

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

*This preliminary short form base shelf prospectus has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities (except in respect of any sales pursuant to an at-the-market distribution, as contemplated in National Instrument 44-102 – Shelf Distributions (“NI 44-102” and each, an “at-the-market distribution”)).*

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell these securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws. Accordingly, the securities offered hereby may not be offered or sold within the United States of America or its territories or possessions or to “U.S. persons”, as defined in Regulation S under the U.S. Securities Act, (“U.S. Persons”) except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or under exemptions from those laws. This short form base shelf prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to U.S. Persons. See “Plan of Distribution.”*

*Information has been incorporated by reference in this preliminary short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Sona Nanotech Inc. at Suite 2001 – 1969 Upper Water Street, Halifax, Nova Scotia, B3J 3R7 (phone: (902) 442-7187) and are also available electronically at [www.sedar.com](http://www.sedar.com).*

## PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

New Issue and Secondary Offering

March 23, 2021



**\$20,000,000**  
**Common Shares**  
**Debt Securities**  
**Warrants**  
**Subscription Receipts**  
**Units**

Sona Nanotech Inc. (“**Sona**” or the “**Company**”) may from time to time offer (i) common shares of the Company (“**Common Shares**”); (ii) debt securities (“**Debt Securities**”), which may include Debt Securities convertible into or exchangeable for Common Shares and/or other securities of the Company; (iii) Common Share purchase warrants (“**Warrants**”); (iv) subscription receipts exchangeable for Common Shares, Debt Securities or Warrants (“**Subscription Receipts**”); and/or (v) securities comprised of more than one of Common Shares, Debt Securities, Warrants and/or Subscription Receipts offered together as a unit (each, a “**Unit**”), or any combination thereof, for an aggregate offering price of up to \$20,000,000 (or its equivalent, at the date of issue, in any other currency or currencies) during the 25-month period that this short form base shelf prospectus (this “**Prospectus**”), including any amendments hereto, remains valid. The Common Shares, Debt Securities, Warrants, Subscription Receipts and Units are referred to in this Prospectus as the “**Securities**”.

The specific terms of any offering of Securities will be set forth in a shelf prospectus supplement (a “**Prospectus Supplement**”) and

may include, where applicable: (i) in the case of Common Shares, the number of Common Shares offered, the offering price or the manner of determination thereof (if offered on a fixed price basis), whether the Common Shares are being offered for cash or other consideration, and any other terms and any other specific terms; (ii) in the case of Debt Securities, the specific designation, aggregate principal amount, currency or currency unit for Debt Securities, maturity, interest rate provisions, authorized denominations, covenants, events of default, any terms for redemption, any exchange or conversion provisions, the initial offering price or the manner of determination thereof (if offered on a non-fixed price basis), any terms for subordination of the Debt Securities to other indebtedness, whether the Debt Securities will be secured by any assets or guaranteed by any other person and any other specific terms; (iii) in the case of Warrants, the number of Warrants being offered, the offering price, the exercise price, the form and any other specific terms; (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, the procedures for the exchange of the Subscription Receipts for Common Shares, Debt Securities or Warrants and any other specific terms; and (v) in the case of Units, the number of Units being offered, the offering price, the terms of the Common Shares, Debt Securities, Subscription Receipts and/or Warrants underlying the Units, and any other specific terms. A Prospectus Supplement may include specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus. An investor should read this Prospectus and any applicable Prospectus Supplement before investing in any Securities.

All shelf information permitted under applicable securities legislation to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will, except in respect of any sales pursuant to an “at-the-market distribution”, be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

This Prospectus does not qualify for issuance Debt Securities, or Securities convertible or exchangeable into Debt Securities, in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests including, for example, an equity or debt security, a statistical measure of economic or financial performance including, but not limited to, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items, other than as required to provide for an interest rate that is adjusted for inflation. For greater certainty, this Prospectus may qualify for issuance Debt Securities, or Securities convertible or exchangeable into Debt Securities, in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate or bankers’ acceptance rate, or to recognized market benchmark interest rates such as CDOR (the Canadian Dollar Offered Rate) or LIBOR (the London Interbank Offered Rate), and/or that are convertible into or exchangeable for Common Shares.

The Common Shares of the Company are listed on the Canadian Securities Exchange (the “CSE”) under the symbol “SONA”. On March 22, 2021, the last trading day on the CSE before the filing of this Prospectus, the closing price of the Common Shares on the CSE was \$1.63. **Unless otherwise specified in the applicable Prospectus Supplement, the Debt Securities, Warrants, Subscription Receipts or Units may not be listed on any securities exchange and there may not be a market through which these Securities may be sold and purchasers may not be able to resell the Debt Securities, Warrants, Subscription Receipts or Units purchased under this Prospectus. This may affect the pricing of these Securities in the secondary market, the transparency and availability of trading prices, the liquidity of these Securities, and the extent of issuer regulation. See the risk factors in the Prospectus Supplement relating to the particular Debt Securities, Warrants, Subscription Receipts or Units.**

The Company may offer and sell Securities to or through underwriters or dealers purchasing as principals, and may also sell Securities directly to one or more purchasers or through dealers acting as agents. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, as the case may be, engaged in connection with the offering and sale of Securities, and will set forth the terms of the offering of such Securities, including the method of distribution of such Securities, the proceeds to the Company and any fees, discounts or other compensation payable to underwriters, dealers or agents and any other material terms of the plan of distribution. See “Plan of Distribution”.

The Securities may be sold from time to time in one or more transactions at fixed prices or non-fixed prices, such as market prices prevailing at the time of sale (including, without limitation, sales of Common Shares deemed to be “at the-market distributions”, including sales made directly on the CSE or other existing trading markets for the Common Shares), prices related to such prevailing market prices or prices to be negotiated with purchasers, which prices may vary as between purchasers and during the period of distribution of the Securities.

