,325,300	N/A

August 31, 2024	Warrants ⁽⁶⁾	1,162,650	N/A
September 13, 2024	RSUs ⁽²⁾	2,000,000	N/A
September 18, 2024	Subordinate Voting Shares ⁽⁶⁾	674,700	N/A
September 18, 2024	Warrants ⁽⁶⁾	337,350	N/A
September 26, 2024	Subordinate Voting Shares ⁽⁴⁾	6,250,000	C\$0.80
September 26, 2024	Warrants ⁽⁴⁾	3,125,000	C\$1.20
September 26, 2024	Finder Unit Warrants ⁽⁴⁾	285,187	C\$1.20
November 8, 2024	Subordinate Voting Shares ⁽⁴⁾	5,807,700	C\$0.50
November 8, 2024	Warrants ⁽⁴⁾	2,903,850	C\$0.70
November 8, 2024	Finder Unit Warrants ⁽⁴⁾	207,350	C\$0.50
November 8, 2024	Special Warrants ⁽⁵⁾	3,600,000	C\$0.50
November 8, 2024	Finder Unit Warrants ⁽⁵⁾	182,650	C\$0.50
November 15, 2024	Subordinate Voting Shares ⁽⁴⁾	1,025,600	C\$0.50
November 15, 2024	Warrants ⁽⁴⁾	512,800	C\$0.70
November 15, 2024	Finder Unit Warrants ⁽⁴⁾	60,164	C\$0.50
December 9, 2024	Subordinate Voting Shares ⁽⁴⁾	1,540,000	C\$0.50
December 9, 2024	Warrants ⁽⁴⁾	770,000	C\$0.70
December 9, 2024	Finder Unit Warrants ⁽⁴⁾	100,100	C\$0.50
December 20, 2024	Subordinate Voting Shares ⁽⁸⁾	100,000	C\$0.70
December 27, 2024	Subordinate Voting Shares ⁽⁹⁾	333,333	N/A
December 27, 2024	Subordinate Voting Shares ⁽⁸⁾	500,000	C\$0.70
December 23, 2024	Stock Options ⁽²⁾	3,680,000	C\$1.13
December 23, 2024	RSUs ⁽²⁾	8,000,000	N/A
January 3, 2025	Subordinate Voting Shares ⁽⁸⁾	164,000	C\$1.00
January 6, 2025	Subordinate Voting Shares ⁽⁸⁾	222,500	C\$1.00

Notes:

- (1) Issued to a strategic consultant of the Company pursuant to a consulting agreement.
- (2) Granted to certain directors, employees and consultants of the Company pursuant to the Company's share incentive plan.
- (3) Issued in connection with the conversion of 10,000,000 Class B Proportionate Voting Shares.
- (4) Issued pursuant to the Company's private placement of units.
- (5) Issued pursuant to the Company's private placement of special warrants.

- (6) Issued upon the conversion of Special Warrants.
- (7) Issued pursuant to a funding agreement with Group 42 Holding Ltd.
- (8) Exercise of financial instruments.
- (9) RSU settlement.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Thorsteinssons LLP, special tax counsel to the Company, the following is, as of the date of this Prospectus, a fair summary of the principal Canadian federal income tax considerations generally applicable under the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder (the "**Regulations**") to a purchaser who acquires, as beneficial owner, Units (comprising of Unit Shares and Unit Warrants) pursuant to the Offering and, if applicable, Warrant Shares on the exercise of Unit Warrants, and who, for purposes of the Tax Act and at all relevant times, deals at arm's length with the Company and the Agent, is not affiliated with the Company or the Agent, and acquires and holds the Unit Shares and Unit Warrants, and will hold any Warrant Shares acquired on the exercise of Unit Warrants, as capital property (a "**Holder**"). For purposes of this summary, references to "**Shares**" shall include Unit Shares and Warrant Shares unless otherwise indicated. Generally, the Shares and Unit Warrants will be considered to be capital property to a Holder provided that the Holder does not acquire or hold the Shares or Unit Warrants in the course of carrying on a business of trading or dealing in securities or as part of one or more transactions considered to be an adventure or concern in the nature of trade.

This summary does not apply to a Holder: (i) that is a "financial institution" (as defined in the Tax Act) for the purposes of the mark-to-market rules contained in the Tax Act; (ii) that is a "restricted financial institution" or "specified financial institution", as each term is defined in the Tax Act; (iii) an interest in which is or would be a "tax shelter investment" as defined in the Tax Act; (iv) that reports its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency; (v) that has entered or will enter into a "derivative forward agreement" or "synthetic disposition arrangement", as each term is defined in the Tax Act, with respect to the Shares or Unit Warrants; (vi) that receives dividends on Shares under or as part of a "dividend rental arrangement" (as defined in the Tax Act); (vii) that is exempt from tax under the Tax Act; or (viii) that is a corporation resident in Canada and is, or becomes, or does not deal at arm's length for purposes of the Tax Act with a corporation resident in Canada that is or becomes, as part of a transaction or series of transactions or events that includes the acquisition of Units, controlled by a non-resident person or group of non-resident persons not dealing with each other at arm's length for purposes of the "foreign affiliate dumping" rules in section 212.3 of the Tax Act, all within the meaning of the Tax Act. **Such Holders should consult their own tax advisors with respect to an investment in Offered Units.**

This summary is based upon the current provisions of the Tax Act as of the date hereof and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**"). This summary also takes into account all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**"), and assumes that all such Tax Proposals will be enacted in the form proposed. No assurance can be given that the Tax Proposals will be enacted in the form proposed or at all, and where the Tax Proposals are not enacted or otherwise implemented, the tax consequences may not be as described below in all cases. Other than the Tax Proposals, this summary does not take into account or anticipate any changes in law, whether by way of legislative, judicial or administrative action or interpretation, nor does it address any provincial, territorial or foreign tax considerations.

This summary is of a general nature only, is not exhaustive of all possible Canadian federal income tax considerations and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders should consult their own tax advisors with respect to their particular circumstances.

Allocation of Cost

The total purchase price of a Unit to a Holder must be allocated on a reasonable basis between the Unit Share and the Unit Warrant comprising such Unit to determine the respective costs of each to such Holder for purposes of the Tax Act. Holders should consult their own tax advisors in this regard.

