OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

FEBRUARY 4, 2025



TELESCOPE INNOVATIONS CORP. (the "Company")

SUMMARY OF OFFERING

What are we offering?

Offering:	A non-brokered private placement (the " Offering ") of units (each, a " Unit "). Each Unit will consist of one common share of the Company (each, a " Common Share ") and one Common Share purchase warrant of the Company (each, a " Warrant "). Each Warrant will be transferable and entitle the holder thereof to acquire one Common Share (each, a " Warrant Share ") at an exercise price of \$0.75 per Warrant Share for a period of 36 months following the Closing Date (as defined below). If, at any time after the Closing Date, the closing price of the Common Shares on the CSE (as defined below) is \$1.25 or more for the preceding sixty (60) consecutive trading days, the Company will have the right to accelerate the expiry of the Warrants by giving notice, via news release issued within ten (10) business days of the last day of such sixty (60) consecutive trading day calculation period, of its exercise of such right and thereafter the Warrants will, without further notice or act by Company, automatically expire and be of no further force and effect at 4:00 p.m. (Vancouver time) on the date that is thirty (30) days after the date of said news release. For greater certainty, the non-receipt by any one or more holders of the Warrants as aforesaid.	
Offering Price:	\$0.40 per Unit.	
Offering Amount:	nount: Gross proceeds of up to \$3,000,000.	
Closing Date:	The closing of the Offering may occur in one or more tranches at a date to be determined by the Company (the closing date of each tranche to be referred to as a " Closing Date ").	
Exchange:	The Common Shares are listed on the Canadian Securities Exchange (the " CSE ") under the symbol "TELI".	
Last Closing Price:	On February 3, 2025 the last trading day prior to the date of this offering document, the closing price of the Common Shares on the CSE was \$0.40.	

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be

suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 — *Prospectus Exemptions* (the "Listed Issuer Financing Exemption"). In connection with this Offering, the Company represents the following is true:

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

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This offering document contains certain forward-looking information, as defined in applicable securities laws. This forward-looking information relates to future events or the Company's future performance. All information other than statements of historical fact is forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "anticipates", "believes", "estimates", "expects" and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might", or "will" be taken, occur or be achieved. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking information. The forward-looking information in this offering document speaks only as of the date of this offering document or as of the date specified in such statement. Specifically, this offering document includes, but is not limited to, forward-looking information regarding: the Company's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering, the completion of the Offering, if it is to be completed at all; the expected Closing Date; and completion of the Company's business objectives, and the timing, costs and benefits thereof.

Inherent in forward-looking information are risks, uncertainties and other factors beyond the ability of the Company to predict or control. These risks, uncertainties and other factors include, but are not limited to, exploration, price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting technological results, the possibility that future results will not be consistent with the Company's expectations, increases in costs, the ability of the Company to implement its business strategy, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks and uncertainties. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking information. Actual results and developments are likely to differ, and may differ materially from those expressed or implied by the forward-looking information contained in the offering document. Such information is based on a number of assumptions about the following: the availability of financing for the Company's activities; operating costs; the Company's ability to retain and attract skilled staff; market competition; and general business and economic conditions.

Forward-looking information may be affected by known and unknown risks, uncertainties and other factors including without limitation, those referred to in this offering document that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements by forward-looking information. All forward-looking information herein is qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to update publicly or otherwise any forward-looking information, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more statements of forward-looking information, no inference should be drawn that it will make additional updates with respect to those or other forward-looking information, unless required by law.

CURRENCY

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this offering document refer to Canadian dollars, which is the Company's functional currency.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a chemical technology company developing scalable manufacturing processes and tools for the pharmaceutical and chemical industry. The Company builds and deploys new enabling technologies including flexible robotic platforms and artificial intelligence software that improves experimental throughput, efficiency, and data quality. Its aim is to bring modern chemical technology solutions to meet the most serious challenges in health and sustainability.

Recent developments

On January 23, 2024, the Company announced it filed a provisional patent application on an innovative new technology to purify lithium carbonate through a single-step process.

On February 5, 2024, the Company announced that it had entered into a global distribution agreement with Mettler Toledo to distribute the Company's online chemistry sampling and analysis product, the DirectInject-LC.