Unless otherwise specified in the relevant Prospectus Supplement, in connection with any offering of Securities other than an “at-the-market distribution”, the underwriters, dealers or agents may effect transactions that stabilize or maintain the market price of the Securities at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

No underwriter or dealer involved in an “at-the-market distribution” under this Prospectus, no affiliate of such an underwriter or dealer

and no person or company acting jointly or in concert with such underwriter or dealer may, in connection with the distribution, enter into any transaction that is intended to stabilize or maintain the market price of the securities or securities of the same class as the securities distributed under this Prospectus, including selling an aggregate number or principal amount of securities that would result in the underwriter creating an over-allocation position in the securities.

**Investing in the Securities involves significant risks. Prospective investors should consider the risk factors described under “Risk Factors” in this Prospectus and in the Company’s annual information form dated February 26, 2021 for the year ended October 31, 2020 (the “AIF”) and the management’s discussion and analysis for the year ended October 31, 2020, incorporated by reference herein and which can be found on SEDAR at [www.sedar.com](http://www.sedar.com) before purchasing Securities.**

The Company’s corporate office and its registered and records office is located at Suite 2001 – 1969 Upper Water Street, Halifax, Nova Scotia, B3J 3R7 and its research and development office is located at 1 Research Drive, Bay 2, Dartmouth, Nova Scotia B2Y 4M9.

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## GENERAL MATTERS

In this Prospectus, unless otherwise indicated or the context otherwise requires, the terms “Sona”, the “Company”, “we”, “us”, and “our” are used to refer to Sona Nanotech Inc. Capitalized terms used in this Prospectus that are not otherwise defined shall have the meanings ascribed to such terms in the Company’s AIF which is incorporated by reference herein.

### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus (including the documents incorporated by reference herein) contains “forward-looking information” which may include, but is not limited to, the intended use of proceeds of the sale of Securities described under “Use of Proceeds” herein, statements with respect to future financial or operating performance of Sona, as well as the Company’s current expectations, estimates, projections, assumptions and beliefs. Often, but not always, forward-looking information can be identified by the use of words such as “seeks”, “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes”, or variations (including negative variations of such words and phrases), or state that certain actions, events or results “may”, “could”, “would”, “might”, or “will be taken”, “occur” or “be achieved”, or the negative forms of any of these words and other similar expressions.

This information includes, but is not limited to, comments regarding:

- the development plans for the Company’s gold nanoparticle products and associated services;
- the Company’s business strategy;
- the Company’s strategy for protecting its intellectual property;
- the Company’s ability to obtain necessary funding on favorable terms or at all;
- the Company’s plan and ability to secure revenues;
- the risk of competitors entering the market;
- the Company’s ability to hire and retain skilled staff;
- the ability to obtain financing to fund future expenditure and capital requirements; and
- the impact of adoption of new accounting standards.

Although Sona believes that the plans, intentions and expectations reflected in this forward-looking information are reasonable, Sona cannot be certain that these plans, intentions or expectations will be achieved. Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking information contained in this Prospectus. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Sona to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, those factors discussed or referred to in the section entitled “*Risk Factors*” in this Prospectus and in the AIF of the Company incorporated by reference herein, and include, without limitation, risks related to: ability to obtain additional financing; not achieving required regulatory approvals for its products on a timely basis or at all; adverse changes in relevant laws or regulations; risks and uncertainties associated with product development; risks of not achieving production, costs of goods sold or other estimates; reliance on outside contractors to conduct certain activities; defects in or loss of intellectual property rights; loss of key personnel and our inability to attract and retain qualified personnel; political, economic and other uncertainties in the jurisdiction where we operate or conduct business activities; risks of obtaining and maintaining other necessary licenses, permits and approvals from various governmental authorities; risks related to compliance with environmental regulations and environmental hazards; fluctuations in foreign currency exchange rates; potential losses, liabilities and damages related to our business which are uninsured or uninsurable; competition with other companies; risks associated with litigation; volatility of global financial conditions; taxation, including changes in tax laws and interpretation of tax laws; as well as other risks, uncertainties and other factors beyond our ability to control.

Although Sona has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained or

incorporated by reference herein are made as of the date of this Prospectus or the date of the document incorporated by reference herein based on the opinions and estimates of management at that time. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except as required by applicable securities laws.

You should rely only on the information contained or incorporated by reference in this Prospectus. Sona 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. Sona is not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information in this document may only be accurate as of the date on the front cover of this Prospectus.

### CURRENCY PRESENTATION

All dollar amounts set forth in this Prospectus are expressed in Canadian dollars and referred to as "\$" unless otherwise specifically indicated.

### DOCUMENTS INCORPORATED BY REFERENCE

*Information has been incorporated by reference in this Prospectus from documents filed with the various securities commissions or similar regulatory authorities in Canada.* Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Company at Suite 2001 – 1969 Upper Water Street, Halifax, Nova Scotia, B3J 3R7 (phone: (902) (442-7187) and are also available electronically at [www.sedar.com](http://www.sedar.com). Information contained or featured on the Company's website shall not be deemed to be part of this Prospectus.

The following documents, filed by the Company with the various securities commissions or similar regulatory authorities in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick and Nova Scotia, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- (a) the AIF of the Company dated February 26, 2021 for the year ended October 31, 2020;
- (b) the audited financial statements of the Company for the years ended October 31, 2020 and 2019, together with the auditor's report thereon and notes thereto;
- (c) the management's discussion and analysis for the year ended October 31, 2020;
- (d) the management information circular of the Company dated March 25, 2020 prepared in connection with the annual general meeting of shareholders of the Company held on April 29, 2020;
- (e) the material change report dated November 6, 2020 relating to its application to the United States Food and Drug Administration;
- (f) the material change report dated November 12, 2020 relating to the appointment of Mr. Mark Lievonen as a Director of the Company; and
- (g) the material change report dated December 2, 2020 relating to the withdrawal of its application for an Interim Order authorization from Health Canada.