For its purposes, the Company has advised counsel that it intends to allocate \$1.5699 to each Unit Share and \$0.0001 to each Unit Warrant. Although the Company believes that its allocation is reasonable, it is not binding on the CRA or the Holder.

A Holder's adjusted cost base of the Unit Share comprising a part of each Unit will be determined by averaging the cost allocated to the Unit Share with the adjusted cost base to the Holder of all Subordinate Voting Shares (if any) owned by the Holder as capital property immediately prior to such acquisition.

Exercise of Warrants

The exercise of a Unit Warrant to acquire a Warrant Share will be deemed not to constitute a disposition of property for purposes of the Tax Act. As a result, no gain or loss will be realized by a Holder upon the exercise of a Unit Warrant to acquire a Warrant Share. When a Unit Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be equal to the aggregate of the Holder's adjusted cost base of such Unit Warrant and the exercise price paid for the Warrant Share. The Holder's adjusted cost base of the Warrant Share so acquired will be determined by averaging the cost of the Warrant Share with the adjusted cost base to the Holder of all Subordinate Voting Shares (if any) owned by the Holder as capital property immediately prior to the exercise of the Unit Warrant.

Holders Resident in Canada

The following section of this summary is generally applicable to a Holder who, for the purposes of the Tax Act and any applicable tax treaty or convention, is or is deemed to be resident in Canada at all relevant times (a "**Resident Holder**").

A Resident Holder whose Shares might not otherwise qualify as capital property may be entitled to make an irrevocable election pursuant to subsection 39(4) of the Tax Act to deem the Shares, and every other "Canadian security" (as defined in the Tax Act) held by such Resident Holder, in the taxation year of the election and each subsequent taxation year, to be capital property. This election is not available with respect to Unit Warrants. **Resident Holders should consult their own tax advisors regarding this election.**

Expiry of Unit Warrants

In the event of the expiry of an unexercised Unit Warrant, a Resident Holder generally will realize a capital loss equal to the Resident Holder's adjusted cost base of such Unit Warrant. The tax treatment of capital gains and capital losses is discussed in greater detail below under the subheading "*Capital Gains and Capital Losses*".

Dividends

Dividends received or deemed to be received on the Shares are required to be included in computing a Resident Holder's income for a taxation year. In the case of an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable in respect of "taxable dividends" received from "taxable Canadian corporations" (each as defined in the Tax Act). An enhanced dividend tax credit will be available to individuals in respect of "eligible dividends" (as defined in the Tax Act) designated by the Company in accordance with the provisions of the Tax Act. There may be limitations on the ability of the Company to designate dividends as "eligible dividends".

Dividends received or deemed to be received by a Resident Holder that is a corporation on the Shares must be included in computing its income but generally will be deductible in computing its taxable income for that taxation year. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received or deemed to be received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain, to the extent and under the circumstances specified in the Tax Act. **Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances.**

A Resident Holder that is a "private corporation" (as defined in the Tax Act), or any other corporation resident in Canada controlled, whether because of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), may be liable to pay a refundable tax under Part IV of the Tax Act on dividends received or deemed to be received on the Shares to the extent such dividends are deductible in computing the Resident Holder's taxable income for the year. **Such Resident Holders should consult their own tax advisors in this regard.**

Dispositions of Shares and Unit Warrants

Upon a disposition (or a deemed disposition) of a Share (other than a disposition to the Company that is not a sale in the open market in the manner in which shares would normally be purchased by any member of the public in an open market) or a Unit Warrant (other than on the exercise or expiry of a Unit Warrant), a Resident Holder generally will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, are greater (or are less) than the adjusted cost base of such Share or Unit Warrant, as applicable, to the Resident Holder immediately prior to the disposition or deemed disposition. The tax treatment of capital gains and capital losses is discussed in greater detail below under the subheading "*Capital Gains and Capital Losses*".

Capital Gains and Capital Losses

For capital gains realized on or after June 25, 2024, under Tax Proposals released on August 12, 2024 (the "**Capital Gains Tax Proposals**"), and subject to certain transitional rules discussed below, generally, a Resident Holder is required to include in computing its income for a taxation year in which a Share or Unit Warrant is disposed of two-thirds of the amount of any capital gain (a "**taxable capital gain**") realized in such year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder will generally be required to deduct two-thirds of the amount of any capital loss (an "**allowable capital loss**") realized in a taxation year from taxable capital gains realized in such year by such Resident Holder. However, under the Capital Gains Tax Proposals, a Resident Holder that is an individual (other than most types of trusts) is required to include in income only one-half of net capital gains realized (including net capital gains realized indirectly through a trust or partnership) in a taxation year (and on or after June 25, 2024) up to a maximum of \$250,000, with the two-thirds inclusion rate applying to the portion of net capital gains realized in the year (and on or after June 25, 2024) that exceed \$250,000. To the extent that allowable capital losses are being applied to offset taxable capital gains which have been determined using the one-half inclusion rate, the allowable capital loss will be determined based on one-half of the amount of the capital loss. Allowable capital losses in excess of taxable capital gains realized in a taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains realized in such years to the extent and under the circumstances described in the Tax Act (as proposed to be amended by the Capital Gains Tax Proposals).

The Capital Gains Tax Proposals also provide for transitional rules for the 2024 taxation year in respect of capital gains and losses derived by a Resident Holder during the period from January 1, 2024 to June 24, 2024 and during the period commencing on June 25, 2024, and other consequential amendments. This summary only generally describes, and is not exhaustive of all possible Canadian federal income tax considerations arising from the Capital Gains Tax Proposals, including the transitional proposals. Accordingly, Resident Holders are advised to consult their own tax advisors regarding the implications of the Capital Gains Tax Proposals with respect to their particular circumstances.