On February 15, 2024, the Company announced it had appointed Henry Dubina as Chairman and Chief Executive Officer, John Kirincic as Chief Financial Officer and Deborah Cotter as Corporate Secretary following Rob Chisholm's registration from the Company.

On February 15, 2024, the Company announced that it had granted a total of 400,000 incentive stock options to an employee and consultant of the Company in accordance with the Company's incentive stock option plan.

On April 15, 2024, the Company announced that it had demonstrated a proof-of-concept for a proprietary recrystallization process that separates battery raw materials from mixed recycling slurries.

On July 22, 2024, the Company announced that it had been awarded \$400,273 in early-stage funding from the British Columbia Center for Innovation and Clean Energy to support its proprietary recrystallization refinement technology.

On July 31, 2024, the Company announced that it had entered into a master collaborative research agreement with Pfizer Inc. to develop technology to help potentially accelerate pharmaceutical research and development through automation, robotics and artificial intelligence.

On August 28, 2024, the Company announced a successful outcome of its research collaboration with Standard Lithium Ltd., demonstrating low-temperature, high-purity production of lithium sulfide for solid state batteries.

On September 17, 2024, the Company announced a successful outcome of its research engagement with Altillion, Inc. ("Altillion"), an innovator in lithium brine processing, showcasing that the Company's proprietary ReCRFT process produced higher than 99.5% pure lithium carbonate from Altillion's brine concentrates.

Material facts

There are no material facts about the Units that have not been disclosed in this offering document or in any other document filed by the Company in the twelve months preceding the date of this offering document and the date the Company's most recent audited annual financial statements were filed.

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

The net proceeds raised from the Offering will be used for the development of a laboratory scale pilot plant, to improve inventory and infrastructure, and for general working capital purposes of the Company.

USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital deficit as at January 31, 2025 of \$239,000, the Company's availability of funds following closing of the Offering is expected to be approximately \$2,586,000 assuming the full amount of the Offering is raised.

		Assuming 100% of Offering
А	Amount to be raised by this Offering	\$3,000,000
В	Selling commissions and fees:	\$150,000 ¹
С	Estimated Offering costs: (e.g., legal, accounting, audit)	\$25,000
D	Net proceeds of Offering: (D = A - (B + C))	\$2,825,000
Е	Working capital as at most recent month end:	\$(239,000)
F	Additional sources of funding:	\$Nil
G	Total available funds: (G = D + E + F)	\$2,586,000

¹ The finder's fee includes a cash commission of 5% of the gross proceeds raised from investors introduced by the finder, and a number of finder's warrants equal to 5% of the gross proceeds of the Offering raised from investors introduced by the finder.

How will we use the available funds?

The Company intends on using the net proceeds from the Offering for the development of a laboratory scale pilot plant, to improve inventory and infrastructure, and for general working capital purposes.

Intended Use of Available Funds	Assuming 100% of Offering
New Employment Costs	\$1,100,000
Lab Scale Pilot Plant	Nil
Inventory Procurement	\$350,000
Facility and Infrastructure	\$452,000
Investor Relations	\$500,000
Working capital purposes	\$184,000
Total:	\$2,586,000

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives.

The Company had positive cash flow from operating activities and reported a net loss for the three-month period ended November 30, 2024. The Company anticipates that negative operating cash flows may result as long as it remains in the growth stage, and to the extent that the Company has negative cash flows from operating activities in future periods, the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods.

The Company's most recent audited and interim financial statements included a going concern note. As the Company is in the growth stage, the Company's ability to continue as a going concern is dependent upon its ability to generate future cash flows and/or obtain additional financing to generate recurring positive free cash flow from operations. The Offering is intended to permit the Company to continue its growth objectives to achieve its strategic plan and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

The Company has not raised funds from any financings in the past 12 months.

FEES AND COMMISSIONS

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

The Company has not engaged any dealers or finders in connection with the Offering. The Company may elect to pay finders' fees to eligible parties who have introduced subscribers to the Offering, and will pay such eligible finders (each, a "**Finder**") who introduce investors that participate in the Offering a finder's fee

comprised of: (i) a cash commission of 5% of gross proceeds raised from investors introduced by such Finder; and (ii) a number of finder's warrants equal to 5% of the gross proceeds raised from investors introduced by such Finder. Each finder's warrant is exercisable for one Common Share at \$0.75 for a period of thirty-six months from the date of its issuance.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

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

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

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

The rights provided for under the Listed Issuer Financing Exemption are for the benefit of all purchasers.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile at <u>www.sedarplus.ca</u>.