**A reference herein to this Prospectus also means any and all documents incorporated by reference in this Prospectus. Any document of the type referred to above (excluding confidential material change reports), any business acquisition reports, the content of any news release disclosing financial information for a period more recent than the period for which financial statements are required and certain other disclosure documents as set forth in Item 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distributions* of the Canadian Securities Administrators filed by the Company with the securities commissions**

or similar regulatory authorities in Canada after the date of this Prospectus and prior to the termination of the distribution shall be deemed to be incorporated by reference in this Prospectus.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not constitute a part of this Prospectus, except as so modified or superseded. 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 that it modifies or supersedes. The making of such 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.

### **MARKETING MATERIALS**

Any “template version” of any “marketing materials” (each such term as defined in National Instrument 41-101 – *General Prospectus Requirements*) pertaining to a distribution of Securities, and filed by the Company after the date of the Prospectus Supplement for the distribution and before termination of the distribution of such Securities, will be deemed to be incorporated by reference in that Prospectus Supplement for the purposes of the distribution of Securities to which the Prospectus Supplement pertains.

### **THE COMPANY**

The Company was amalgamated pursuant to the federal laws of Canada on August 8, 2018 under the name “Sona Nanotech Inc.”. The Company has an unlimited number of authorized common shares without par value issuable.

The registered and records office and corporate office of the Company are located Suite 2001 – 1969 Upper water Street, Halifax, Nova Scotia, B3J 3R7. The research and development office is located at 1 Research Drive, Bay 2, Dartmouth, Nova Scotia, B2Y 4M9. The Company has no subsidiaries.

### **BUSINESS OF THE COMPANY**

The Company’s primary focus of business is to develop and commercialize novel nanoparticle technologies for sale to the global nanoparticles market. Sona is the manufacturer of the Gemini™ and Omni™ GNR product lines. The Company is the world’s first company to develop the ability to synthesize high volumes of gold nanorods (“GNR”) without the use of the toxic surfactant, cetyltrimethylammonium bromide. GNR products are ideally suited for in-vitro diagnostics test products, including lateral flow assays, enzyme-linked immunosorbent assays, flow through assays and lab analyzers. In addition, the Company’s gold nanorods have potential to be incorporated into disruptive emerging medical applications including targeted drug delivery, photothermal therapy and cell imaging. The Company had no sales revenue for during its last three completed fiscal years.

For additional information on the business of the Company, please refer to the Company’s AIF under the heading “*Description of the Business*”.

#### **Recent Corporate Developments**

##### *Rapid Screening Test for Coronavirus*

On October 28, 2020, the Company received notice from the United States Food and Drug Administration (the “FDA”) that the Company’s request for an Emergency Use Authorization (“EUA”) for the marketing of its rapid, COVID-19 antigen test in the United States “is not a priority” and consequently such authorization will not be issued at this time. The FDA cited current EUA request prioritization criteria as including “the public health need for the product” and did not comment on the performance of the Sona test.

On November 25, 2020, the Company withdrew its application for an Interim Order authorization from Health Canada for the marketing of its rapid, COVID-19 antigen test based on feedback from Health Canada and to obtain more clinical data to augment its submission.

The Company continues to work with several potential partners to secure an additional clinical trial to support other potential regulatory submissions. Any trial would require a sponsoring institution, a principal investigator, a study protocol, relevant medical ethics review board approval and Health Canada Investigational Testing Division approval.

In addition to continuing to pursue approval of the Company's rapid COVID-19 antigen test, which uses a nasal pharyngeal swab, the Company continues to validate the next evolution of its rapid COVID-19 antigen test which aims to use saliva samples, building on its existing technology, providing for less invasive sample collection. The saliva test would use the existing Sona lateral flow cassette. The Company intends to seek a large-scale trial specifically for its saliva-based test. This test would require a separate submission to regulators for approval to be used as a medical diagnostic device.

Sona has sold tests to Canadian companies under 'research use only' labelling. These tests are being evaluated as a screening tool for the identification of COVID-19 amongst employees. Potential programs envision having employees that test positive with the Sona rapid test designated 'presumed positive', removed from congested work environments and referred to medical professionals for confirmatory testing. This process would allow employers to remove affected staff from the workplace, reduce potential spread and help businesses remain open in pandemic conditions. The Company believes that screening individuals in congested environments, whether they be mining operations, airports or long-term care facilities is the best use case for Sona's rapid test and that this added testing tool can play an important role in Canada's response to COVID-19. These tests were manufactured in the Company's in-house manufacturing facility.

The Company appointed Obelis S.A as its Authorized Representative in the European Union, to complete the CE Marking process for its In-Vitro Diagnostic Devices. Obelis, a regulatory and compliance consulting service provider operating since 1988, certified both under ISO 9001 & 13485, has successfully helped more than 3,000 manufacturers in over 60 countries to introduce their products to the European market. As part of the CE Marking compliance process, the Company worked with Obelis, to compile its technical documentation to serve as evidence of conformity with the CE Marking requirements, and with Sona's contract manufacturer to complete its technology transfer batch production runs.

On December 31, 2020, Sona declared its CE Mark status for its rapid, COVID-19 antigen test. The CE Mark declares the conformity of the Sona test with EU regulations and allows Sona to commercialize its test throughout Europe and potentially other territories in which the CE Mark is recognized.

The Company intends to begin selling its test as a screening tool for organizations wishing to screen individuals in high-risk congregate settings in which testing could quickly identify persons with a SARS-CoV-2 infection to inform infection prevention and control measures to reduce risk of transmission. Individuals who have symptoms of COVID-19 or who have had close contact with someone with confirmed COVID-19 should be considered as candidates for screening. As a rapid screening test, all results should be assessed in the context of the local prevalence of the virus and considered 'presumed' positive or negative until confirmed by a physician.