The amount of any capital loss realized on the disposition or deemed disposition of Shares by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on such Shares or shares substituted for such Shares to the extent and in the circumstances specified by the Tax Act. Similar rules apply where a corporation is a member of a partnership or a beneficiary of a trust that owns Shares, directly or indirectly, through a partnership or trust. **Resident Holders to whom these rules may be relevant should consult their own tax advisors.**

Refundable Tax

A Resident Holder that is throughout the relevant taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act) or, at any time in a relevant taxation year, a "substantive CCPC" (as defined in the Tax Act) also may be liable to pay an additional refundable tax on its "aggregate investment income" (as defined in the Tax Act) for the year, which is defined to include taxable capital gains and certain dividends. **Such Resident Holders should consult their own tax advisors in this regard.**

Minimum Tax

Capital gains realized or deemed to be realized and dividends received or deemed to be received by a Resident Holder that is an individual or a trust, other than certain specified trusts designated within the Tax Act, may give rise to an alternative minimum tax under the Tax Act. Revised alternative minimum tax rules were enacted on June 20, 2024, which may increase a Resident Holder's liability for such tax and Tax Proposals contained in the 2024 Federal Budget released on April 16, 2024 and Tax Proposals released on August 12, 2024 include further proposals to modify the rules computing alternative minimum tax under the Tax Act. **Resident Holders should consult their own advisors with respect to the application of such minimum tax.**

Holders Not Resident in Canada

The following section of this summary is generally applicable to a Holder who, for the purposes of the Tax Act and at all relevant times, (i) is not and is not deemed to be resident in Canada for the purposes of the Tax Act or any applicable income tax treaty or convention, and (ii) does not and will not use or hold (or be deemed to use or hold) the Shares or Unit Warrants in carrying on a business in Canada (a "Non-Resident Holder"). Special rules, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer carrying on business in Canada and elsewhere, or that is an "authorized foreign bank" (as defined in the Tax Act). **Such Holders should consult their own tax advisors.**

Dividends

Dividends paid or credited or deemed to be paid or credited to a Non-Resident Holder by the Company on the Shares will be subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividend unless such rate is reduced by the terms of an applicable tax treaty or convention to which Canada is a signatory, subject to the application of The Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (the "MLI") of which Canada is a signatory and which affects many of Canada's bilateral tax treaties (but not the Treaty as defined below), including the ability to claim benefits thereunder. For example, under the Canada-United States Tax Convention (1980), as amended (the "Treaty"), the rate of withholding tax on dividends paid or credited or deemed to be paid or credited to a Non-Resident Holder who is resident in the United States for purposes of the Treaty, is the beneficial holder of the dividends, and is fully entitled to benefits under the Treaty (a "U.S. Holder") is generally reduced to 15% of the gross amount of the dividend (or 5% in the case of a U.S. Holder that is a company beneficially owning at least 10% of the Company's voting shares). **Non-Resident Holders should consult their own tax advisors in this regard.**

Dispositions of Shares and Unit Warrants

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of a capital gain realized on the disposition or deemed disposition of a Share or a Unit Warrant, nor will capital losses arising therefrom be recognized under the Tax Act, unless the Share or Unit Warrant constitutes "taxable Canadian property" of the Non-Resident Holder for purposes of the Tax Act, and the Non-Resident Holder is not entitled to an exemption under an applicable tax treaty or convention including as a result of the application of the MLI.

Generally, provided the Shares are listed on a "designated stock exchange", as defined in the Tax Act (which currently includes Cboe Canada), at the time of disposition, the Shares and Unit Warrants will not constitute taxable Canadian property of a Non-Resident Holder at that time, unless at any time during the 60 month period immediately preceding the disposition both: (a) one or any combination of the Non-Resident Holder, persons with whom the Non-Resident Holder did not deal at arm's length, and partnerships in which the Non-Resident Holder or such non-arm's length person holds a membership interest (either directly or indirectly through one or more partnerships), owned 25% or more of the issued shares of any class or series of shares of the Company; and (b) more than 50% of the fair market value of the Shares was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, "Canadian resource properties" (as defined in the Tax Act), "timber resource properties" (as defined in the Tax Act) or an option, in respect of, or an interest or civil law right in, any such property, whether or not such property exists. Notwithstanding the foregoing, a Share or Unit Warrant may otherwise be deemed to be taxable Canadian property of a Non-Resident Holder for purposes of the Tax Act in certain circumstances.

A Non-Resident Holder's capital gain (or capital loss) in respect of a disposition of Shares or Unit Warrants that constitute or are deemed to constitute taxable Canadian property of a Non-Resident Holder (and are not "treaty-protected property" as defined in the Tax Act) will generally be computed in the manner described above under the subheading "Holders Resident in Canada — Dispositions of Shares and Unit Warrants". **Non-Resident Holders whose Shares or Unit Warrants are or may be taxable Canadian property should consult their own tax advisors regarding the tax and compliance considerations that may be relevant to them.**

PRICE RANGE AND TRADING VOLUME

The following tables set forth information relating to the monthly trading of the Subordinate Voting Shares and certain of the Company's warrants listed on the Cboe Canada (under the symbols "VERS" and "VERS.WT.A") for the 12-month period prior to the date of this Prospectus Supplement:

Subordinate Voting Shares – VERS

Month Ended	High (C\$)	Low (C\$)	Volume (# of Subordinate Voting Shares)
January 2024	\$2.37	\$1.55	9,184,385
February 2024	\$2.00	\$1.29	5,701,402
March 2024	\$1.81	\$1.36	3,972,045
April 2024	\$1.54	\$0.91	5,739,999
May 2024	\$1.27	\$0.89	3,861,666
June 2024	\$1.30	\$0.92	4,926,107
July 2024	\$1.22	\$0.93	3,902,403
August 2024	\$1.36	\$0.87	7,301,324
September, 2024	\$1.00	\$0.63	6,238,943

October, 2024	\$0.73	\$0.365	7,553,360
November, 2024	\$0.55	\$0.35	5,207,833
December, 2024	\$1.69	\$0.37	23,912,779
January 1 to January 6, 2025	\$2.35	\$1.71	8,023,975

Warrants – VERS.WT.A

Month Ended	High (C\$)	Low (C\$)	Volume (# of warrant)
January 2024	\$1.33	\$0.64	430,428
February 2024	\$0.95	\$0.48	57,962
March 2024	\$1.00	\$0.445	324,221
April 2024	\$0.5	\$0.06	145,372
May 2024	\$0.315	\$0.065	124,810
June 2024	\$0.33	\$0.12	160,200
July 2024	\$0.35	\$0.125	114,684
August 2024	\$0.50	\$0.13	27,500
September 2024	\$0.135	\$0.12	12,000
October, 2024	\$0.12	\$0.12	5,500
November, 2024	\$0.13	\$0.10	123,900
December, 2024	\$0.67	\$0.10	1,364,063
January 1 to January 6, 2025	\$1.25	\$0.74	219,139