Please refer to Appendix "A" — "Acknowledgements, Covenants, Representations and Warranties of the Purchaser" and Appendix "B" — "Indirect Collection of Personal Information" attached hereto.

For further information regarding the Company, visit our website at: <u>https://telescopeinnovations.com</u>.

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

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

- a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document (other than an annual or interim report, financial statements or any other document, other than an offering memorandum, the content of which is prescribed by statute or regulation) describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Units pursuant to the Offering;
- c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this offering document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re-sell or re-purchase the Units or refund any of the purchase price of the Units, or that the Units will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system, and no person has given any undertaking to the Purchaser relating to the future value or price of the Units;
- d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent legal and tax advice as it considers appropriate in connection with the performance of this offering document and the transactions contemplated under this offering document, and that the Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- e) the Purchaser acknowledges that:
 - i. no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
 - ii. there is no government or other insurance covering the Offering; and
 - iii. there are risks associated with the purchase of the Offering;
- f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Units through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Units pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given;

- g) the Purchaser either (A) is not an "insider" of the Company or a "registrant" (each as defined under applicable securities laws of British Columbia) or (B) has identified itself to the Company as either an "insider" or a "registrant" (each as defined under applicable securities laws of British Columbia);
- h) if the Purchaser is:
 - i. a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Units pursuant to the terms set out in this offering document;
 - ii. a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Units pursuant to the terms set out in this offering document and has obtained all necessary approvals in respect thereof; or
 - iii. an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Units pursuant to the terms set out in this offering document;
- i) the subscription for the Units and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- j) the Purchaser is not purchasing the Units with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the offering document;
- k) the Purchaser is aware that the Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state of the United States and that the Units may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Units;
- I) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company hereunder, as applicable, will not represent proceeds of crime for the purposes of the Proceeds of Crime (Money Laundering) and *Terrorist Financing Act* (Canada) (the "**PCMLTFA**") or for the purposes of the United States' *Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act*, as may be amended from time to time (the "**PATRIOT Act**") and the Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser's name and other information relating to the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Purchaser (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such

representations ceases to be true, and to provide the Company with appropriate information in connection therewith;

- m) neither the Company, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Purchaser: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the purchase price of the shares acquired by the Purchaser; or (iii) as to the future price or value of the Units;
- n) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Units as may be required by any securities commission, stock exchange or other regulatory authority; and
- o) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Units pursuant to the terms set out in this offering document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Units and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser's subscription.

APPENDIX "B" INDIRECT COLLECTION OF PERSONAL INFORMATION

Indirect Collection of Personal Information

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

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

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

Alberta Securities Commission

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

British Columbia Securities Commission

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

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: 506-658-3060 Toll free in Canada: 1-866-933-2222 Facsimile: 506-658-3059 Email: <u>info@fcnb.ca</u> Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

Government of Newfoundland and Labrador

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

Nova Scotia Securities Commission

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

Ontario Securities Commission

20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: 416-593-8314 Toll free in Canada: 1-877-785-1555 Facsimile: 416-593-8122 Email:

exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of information: Inquiries Officer

Prince Edward Island Securities

Office 95 Rochford Street, 4th Floor Shaw Building P.O. Box 2000 Charlottetown, Prince Edward Island C1A 7N8

of Securities

Telephone: 902-368-4569 Facsimile: 902-368-5283 Public official contact regarding indirect collection of information: Superintendent of Securities

The Manitoba Securities Commission

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

Financial and Consumer Affairs

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

Autorité des Marchés Financiers 800,

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

CERTIFICATE

Dated: February 4, 2025

This offering document, together with any document filed under Canadian securities legislation on or after February 4, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

TELESCOPE INNOVATIONS CORP.

By: <u>"Henry Dubina"</u> Name: Henry Dubina Title: Chief Executive Officer

By: <u>"John Kirincic"</u>

Name: John Kirincic Title: Chief Financial Officer