With its CE Mark secured, the Company is now able to take firm orders in territories accepting a CE Mark and make corresponding manufacturing commitments from its contract manufacturer in the United Kingdom. The Company is currently also in the process of technology transfer to a second manufacturer, in North America.

#### *Litigation*

Starting on December 17, 2020, several putative shareholder class action lawsuits have been filed in the United States District Court for the Central District of California. The complaints assert claims under Sections 10(b) and 20 of the Securities Exchange Act of 1934 on behalf of a putative class of investors who purchased or otherwise acquired stock of the Company in US transactions between July 2, 2020 and November 25, 2020. The suits allege that the Company made material misstatements regarding its rapid detection COVID-19 antigen test. The Company

expects the cases, which are in their early stages, will be consolidated into a single action and a lead representative plaintiff appointed in the near future.

On December 18, 2020, a Notice of Action and Statement of Claim was filed in the Supreme Court of Nova Scotia. The Statement of Claim purports to assert claims on behalf of a class of persons or entities who purchased stock of the Company based on similar allegations of material misrepresentations and omissions as alleged in the US action. The case is in its early stages.

The Company believes these claims are without merit and intends to contest the claims and mount a vigorous defence. Please see “Risk Factors – Litigation Risks” in this Prospectus and “Risk Factors – Potential Litigation” in the AIF.

#### *Financing Activity*

In March 2021, the Company issued 12,500 common shares on the exercise of options priced at \$0.35 per share. In February 2021, the Company issued 18,750 common shares on the exercise of options priced at \$0.35 per share. In January 2021, the Company issued 18,750 common shares on the exercise of options priced at \$0.35 per share and 18,750 common shares on the exercise of warrants priced at \$0.60 per share.

In December 2020, the Company closed its non-brokered private placement with the issuance of 2,259,200 units at \$1.00 per unit. Each unit consists of one common share of Sona and one-half of a common share purchase warrant. Each warrant is exercisable to purchase one additional common share of Sona at a price of \$1.25 per common share for a period of 24 months from the closing date of the financing.

In early November, the Company granted 250,000 incentive stock options under the Company’s Stock Option Plan to a new Director, Mark Lievonen. Each option is exercisable into one common share at a price of \$3.36 per share and will vest at the rate of 25% every six months. The options will expire five years from the date of grant.

In August 2020, a related party – Numus Financial Inc. provided a working capital loan in the amount of \$300,000. This loan was increased to \$500,000 in October 2020 and \$600,000 in November 2020. This loan bears interest at bank prime plus 1% and is repayable on demand. There is also a 2% lender fee.

#### *Board of Directors*

In early November Mr. J. Mark Lievonen, C.M., was appointed to the Company’s Board of Directors. Mr. Lievonen is the former President of Sanofi Pasteur Limited, the Canadian vaccine division of Sanofi. Under his leadership, Sanofi Pasteur became a billion dollar enterprise in Canada, manufacturing over 50 million doses of vaccines for both domestic and international markets. Mr. Lievonen spearheaded a cancer vaccine program and supported the launch of a five-component pertussis vaccine, which is widely used to this day. He has also served on a number of public and not-for-profit boards and industry organizations including as Chair of BIOTECanada and Rx&D (now Innovative Medicines Canada).

Currently, Mr. Lievonen is the Co-Chair of the Government of Canada’s COVID-19 Vaccine Task Force, a Director of OncoQuest Pharmaceuticals Inc., Biome Grow Inc., and the Gairdner Foundation. He holds a BBA in accounting and a MBA in finance and marketing from the Schulich School of Business, York University, and is a FCPA.

Mr. Lievonen replaced Mr. Zephaniah Mbugua, who has served on the Company’s Board since August 2018.

### **CONSOLIDATED CAPITALIZATION**

Except as disclosed elsewhere in this Prospectus, there have been no material changes in the share and loan capital of the Company, on a consolidated basis, since October 31, 2020, being the ending period of the Company’s most recently filed financial statements. Further details are set out in the AIF under the heading “*Description of Share Capital*”, or in the footnote 10 of the annual financial statements for the year ended October 31, 2020, incorporated by reference.



The following table sets forth the consolidated capitalization of the Company has at October 31, 2020 both before and after giving effect changes to the issued capital of the Company since October 31, 2020:

	<u>As at October 31, 2020</u>	<u>As at October 31, 2020, after giving effect to material transactions since that date</u>
Common Shares .....	\$8,847,446 (61,271,778 Common Shares)	\$10,571,581 (63,599,728 Common Shares) <sup>(1)</sup>
Warrants .....	-	1,129,600 <sup>(1)</sup>
Options .....	4,337,500	4,518,750 <sup>(2)</sup>
Reserves .....	Nil	Nil
Shareholder Deficiency .....	(\$3,435,465)	(\$1,157,029) <sup>(3)</sup>

Notes: 1) After giving effect to the December 2020 non-brokered private placement and option exercises since October 31, 2020.  
 2) After giving effect to option issuance and exercises since October 31, 2020.  
 3) After updating for net changes in common shares and other equity items as outlined above.

### **EARNINGS COVERAGE RATIOS**

Earnings coverage ratios will be provided as required in the Prospectus Supplement with respect to the issuance of Debt Securities pursuant to this Prospectus.

### **SELLING SECURITYHOLDERS**

Securities may be sold under this Prospectus by way of secondary offering by or for the account of certain of the Company's securityholders. In connection with any secondary offering, in respect of any selling securityholder that is resident outside of Canada, the Company will file a non-issuer's submission to jurisdiction form on behalf of such selling securityholder with the corresponding Prospectus Supplement.

Any Prospectus Supplement that the Company files in connection with an offering of Securities by selling securityholders will include the following information:

- the names of the selling securityholders;
- the number or amount of Securities owned, controlled or directed of the class being distributed by each selling securityholder;
- the number or amount of Securities of the class being distributed for the account of each selling securityholder;
- the number or amount of Securities of any class to be owned, controlled or directed by the selling securityholders after the distribution and the percentage that number or amount represents of the total number of our outstanding Securities;
- whether the Securities are owned by the selling securityholders both of record and beneficially, of record only, or beneficially only; and
- all other information that is required to be included in the applicable Prospectus Supplement.