Warrants – VERS.WT.B

Month Ended	High (C\$)	Low (C\$)	Volume (# of warrant)
January 2024	\$0.520	\$0.105	129,045
February 2024	\$0.320	\$0.300	199,916
March 2024	\$0.440	\$0.180	167,402
April 2024	\$0.435	\$0.070	93,003
May 2024	\$0.120	\$0.070	23,500
June 2024	\$0.150	\$0.100	56,284
July 2024	\$0.150	\$0.070	413,428
August 2024	\$0.130	\$0.005	91,328
September 2024	\$0.150	\$0.005	354,750
October, 2024	\$0.070	\$0.050	214,500
November, 2024	\$0.070	\$0.050	44,770
December, 2024	\$0.450	\$0.060	299,851
January 1 to January 6, 2025	\$0.550	\$0.450	121,500

On January 6, 2025, being the last complete trading day of the Subordinate Voting Shares and listed warrants prior to the date of this Prospectus Supplement, the closing prices on the Cboe Canada of the Subordinate Voting Shares and the warrants trading under the symbols “VERS.WT.A” and “VERS.WT.B” were C\$1.96, C\$0.95 and C\$0.55, respectively.

PLAN OF DISTRIBUTION

Pursuant to the terms of the Agency Agreement between the Company and the Agent, the Company has agreed to sell, and the Agent has agreed to market on a “best efforts basis”, subject to the terms and conditions contained in the Agency Agreement, 12,738,853 Units at the Offering Price, payable in cash to the Company against delivery of the Units. The Offering Price was determined by arm’s length negotiation between the Company and the Agent with reference to the prevailing market price of the Subordinate Voting Shares on the Cboe Canada.

The obligations of the Agent under the Agency Agreement may be terminated at their discretion upon the occurrence of certain stated events, including: (a) the state of the financial markets in Canada or the United States is such that, in the reasonable opinion of the Agent, the Units cannot be marketed profitably; (b) any inquiry, action, suit, investigation or other proceeding in relation to the Company or any of the directors or senior officers of the Company, whether formal or informal (including matters of regulatory transgression or unlawful conduct), is commenced, threatened or publicly announced or any order is made under or pursuant to any statute or by any federal, provincial, state, municipal or other governmental department, commission, board, bureau, stock exchange, regulatory authority, agency or instrumentality or there is any enactment or change of law or regulation, or interpretation or administration thereof, (unless solely based on the activities or alleged activities of the Agent), which in the reasonable opinion of the Agent, could operate to prevent or restrict the trading of the Subordinate Voting Shares or which seriously adversely affects, or will, or could seriously adversely affect the market price or value of the Subordinate Voting Shares; (c) any material change (as defined in the Securities Act (British Columbia)) (actual, anticipated, contemplated, threatened, financial or otherwise) in the assets, liabilities (contingent or otherwise), business, affairs, operations, prospects, capital or control of the Company, or there should be discovered any previously undisclosed material or new material fact (as defined in the Securities Act (British Columbia)) (other than a material fact related solely to the Agent) required to be disclosed in the Prospectus Supplement or any amendment thereto, in each case which, in the reasonable opinion of the Agent, has resulted in purchasers of a material number of the Units exercising their right under applicable securities laws to withdraw from their purchase thereof or rescind from the purchase thereof or sue for damages in respect thereof or which has or could reasonably be expected to have a significant adverse effect on the market price or value of the Subordinate Voting Shares; (d) if there should develop, occur or come into effect or existence any event, action, state, condition or major financial occurrence of national or international consequence (including terrorism) or any new law or regulation or a change thereof which in the reasonable opinion of the Agent seriously adversely affects or involves, or will, or could reasonably be expected to, seriously adversely affect, or involve, the financial markets or the business, operations or affairs of the Company; and (e) the Company is in material breach of any term, condition or covenant of the Agency Agreement or any representation or warranty given by the Company in the Agency Agreement becomes or is false. The Agent has reserved the right to form a selling group of appropriately registered dealers and brokers, with compensation to be negotiated between the Agent and such selling group participants, but at no additional cost to the Company.

Each Unit is comprised of one Unit Share and one-half of one Unit Warrant. Each Unit Warrant is exercisable to acquire one Warrant Share at an exercise price of \$C1.96 per Warrant Share (the “**Exercise Price**”) until 5:00 p.m. (Vancouver Time) on the date that is 36 months following the Closing Date. This Prospectus qualifies the distribution of the Unit Shares and the Unit Warrants comprising the Units.

The Unit Warrants will be created and issued pursuant to the terms of the Warrant Certificates. The Warrant Certificates will contain provisions designed to protect holders of the Unit Warrants against dilution upon the occurrence of certain events.

Pursuant to the Agency Agreement, the Company has agreed to pay to the Agent the Agent's Fee equal to 8.0% of the aggregate gross proceeds of the Offering. The Agent's Fee shall be reduced to 2.0% in respect to the portion of aggregate gross proceeds of the Offering attributable to subscribers on the President's List. As additional compensation, the Company has agreed to issue the Agent an aggregate number of Compensation Warrants equal to 8.0% of the aggregate number of Units issued pursuant to the Offering. The number of Compensation Warrants shall be reduced to 2.0% in respect to the portion of aggregate gross proceeds of the Offering attributable to subscribers on the President's List. Each Compensation Warrant shall entitle the holder to acquire one Compensation Unit at the Offering Price at any time on or before the date that is 36 months from the Closing Date, subject to adjustment in certain events. Each Compensation Unit is comprised of one Compensation Unit Share and one-half of one Compensation Unit Warrant. Each whole Compensation Unit Warrant entitles the holder thereof to purchase one Compensation Unit Warrant Share at a price of C\$1.96 per Compensation Unit Warrant Share at any time on or before the date that is 36 months from the Closing Date, subject to adjustment in certain events. The Agent's Fee and Compensation Warrants will be payable on the total gross proceeds of the Offering and the total number of Units issued, respectively. In addition to the Agent's Fee and Compensation Warrants, the Company shall also pay the Advisory Fee to Clear Street pursuant to the Agency Agreement. This Prospectus Supplement qualifies the distribution of the Compensation Warrants. The Company has also agreed to reimburse the Agent for their reasonable out-of-pocket fees and expenses and the reasonable fees and disbursements of the Agent's legal counsel, subject to an agreed upon maximum, whether or not the Offering is completed. This Prospectus Supplement qualifies the distribution of the Compensation Warrants.