### **USE OF PROCEEDS**

Specific information about our use of the net proceeds from an offering of Securities will be set forth in the

Prospectus Supplement for that offering. The Company will not receive any proceeds from any sale of any Securities by selling securityholders.

The Company will require additional funding to complete further research and development work on its products. There is no assurance that such funds will be available on terms favourable to the Company. See “*Risk Factors*”.

### **PLAN OF DISTRIBUTION**

The Company may sell Securities: (a) through underwriters, dealers or agents purchasing as principal or acting as agent; (b) directly to one or more purchasers, including sales upon the exercise of conversion or exchange rights attaching to convertible or exchangeable securities held by the purchaser; or (c) through a combination of any of these methods of sale. Securities may be sold from time to time in one or more transactions at a fixed price or prices which may be changed, at market prices prevailing at the time of sale, at prices related to such prevailing market price or at prices to be negotiated with purchasers, either for cash or for other consideration. The sale of Common Shares may be effected from time to time on one or more transactions at non-fixed prices pursuant to transactions that are deemed to be an “at-the-market distribution”, including sales made directly on the CSE or other existing trading markets for the Common Shares, and as set forth in the Prospectus Supplement for such purpose.

The Prospectus Supplement relating to each offering of Securities will identify each underwriter, dealer or agent, as the case may be, and will also set forth the terms of that offering, including the purchase price of such Securities, the proceeds to the Company and any underwriters’, dealers’ or agents’ fees, commissions or other items constituting underwriters’ or agents’ compensation. Only underwriters, dealers or agents so named in the applicable Prospectus Supplement are deemed to be underwriters, dealers or agents, as the case may be, in connection with the Securities offered thereby.

In connection with the sale of Securities, underwriters, dealers or agents may receive compensation from the Company in the form of commissions, concessions or discounts. Any such commissions may be paid out of the general funds of the Company or the proceeds of the sale of the Securities.

Under agreements which may be entered into by the Company, underwriters, dealers and agents who participate in the distribution of Securities may be entitled to indemnification by the Company against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters or agents may be required to make in respect thereof.

In connection with any offering of Securities, other than an “at-the-market distribution”, the underwriters, dealers or agents who participate in the distribution of Securities may over allot or effect transactions that stabilize or maintain the market price of the Securities at levels other than those which otherwise might prevail on the open market. Such transactions may be commenced, interrupted or discontinued at any time.

Sales of Common Shares under an “at-the-market distribution”, if any, will be made pursuant to an accompanying Prospectus Supplement. The volume and timing of any “at-the-market distribution” will be determined at the Company’s sole discretion. No underwriter of an “at-the-market distribution”, and no person or company acting jointly or in concert with an underwriter, may, in connection with the distribution, enter into any transaction that is intended to stabilize or maintain the market price of the securities or securities of the same class as the securities distributed under the Prospectus Supplement, including selling an aggregate number or principal amount of securities that would result in the underwriter creating an over-allocation position in the securities.

Unless stated to the contrary in any Prospectus Supplement, the Securities have not been and will not be registered under the 1933 Act or any U.S. state securities laws, and may not be offered, sold or delivered, directly or indirectly, to, or for the account or benefit of, persons in the United States or U.S. persons, except in transactions exempt from the registration requirements of the 1933 Act and applicable U.S. state securities laws. In addition, until 40 days after the commencement of an offering of Securities, an offer or sale of the Securities within the United States or to U.S. persons by any dealer, whether or not participating in the offering, may violate the registration requirements of the 1933 Act if such offer or sale is made otherwise than in accordance with an exemption from the registration requirements of the 1933 Act. Terms used and not defined in this paragraph have the meanings ascribed thereto by Regulation S under the 1933 Act.

## CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax considerations generally applicable to investors described therein of purchasing, holding and disposing of applicable Securities including, in the case of an investor who is not a resident of Canada, Canadian non-resident withholding tax considerations.

### DESCRIPTION OF SECURITIES BEING DISTRIBUTED

#### Authorized and Issued Share Capital

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, 63,599,728 Common Shares were issued and outstanding as fully paid and non-assessable shares.

#### Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

#### Debt Securities

The Debt Securities will be issued under one or more indentures, in each case between the Company and a trustee determined by the Company in accordance with applicable laws. The statements made below relating to any trust indenture and the Debt Securities to be issued thereunder are summaries of certain anticipated provisions thereof, are not complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable trust indenture. A copy of the trust indenture will be available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Prospectus Supplement relating to any Debt Securities being offered will include specific terms relating to the offering. These terms will include some or all of the following:

- the designation of the series of the Debt Securities, which will distinguish the series of the Debt Securities from all other series of Debt Securities;
- any limit upon the aggregate principal amount of the series of the Debt Securities that may be certified and delivered under a trust indenture or supplement to a trust indenture;
- the date or dates on which the principal and any premium of the series of the Debt Securities is payable;
- the rate or rates at which the series of the Debt Securities shall bear interest, if any, the date or dates from which such interest shall accrue, on which such interest shall be payable and on which a record, if any, shall be taken for the determination of holders to whom such interest shall be payable and/or the method or methods by which such rate or rates or date or dates shall be determined;
- the place or places where the principal of and any interest on the series of the Debt Securities shall be payable or where any series of the Debt Securities may be surrendered for registration of transfer or exchange;

- the right, if any, of the Company to redeem the series of the Debt Securities, in whole or in part, at its option and the period or periods within which, the price or prices at which and any terms and conditions upon which, the series of the Debt Securities may be so redeemed, pursuant to any sinking fund or otherwise;
- the obligation, if any, of the Company to redeem, purchase or repay the series of the Debt Securities pursuant to any mandatory redemption, sinking fund or analogous provisions or at the option of a holder thereof and the price or prices at which, the period or periods within which, the date or dates on which, and any terms and conditions upon which, the series of the Debt Securities shall be redeemed, purchased or repaid, in whole or in part, pursuant to such obligations;
- if other than denominations of \$1,000 and any integral multiple thereof, the denominations in which the series of the Debt Securities shall be issuable;
- any trustees, depositories, authenticating or paying agents, transfer agents or registrars or any other agent with respect to the series of the Debt Securities;
- any events of default or covenants with respect to the series of the Debt Securities;
- whether and under what circumstances the series of the Debt Securities will be convertible into or exchangeable for securities of the Company or any other person;
- the form and terms of the series of the Debt Securities, including, without limitation, if the series of the Debt Securities shall be in registered or unregistered form;
- if applicable, that the series of the Debt Securities shall be issuable in whole or in part as one or more global Debt Securities and, in such case, the depository or depositories for such global Debt Securities in whose name the global Debt Securities will be registered;
- if other than Canadian currency, the currency in which the series of the Debt Securities are issuable; and
- any other term of the series of the Debt Securities.

All Debt Securities of any one series shall be substantially identical, except as may otherwise be established pursuant to a resolution of the directors, in an officers' certificate, or in the trust indenture or supplement to the trust indenture for the Debt Securities. All Debt Securities of any one series need not be issued at the same time and may be issued from time to time.

If any Debt Securities are sold for any foreign currency or currency unit or if payments on the Debt Securities are payable in any currency or currency unit other than the Canadian dollar, the Prospectus Supplement will describe the restrictions, elections, tax consequences, specific terms and other information relating to those Debt Securities and the non-Canadian dollar currency or currency unit.

This Prospectus does not qualify for issuance Debt Securities in respect of which the payment of principal, premium and/or interest may be determined, in whole or in part, by reference to one or more underlying interests, including, for example, an equity or debt security, a statistical measure of economic or financial performance including, but not limited to, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items. For greater certainty, this Prospectus may qualify for issuance Debt Securities in respect of which the payment of principal, premium and/or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate or a bankers' acceptance rate, or to recognized market benchmark interest rates.

The Debt Securities offered pursuant to this Prospectus and any Prospectus Supplement may be represented by instalment receipts, the particular terms and provisions of which will be described in the applicable Prospectus

Supplement and set out in an instalment receipt and pledge agreement or similar agreement. Any such instalment receipt will evidence, among other things: (a) the fact that a first instalment payment has been made in respect of the Debt Securities represented thereby, and (b) the beneficial ownership of the Debt Securities represented by the instalment receipt, subject to a pledge of such Debt Securities securing the obligation to pay the balance outstanding under such Debt Securities on or prior to a certain date. A copy of any such instalment receipt and pledge agreement or similar agreement will be available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Warrants**

This section describes the general terms that will apply to any Warrants that may be offered by the Company pursuant to this Prospectus.

Warrants may be offered separately or together with other Securities. The Company will not offer Warrants for sale separately to any member of the public in Canada unless the offering is in connection with and forms part of the consideration for an acquisition or merger transaction. See “Purchasers’ Contractual Rights”.

The particular terms of each issue of Warrants will be described in the related Prospectus Supplement. Such description will include, where applicable:

- the number of Warrants being offered and, if offered as a unit with another Security, the number of Warrants or a fraction of a Warrant being offered with such other Security;
- the Securities which are underlying the Warrants;
- the exercise price of the Warrants;
- the expiry date of the Warrants;
- the procedure for exercising Warrants into underlying Securities;
- the indenture trustee of the Warrants under the warrant indenture pursuant to which the Warrants are to be issued, if applicable;
- certain material Canadian tax consequences of owning the Warrants (if any); and
- any other material terms and conditions of the Warrants.

## **Subscription Receipts**

This section describes the general terms that will apply to any Subscription Receipts that may be offered by the Company pursuant to this Prospectus.

Subscription Receipts may be offered separately or together with other Securities. The following sets forth certain general terms and provisions of the Subscription Receipts offered under this Prospectus. The specific terms of the Subscription Receipts, and the extent to which the general terms described in this section apply to those Subscription Receipts, will be set forth in the applicable Prospectus Supplement. The Subscription Receipts will be issued under a subscription receipt agreement. The applicable Prospectus Supplement will include details of the subscription receipt agreement governing the Subscription Receipts being offered, including, where applicable:

- the number of Subscription Receipts being offered;
- the price at which the Subscription Receipts will be offered;
- the Securities into which Subscription Receipts are exchangeable;
- the procedures for the exchange of the Subscription Receipts into Securities;

- the number of Securities that may be exchanged upon exercise of each Subscription Receipt;
- the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each Security;
- the material Canadian tax consequences of owning the Subscription Receipts (if any); and
- any other material terms and conditions of the Subscription Receipts.

An original purchaser of Subscription Receipts will have a contractual right of rescission against the Company, following the issuance of the underlying Common Shares or other Securities to such purchaser, upon the surrender or deemed surrender of the Subscription Receipts, to receive the amount paid for the Subscription Receipts in the event that this Prospectus (including any documents incorporated by reference) and any amendment thereto contains a misrepresentation or is not delivered to such purchaser, provided such remedy for rescission is exercised within 180 days.

### ***Units***

This section describes the general terms that will apply to any Units that may be offered by the Company pursuant to this Prospectus.

Units are a security comprised of more than one of the other Securities described in this Prospectus offered together as a "Unit". A Unit is typically issued so the holder thereof is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each Security comprising the Unit. The agreement, if any, under which a Unit is issued may provide that the Securities comprising the Unit may not be held or transferred separately at any time or at any time before a specified date.