The Company intends to apply to list the Unit Shares, the Warrant Shares, the Compensation Unit Shares issuable upon the exercise of the Compensation Warrants and the Compensation Unit Warrant Shares issuable upon the exercise of the Compensation Unit Warrants on the Cboe Canada. Listing will be subject to the Company fulfilling all listing requirements of the Cboe Canada. Conditional approval for the listing of these securities on the Cboe Canada is a condition of closing of the Offering.

The Units are offered subject to a number of conditions set forth in the Agency Agreement, including, but are not limited to:

- receipt and acceptance of the Units by the Agent;
- approval of legal matters by their counsel, including the validity of the Units; and
- other conditions contained in the Agency Agreement, such as the receipt by the Agent of auditor comfort, officers' certificates and legal opinions.

Subscriptions will be reserved subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the Company will arrange for an electronic non-certificated instant deposit of the Unit Shares to or for the account of the Agent with CDS or its nominee on the Closing Date, against payment of the aggregate purchase price for the Unit Shares. A purchaser of Unit Shares may receive only a customer confirmation from the registered dealer, which is a CDS participant, and from or through which Unit Shares are purchased. In connection with the Offering, the Agent or securities dealers may distribute this Prospectus Supplement and the accompanying Prospectus electronically.

Subject to certain exceptions, the Company and the directors and officers of the Company have agreed in favour of the Agent that, during the period commencing on the date hereof and ending 90 days after the Closing Date, they will not (and will not cause an affiliate to), directly or indirectly, offer, issue, sell, grant, secure, pledge, or otherwise transfer, dispose of or monetize, or engage in any hedging transaction, or enter into any form of agreement or arrangement the consequence of which is to alter economic exposure to, or announce any intention to do so, in any manner whatsoever, any Subordinate Voting Shares or securities convertible into, exchangeable for, or otherwise exercisable to acquire Subordinate Voting Shares or other equity securities of the Company, without the prior written consent of the Agent (such consent not to be unreasonably withheld), except, as applicable in the case of the Company or the applicable person, in conjunction with: (i) the grant or exercise of stock options and other similar

issuances pursuant to the share incentive plan of the Company and other share compensation arrangements, provided such stock options and other similar issuances are not granted or issued with an exercise that is less than the Offering Price; (ii) the exercise of outstanding warrants; (iii) obligations of the Company in respect of existing agreements; (iv) the issuance of securities by the Company in connection with acquisitions in the normal course of business; or (v) in the case of a person other than the Company, in order to accept a bona fide take-over bid made to all securityholders of the Company or similar business combination transaction.

The Units will be offered in all of the provinces and territories of Canada, except Quebec, through the Agent or its affiliates who are registered to offer the Units for sale in such provinces and such other registered dealers as may be designated by the Agent. Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the Agent reserve the right to close the subscription books at any time without notice. The Closing Date is expected to be on or about January 9, 2025, or such other date as may be agreed upon by the Company and the Agent. The Offering will be conducted under the book-based system. Except in limited circumstances, a purchaser of Unit Shares will receive only a customer confirmation from the registered dealer from or through which the Unit Shares are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Unit Shares on behalf of owners who have purchased Unit Shares in accordance with the book-based system.

The summary of certain provisions of the Agency Agreement contained herein does not purport to be complete and is qualified in its entirety by reference to the provisions of the Agency Agreement, a copy of which has been filed with the securities commissions in Canada and is available on SEDAR+ at www.sedarplus.ca.

The Agent has agreed that, except as permitted by the Agency Agreement and as expressly permitted by applicable U.S. federal and state securities laws, it will not offer or sell the Units at any time to, or for the account or benefit of, any person in the United States or any U.S. Person as part of its distribution. The Agency Agreement permits the Agent acting through its United States broker-dealer affiliate (i) to offer for sale by the Company the Units to Qualified Institutional Buyers that are, or are acting for the account or benefit of, a person in the United States or a U.S. Person in compliance with Rule 506(b) of Regulation D under the U.S. Securities Act and applicable U.S. state securities laws. Moreover, the Agency Agreement provides that the Agent will offer and sell the Units outside the United States to non-U.S. Persons only in accordance with Rule 903 of Regulation S. The Units, and the Unit Shares and the Unit Warrants comprising the Units, that are offered or sold to, or for the account or benefit of, a person in the United States or a U.S. Person, and any Warrant Shares issued upon the exercise of such Unit Warrants, will be "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and will be subject to restrictions to the effect that such securities have not been registered under the U.S. Securities Act or any applicable state securities laws and may only be offered, sold, pledged or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Unit Warrants and the Warrant Shares have not been and will not be registered under the U.S. Securities Act, and the Unit Warrants may not be exercised in the United States or by, or for the account or benefit of, any U.S. person or person in the United States and the Warrant Shares may not be delivered into the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States.

This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of the Units offered under the Offering in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Units in the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made other than in accordance with an exemption from such registration requirements.

Commissions

Units sold by the Agent to the public will be offered at the Offering Price set forth on the cover of this Prospectus Supplement.

The Company estimates that the total expenses of the Offering payable by the Company, not including the Agent's Fees, will be approximately C\$415,000, which includes approximately C\$125,000 of reimbursable expenses paid to the Agent, and the Advisory Fee and payable to Clear Street. The following table shows the per Unit and total Agent's Fees the Company will pay to the Agent (assuming the entire Offering is completed).

Per Unit	C\$0.1256
Total	C\$1,600,000

Indemnification and Contribution

Pursuant to the Agency Agreement, the Company has agreed to indemnify the Agent and their respective directors, officers, agents and employees against certain liabilities, including liabilities under applicable Canadian legislation, and expenses and to contribute to payments that the Agent may be required to make in respect thereof.

Price Stabilization

In order to facilitate the Offering, the Agent may engage in transactions that stabilize, maintain or otherwise affect the market price of the Subordinate Voting Shares in accordance with applicable market stabilization rules.