The particular terms and provisions of Units offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to them, will be described in the Prospectus Supplement filed in respect of such Units. This description will include, where applicable:

- the designation and terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately;
- the number of Units offered;
- the price or prices, or manner of determining the price, if any, at which the Units will be issued;
- any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units;
- whether the Units will be issued in registered or global form; and
- any other material terms and conditions of the Units.

## **RISK FACTORS**

***An investment in the Securities should be considered highly speculative and investors may incur a loss on their investment. Investors should carefully review and consider all of the information disclosed in this Prospectus, including the documents incorporated by reference, and in particular, the risk factors set forth in the Company's AIF relating to the Company, as well as the following additional risk factors.***

### ***Litigation Risks***

As described under "Litigation" above and "Legal Proceedings and Regulatory Actions" in the AIF, claims against the Company have been filed in the United States District Court for the Central District of California and the

Supreme Court of Nova Scotia. Although the Company believes these claims are without merit and intends to contest the claims and mount a vigorous defence, there can be no assurance that the Company will be successful in its defense due to the inherent uncertainty of the litigation process. Further, while the Company is not aware of any regulatory investigations or additional pending claims relating to the allegations made in the existing class action claims, the Company may be subject to additional class action suits, other litigation, or regulatory proceedings or actions arising from such matters in the future.

While the Company maintains insurance coverage with respect to litigation, an adverse decision in respect of existing claims against the Company could result in significant settlement amounts, damages or other penalties, which may exceed the limits of the Company's existing insurance coverage. Losses and liabilities arising from insufficient insurance coverage could have a material adverse effect on the Company's business, financial condition and results of operation, as well as the market price of the Securities. Additionally, legal fees and costs incurred in defending legal disputes can be substantial, even where such claims that have no merit. The Company has and will continue to incur expenses associated with its defense of the class action claims. There can be no assurance that the Company's existing insurance coverage will be sufficient to pay all of such costs, and any costs incurred in excess of insurance coverage may have a material adverse effect on the Company's financial condition.

In addition to the matters discussed above, the Company may be subject to regulatory investigations, civil claims, lawsuits and other proceedings in the ordinary course of its business, including securities law compliance, employee and customer claims, commercial disputes, landlord-tenant disputes, intellectual property issues and other matters. The results of any legal proceedings involving the Company cannot be predicted with certainty due to the uncertainty inherent in regulatory actions and litigation. There can be no assurance that any pending or future litigation, regulatory, agency or civil proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources. The nanotechnology life science industry is a new industry and the Company is a relatively new enterprise. It is therefore more difficult to predict the types of claims, proceedings and allegations and the quantum of costs related to such claims and proceedings and the direct and indirect effects of such allegations that the Company may face. Management is committed to conducting business in an ethical and responsible manner, which it believes will reduce the risk of legal disputes and allegations. However, if the Company is subject to legal disputes or negative allegations, there can be no assurances that these matters will not have a material adverse effect on the Company's business, financial condition or results of operations, or the market price of the Securities.

### ***COVID-19***

It is possible that developments related to the COVID-19 pandemic could have material adverse impacts on the Company's operations and financial condition, including loss of available labour, prolonged or temporary closures due to a COVID-19 outbreak, government orders that impact the operations of the Company's business. The COVID-19 pandemic has had, and could continue to have, a negative impact on financial markets and economic conditions. To the extent any of these events occur, our business, financial condition and operating results could be materially and adversely affected. The duration and severity of the COVID-19 pandemic are not known at this time and these factors could have an unpredictable impact on our operations and financial condition.

### **Risks Related to the Offering:**

#### ***Loss of Investment***

An investment in the Securities is suitable only for those investors who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment.

#### ***Negative Operative Cash Flow and Additional Funding Will be Required***

The Company has reported negative cash flow from operations in its most recently completed financial year. The net proceeds of any offering under this Prospectus will be used to fund the Company's business activities and negative operating cash flow. The funds raised may not be sufficient to meet all of the Company's ongoing financial requirements relating to the research, development and commercialization of the Company's products. The Company will require additional financing from external sources, such as joint ventures, debt financing or equity financing, in order to meet such requirement. The success and the pricing of any such capital raising and/or debt

financing will be dependent upon the prevailing market conditions at that time and upon the ability of a company with projects that are non-producing to attract significant amounts of debt and/or equity. There can be no assurance that such financing will be available to the Company or, if it is, that it will be offered on acceptable terms. If additional financing is raised through the issuance of equity or convertible debt securities of the Company, this may have a depressive effect on the price of the Company's securities and the interests of shareholders in the net assets of the Company will be diluted. Any failure by the Company to obtain required financing on acceptable terms could cause the Company to delay development and commercialization of its products and could have a material adverse effect on the Company's financial condition, results of operations and liquidity.

#### ***No Market for the Securities***

There is currently no trading market for any Debt Securities, Subscription Receipts, Warrants or Units that may be offered. No assurance can be given that an active or liquid trading market for these securities will develop or be sustained. If an active or liquid market for these securities fails to develop or be sustained, the prices at which these securities trade may be adversely affected. Whether or not these securities will trade at lower prices depends on many factors, including liquidity of these securities, prevailing interest rates and the markets for similar securities, the market price of the Securities, general economic conditions and the Company's financial condition, historic financial performance and future prospects.

#### ***Market Price of Common Shares***

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of Common Shares is also likely to be significantly affected by changes in the financial condition or results of the Company's operations as reflected in its financial statements. If an active market for the Common Shares does not continue, the liquidity of an investor's investment may be limited and the price of the Common Shares may decline below the price at which they were sold. If an active market does not continue, investors may lose their entire investment in the Common Shares. As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the long-term value of the Company.

#### ***Discretion in the Use of Net Proceeds***

The Company intends to use the net proceeds from the distribution of Securities hereunder as set forth under "Use of Proceeds". The Company maintains broad discretion to spend the proceeds in ways that it deems most efficient. The application of the proceeds to various items may not necessarily enhance the value of the Common Shares. The failure to apply the net proceeds as set forth under "Use of Proceeds" could adversely affect the Company's business and, consequently, could adversely affect the price of the Common Shares on the open market.