Pursuant to rules and policy statements of certain securities regulators, the Agent may not, at any time during the period ending on the date the selling process for the Units ends and all stabilization arrangements relating to the Subordinate Voting Shares are terminated, bid for or purchase Subordinate Voting Shares. The foregoing restrictions are subject to certain exceptions including: (a) a bid for or purchase of Subordinate Voting Shares if the bid or purchase is made through the facilities of the Cboe Canada, in accordance with the Universal Market Integrity Rules of Market Regulation Services Inc., (b) a bid or purchase on behalf of a client, other than certain prescribed clients, provided that the client's order was not solicited by the Agent, or if the client's order was solicited, the solicitation occurred before the commencement of a prescribed restricted period, and (c) a bid or purchase to cover a short position entered into prior to the commencement of a prescribed restricted period. The Agent may engage in market stabilization or market balancing activities where the bid for or purchase of the Subordinate Voting Shares is for the purpose of maintaining a fair and orderly market in the Subordinate Voting Shares, subject to price limitations applicable to such bids or purchases. Consistent with these requirements, and in connection with this distribution, the Agent may effect transactions that stabilize or maintain the market price of the Subordinate Voting Shares at levels other than those which otherwise might prevail on the open market including:

- stabilizing transactions;
- short sales;
- purchases to cover positions created by short sales;
- imposition of penalty bids; and
- syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of the Subordinate Voting Shares while the Offering is in progress. These transactions may also include making short sales of the Subordinate Voting Shares, which involve the sale by the Agent of a greater number of Subordinate Voting Shares than they are required to purchase in the Offering. The Agent may create a naked short

position if they are concerned that there may be downward pressure on the price of the Subordinate Voting Shares in the open market that could adversely affect investors who purchase in the Offering. The Agent must close out any naked short position by purchasing Subordinate Voting Shares in the open market.

As a result of these activities, the price of the Subordinate Voting Shares may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the Agent at any time.

Affiliations

The Agent and/or its affiliates have in the past engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company for which they have received, and would expect to receive, customary fees and commissions.

Copies of this Prospectus Supplement and the accompanying Prospectus in electronic format may be made available on the websites maintained by the Agent. The representatives may agree to allocate a number of Subordinate Voting Shares to Agent for sale to their online brokerage account holders. The representatives will allocate Subordinate Voting Shares to Agent that may make internet distributions on the same basis as other allocations. In addition, Subordinate Voting Shares may be sold by the Agent to securities dealers who resell shares to online brokerage account holders.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

The Units

Each Unit will be comprised of one Unit Share and one-half of one Unit Warrant. Each Unit Warrant will entitle the holder thereof to acquire, subject to adjustment in certain circumstances in accordance with the terms of the Warrant Certificates, one Warrant Share, at an exercise price of C\$1.96 for a period of 36 months from the Closing Date. The Units will separate into Unit Shares and Unit Warrants immediately upon issue.

Unit Shares

The Unit Shares will have all the characteristics, rights and restrictions of the Subordinate Voting Shares. The authorized share capital of the Company consists of an unlimited number of Subordinate Voting Shares. As of the date hereof there are an aggregate of 177,801,085 Subordinate Voting Shares issued and outstanding (on a non-diluted basis) as fully paid and non-assessable Subordinate Voting Shares in the capital of the Company.

There are no special rights or restrictions of any nature attached to any of the Subordinate Voting Shares. The holders of the Subordinate Voting Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Subordinate Voting Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company.

Unit Warrants

The following summary of the material provisions of the Unit Warrants to be issued pursuant to the Offering and certain anticipated provisions of the Warrant Certificates does not purport to be complete and is subject to and is qualified in its entirety by reference to the detailed provisions of the Warrant Certificates.

Each Unit Warrant will entitle the holder to purchase one Warrant Share at a price of C\$1.96. The exercise price and the number of Warrant Shares issuable upon exercise are both subject to adjustment in certain circumstances as more fully described below. Each Unit Warrant will be exercisable at any time for a period of 36 months from the Closing Date, after which time the Unit Warrants will expire and become null and void.

The Warrant Certificates are expected to provide for adjustment to the exercise price of the Unit Warrants and/or to the number or kind of securities issuable upon the exercise of the Unit Warrants upon the occurrence of certain events, including:

- a subdivision of the Subordinate Voting Shares into a greater number of Subordinate Voting Shares or a consolidation of the Subordinate Voting Shares into a lesser number of Subordinate Voting Shares;
- the issuance of Subordinate Voting Shares or securities exchangeable or convertible into Subordinate Voting Shares to all or substantially all the holders of Subordinate Voting Shares by way of a stock dividend or other distribution;
- the issuance to all or substantially all of the holders of the Subordinate Voting Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Subordinate Voting Shares, or securities exchangeable for or convertible into Subordinate Voting Shares, at a price per Subordinate Voting Share to the holder (or at an exchange or conversion price per share) of less than 95% of the "current market price", as defined in the Warrant Certificates or by the respective parties, of Subordinate Voting Shares on such record date; and/or
- subject to certain exceptions, a distribution by the Company to all or substantially all the holders of the Subordinate Voting Shares, of securities of any class (whether of the Company or any other corporation) other than Subordinate Voting Shares, rights, options or warrants, evidence of indebtedness, or cash, securities, or other property or assets.

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

- a reclassification of the Subordinate Voting Shares;
- the amalgamation, plan of arrangement or merger of the Company with or into another entity (other than an amalgamation, plan of arrangement or merger which does not result in any reclassification of the Subordinate Voting Shares or a change of the Subordinate Voting Shares into other shares); and/or
- a transfer (other than to one of the Company's subsidiaries) of the undertaking or assets of the Company as an entirety or substantially as an entirety to another corporation or other entity.

All adjustment in the exercise price or the number of Warrant Shares will be made to the nearest cent, or the nearest one-hundredth (1/100) of a Subordinate Voting Share, as the case may be.

The Company also expects to covenant in the Warrant Certificates that, during the period in which the Unit Warrants are exercisable, the Company will give notice to holders of Unit Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the Unit Warrants or the number of Warrant Shares issuable upon exercise of the Unit Warrants, at least 5 days prior to the record date or effective date, as the case may be, of such event.

No fraction of a Warrant Share will be issued upon the exercise of a Unit Warrant, and no cash or other consideration will be paid in lieu thereof. Holders of Unit Warrants will not have any voting rights or pre-emptive rights or any other rights, which a holder of Subordinate Voting Shares would have.

There is currently no market through which the Unit Warrants may be sold and purchasers may not be able to resell the Unit Warrants purchased under this Prospectus Supplement. This may affect the prices of the Unit Warrants in

the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See *"Risk Factors"*.

The Unit Warrants and the Warrant Shares have not been and will not be registered under the U.S. Securities Act, and the Unit Warrants may not be exercised in the United States or by, or for the account or benefit of, any U.S. person or person in the United States and the Warrant Shares may not be delivered into the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States.

Compensation Warrants

As additional consideration for the services being rendered in connection with the Offering, the Company has agreed to issue the Agent such number of Compensation Warrants as is equal to 8.0% of the aggregate number of Units sold under the Offering. The number of Compensation Warrants shall be reduced to 2.0% in respect to the portion of aggregate gross proceeds of the Offering attributable to subscribers on the President's List. Each Compensation Warrant shall entitle the holder to acquire one Compensation Unit at a price of C\$1.57 at any time on or before the date that is 36 months from the Closing Date.

The terms governing the Compensation Warrants will be set out in the respective certificates representing the Compensation Warrants and are expected to include, among other things, customary provisions for adjustment upon the occurrence of certain events, including:

- a subdivision of the Subordinate Voting Shares into a greater number of Subordinate Voting Shares or a consolidation of the Subordinate Voting Shares into a lesser number of Subordinate Voting Shares;
- the issuance of Subordinate Voting Shares or securities exchangeable or convertible into Subordinate Voting Shares to all or substantially all the holders of Subordinate Voting Shares by way of a stock dividend or other distribution;
- the issuance to all or substantially all of the holders of the Subordinate Voting Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Subordinate Voting Shares, or securities exchangeable for or convertible into Subordinate Voting Shares, at a price per Subordinate Voting Share to the holder (or at an exchange or conversion price per share) of less than 95% of the "current market price" of Subordinate Voting Shares on such record date; and/or
- subject to certain exceptions, a distribution by the Company to all or substantially all the holders of the Subordinate Voting Shares, of securities of any class (whether of the Company or any other corporation) other than Subordinate Voting Shares, rights, options or warrants, evidence of indebtedness, or cash, securities, or other property or assets.

The Compensation Warrants will be non-transferable without express written consent of the Company. The Compensation Warrants will not have any voting rights or other rights attached to the underlying Subordinate Voting Shares until the Compensation Warrants are exercised in accordance with their terms.

Compensation Units

Each Compensation Unit will be comprised of one Compensation Unit Share and one-half of one Compensation Unit Warrant. Each whole Compensation Unit Warrant will entitle the holder thereof to acquire, subject to adjustment in certain circumstances in accordance with the terms of the Compensation Unit Warrant certificates (the **"Compensation Unit Warrant Certificates"**), one Compensation Unit Warrant Share, at an exercise price of C\$1.96 for a period of 36 months from the Closing Date.

Compensation Unit Shares

The Compensation Unit Shares will have all the characteristics, rights and restrictions of the Subordinate Voting Shares. The authorized share capital of the Company consists of an unlimited number of Subordinate Voting Shares. As of the date hereof there are an aggregate of 177,801,085 Subordinate Voting Shares issued and outstanding (on a non-diluted basis) as fully paid and non-assessable Subordinate Voting Shares in the capital of the Company.

There are no special rights or restrictions of any nature attached to any of the Subordinate Voting Shares. The holders of the Subordinate Voting Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Subordinate Voting Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company.

Compensation Unit Warrants

The following summary of the material provisions of the Compensation Unit Warrants to be issued upon the exercise of the Compensation Units and certain anticipated provisions of the Compensation Unit Warrant Certificates does not purport to be complete and is subject to and is qualified in its entirety by reference to the detailed provisions of the Compensation Unit Warrant Certificates.

Each whole Compensation Unit Warrant will entitle the holder to purchase one Compensation Unit Warrant Share at a price of C\$1.96. The exercise price and the number of Compensation Unit Warrant Shares issuable upon exercise are both subject to adjustment in certain circumstances as more fully described below. Each Compensation Unit Warrant will be exercisable at any time for a period of 36 months from the Closing Date, after which time the Compensation Unit Warrants will expire and become null and void.

The Compensation Unit Warrant Certificates are expected to provide for adjustment to the exercise price of the Compensation Unit Warrants and/or to the number or kind of securities issuable upon the exercise of the Compensation Unit Warrants upon the occurrence of certain events, including:

- a subdivision of the Subordinate Voting Shares into a greater number of Subordinate Voting Shares or a consolidation of the Subordinate Voting Shares into a lesser number of Subordinate Voting Shares;
- the issuance of Subordinate Voting Shares or securities exchangeable or convertible into Subordinate Voting Shares to all or substantially all the holders of Subordinate Voting Shares by way of a stock dividend or other distribution;
- the issuance to all or substantially all of the holders of the Subordinate Voting Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Subordinate Voting Shares, or securities exchangeable for or convertible into Subordinate Voting Shares, at a price per Subordinate Voting Share to the holder (or at an exchange or conversion price per share) of less than 95% of the "current market price", as defined in the Compensation Unit Warrant Certificates or by the respective parties, of Subordinate Voting Shares on such record date; and/or
- subject to certain exceptions, a distribution by the Company to all or substantially all the holders of the Subordinate Voting Shares, of securities of any class (whether of the Company or any other corporation) other than Subordinate Voting Shares, rights, options or warrants, evidence of indebtedness, or cash, securities, or other property or assets.

The Compensation Unit Warrant Certificates are also expected to provide for adjustment in the class and/or number of securities issuable upon the exercise of the Compensation Unit Warrants and/or the exercise price per security in the event of the following additional events:

- a reclassification of the Subordinate Voting Shares;
- the amalgamation, plan of arrangement or merger of the Company with or into another entity (other than an amalgamation, plan of arrangement or merger which does not result in any reclassification of the Subordinate Voting Shares or a change of the Subordinate Voting Shares into other shares); and/or
- a transfer (other than to one of the Company's subsidiaries) of the undertaking or assets of the Company as an entirety or substantially as an entirety to another corporation or other entity.

All adjustment in the exercise price or the number of Compensation Unit Warrant Shares will be made to the nearest cent, or the nearest one-hundredth (1/100) of a Subordinate Voting Share, as the case may be.

The Company also expects to covenant in the Compensation Unit Warrant Certificates that, during the period in which the Compensation Unit Warrants are exercisable, the Company will give notice to holders of Compensation Unit Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the Compensation Unit Warrants or the number of Compensation Unit Warrant Shares issuable upon exercise of the Compensation Unit Warrants, at least 5 days prior to the record date or effective date, as the case may be, of such event.

No fraction of a Compensation Unit Warrant Share will be issued upon the exercise of a Compensation Unit Warrant, and no cash or other consideration will be paid in lieu thereof. Holders of Compensation Unit Warrants will not have any voting rights or pre-emptive rights or any other rights, which a holder of Subordinate Voting Shares would have.

This Prospectus qualifies the distribution of the Compensation Warrants. See "*Plan of Distribution*".

ENFORCEABILITY OF CIVIL LIABILITIES

Some of the directors and officers of the Company in the Prospectus are resident outside of Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process. See "*Agent for Service of Process*" in the Prospectus.

LEGAL MATTERS

Certain legal matters related to the Subordinate Voting Shares offered pursuant to this Prospectus Supplement will be passed upon on behalf of the Company by DuMoulin Black LLP with respect to legal matters other than tax-related matters, and by Thorsteinssons LLP with respect to Canadian tax-related matters, and on behalf of the Agent by TingleMerrett LLP with respect to legal matters other than tax-related matters. At the date of this Prospectus Supplement, the partners and associates of DuMoulin Black LLP beneficially own less than 1% of the Company's outstanding securities. At the date of this Prospectus Supplement, the partners and associates of Thorsteinssons LLP beneficially own less than 1% of the Company's outstanding securities. At the date of this Prospectus Supplement, the partners and associates of TingleMerrett LLP beneficially own less than 1% of the Company's outstanding securities.

MARKETING MATERIALS

The Marketing Materials are not part of this Prospectus Supplement and the accompanying Prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this Prospectus Supplement. Any "template version" of any "marketing materials" (each as defined in National Instrument 41-101 – *General Prospectus Requirements*) that has been, or will be, filed on SEDAR+ (www.sedarplus.ca) before the termination of the distribution under the Offering (including any amendments to, or

an amended version of, any template version of any marketing materials) is deemed to be incorporated by reference into this Prospectus Supplement and the accompanying Prospectus solely for the purposes of the Offering.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is Smythe LLP, Chartered Professional Accountants, having its principal office at 1700 – 475 Howe Street, Vancouver, British Columbia V6C 2B3, and was appointed on February 15, 2023.

The transfer agent and registrar for the Subordinate Voting Shares is Endeavor Trust Corporation, having its principal office at Suite 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto contain a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. 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.

In an offering of convertible, exchangeable or exercisable securities, such as the Unit Warrants offered herein, 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 such convertible, exchangeable or exercisable securities 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 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 or territory for the particulars of this right of action for damages or consult with a legal adviser.

ELIGIBILITY FOR INVESTMENT

In the opinion of Thorsteinssons LLP, special Canadian tax counsel to the Company, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**"), and any specific proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, the Unit Shares, Warrant Shares and Unit Warrants, if issued on the date hereof, would be "qualified investments" under the Tax Act for a trust governed by a "registered retirement savings plan", a "registered retirement income fund", a "first home savings account", a "registered education savings plan", a "registered disability savings plan", or a "tax-free savings account" (collectively, "**Registered Plans**") or a "deferred profit sharing plan" ("**DPSP**") (as those terms are defined in the Tax Act), provided that, at such time:

- (i) In the case of the Unit Shares and the Warrant Shares, the Subordinate Voting Shares are listed on a "designated stock exchange" (as such term is defined in the Tax Act and which currently includes Cboe Canada) or the Company qualifies as a "public corporation" (as defined in the Tax Act) other than a "mortgage investment corporation" (as defined in the Tax Act); and
- (ii) In the case of the Unit Warrants, the Warrant Shares are qualified investments as described in (i) above and neither the Company, nor any person with whom the Company does not deal at arm's length, is an annuitant, a beneficiary, an employer or a subscriber under or a holder of such Registered Plan or DPSP.

Notwithstanding the foregoing, if the Unit Shares, the Warrant Shares or Unit Warrants, as the case may be, are a "prohibited investment" within the meaning of the Tax Act for a Registered Plan, the holder, subscriber or annuitant of the Registered Plan (as the case may be) (the "Controlling Individual") will be subject to a penalty tax under the Tax Act. The Unit Shares, Warrant Shares and Unit Warrants generally will not be a "prohibited investment" for a Registered Plan if the Controlling Individual: (i) deals at arm's length with the Company for purposes of the Tax Act; and (ii) does not have a "significant interest" (as defined for purposes of the prohibited investment rules in the Tax Act) in the Company. In addition, the Unit Shares, the Warrant Shares or Unit Warrants will not be a "prohibited investment", if such securities are "excluded property", as defined in the Tax Act for purposes of the prohibited investment rules, for a Registered Plan. **Purchasers of Units should consult their own advisors to ensure that the Unit Shares, Warrant Shares and Unit Warrants would not be a prohibited investment in their particular circumstances.**

CERTIFICATE OF THE COMPANY

Dated: January 7, 2025

The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each province and territory of Canada, except Quebec.

Signed "Gabriel René"

Gabriel René
Chief Executive Officer

Signed "Kevin Wilson"

Kevin Wilson
Chief Financial Officer

On Behalf of the Board of Directors

Signed "Dan Mapes"

Dan Mapes
President and Director

Signed "Michael Blum"

Michael Blum
Director

CERTIFICATE OF PROMOTER

Dated: January 7, 2025

The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each province and territory of Canada, except Quebec.

Signed "Gabriel René"

Gabriel René
Promoter

Signed "Dan Mapes"

Dan Mapes
Promoter

CERTIFICATE OF THE AGENT

Dated: January 7, 2025

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each province and territory of Canada, except Quebec.

A.G.P. Canada Investments ULC

Signed "Ann MacIntosh"

Name: Ann MacIntosh
Title: CEO, UDP & CCO