### **PRIOR SALES**

#### **Common Shares**

The following table summarizes details of Common Shares issued by the Company during the 12-month period prior to the date of this Prospectus:



Month Issued	Number of Securities	Security	Price per Security (\$)
March, 2021	12,500	Common Shares	0.35
February, 2021	18,750	Common Shares	0.35
January, 2021	18,750	Common Shares	0.60
January, 2021	18,750	Common Shares	0.35
December, 2020	2,259,200	Common Shares	1.00
October, 2020	7,500	Common Shares	0.35
September, 2020	17,500	Common Shares	0.60
August, 2020	35,000	Common Shares	0.35
July 2020	196,250	Common Shares	0.25
July 2020	25,000	Common Shares	0.35
June 2020	90,000	Common Shares	0.35
June 2020	122,500	Common Shares	0.20
April 2020	127,500	Common Shares	0.20
April 2020	400,000	Common Shares	0.25
January 2020	2,520,270	Common Shares	0.20
July 2019	3,199,812	Common Shares	0.25
July 2019	867,677	Common Shares	0.158
June 2019	206,250	Common Shares	0.20

### Warrants

The following table summarizes details of the warrants issued by the Company during the 12-month period prior to the date of this Prospectus:

Month Granted	Number of Securities	Security	Exercise Price per Security (\$)
December 2020	1,129,600	Warrant <sup>(1)</sup>	1.25

<sup>(1)</sup> Warrants issued pursuant to the Company's December 2020 private placement expire on December 16, 2022.

### Stock Options

The following table summarizes details of the stock options granted by the Company during the 12-month period prior to the date of this Prospectus:

Month Granted	Number of Securities	Security	Exercise Price per Security (\$)
November, 2020	250,000	Stock Options <sup>(1)</sup>	3.36
October, 2020	200,000	Stock Options <sup>(1)</sup>	7.91
September, 2020	665,000	Stock Options <sup>(1)</sup>	6.57
July, 2020	1,000,000	Stock Options <sup>(1)</sup>	7.47
April, 2020	80,000	Stock Options <sup>(1)</sup>	1.97
March, 2020	1,100,000	Stock Options <sup>(1)</sup>	0.60

<sup>(1)</sup> Options granted pursuant to the Company's Stock Option Plan for five (5) years from the date of the grants.

## TRADING PRICE AND VOLUME

The outstanding Common Shares of the Company are listed and posted for trading on the CSE under the symbol “SONA”. On April 13, 2020 the Common Shares also commenced trading on the OTCQB Venture Market in the United States under the symbol “SNANF”. The following sets out the price range and volumes traded or quoted on all trading platforms on which the Common Shares are traded<sup>(1)</sup> on a monthly basis for each month for the 12-month period before the date of this Prospectus:

Month	High (\$)	Low (\$)	Volume
March 2021 <sup>(2)</sup>	2.07	1.55	5,035,800
February 2021	2.34	1.20	12,688,108
January 2021	4.44	1.60	17,068,442
December 2020	5.38	0.82	30,420,606
November 2020	4.00	0.78	25,841,339
October 2020	11.02	2.59	11,956,530
September 2020	9.24	5.02	7,997,641
August 2020	15.16	6.51	17,619,800
July 2020	16.18	3.21	19,290,605
June 2020	4.14	2.52	9,725,618
May 2020	2.89	1.06	13,727,772
April 2020	2.68	1.09	19,394,445
March 2020	1.39	0.46	27,083,627
February 2020	2.32	0.12	5,059,181

<sup>(1)</sup> Trading information sourced from TSX InfoSuite and StockWatch.

<sup>(2)</sup> To March 22, 2021.

## LEGAL MATTERS AND INTERESTS OF EXPERTS

Unless otherwise specified in the Prospectus Supplement relating to the Securities, certain legal matters will be passed upon on our behalf by Stewart McKelvey with respect to matters of Canadian law. In addition, certain legal matters in connection with an offering and sale of Securities will be passed upon for any underwriters, dealers or agents by counsel to be designated at the time of such offering and sale by such underwriters, dealers or agents with respect to matters of Canadian and, if applicable, United States or other foreign law. As at the date hereof, the partners and associates of Stewart McKelvey, as a group, own less than 1% of the outstanding securities of the Corporation.

Except as disclosed above, no partner or associate, as applicable, of the afore-mentioned company and limited liability partnerships or persons indicated above are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or any associate or affiliate of the Company.

The Company’s auditors, Manning Elliott LLP are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

## AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Manning Elliott LLP, Chartered Professional Accountants, and Vancouver, British Columbia, Canada.

The registrar and transfer agent of the Company is Computershare Investor Services Inc., of Montreal, Quebec, Canada.

## EXEMPTIVE RELIEF

Pursuant to a decision of the Autorité des marchés financiers dated March 11, 2021, the Company was granted a permanent exemption from the requirement under section 40.1 of the Securities Act (Québec) to translate into French this Prospectus, as well as the documents incorporated by reference herein, and any Prospectus Supplement to be filed in relation to an “at-the-market distribution”. This exemption is granted on the condition that if the Company offers securities to Québec purchasers other than in relation to an “at-the-market distribution”, this Prospectus and the documents incorporated by reference herein and the Prospectus Supplement in respect of such offering be translated into French.

## PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces and territories of Canada provides purchasers of securities with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser are not sent or delivered to the purchaser. However, purchasers of Common Shares under an at-the-market distribution by the Company do not have the right to withdraw from an agreement to purchase the Common Shares and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, prospectus supplement, and any amendment relating to securities purchased by such purchaser because the prospectus, prospectus supplement, and any amendment relating to the securities purchased by such purchaser will not be sent or delivered, as permitted under Part 9 of NI 44-102.

Securities legislation in certain of the provinces and territories of Canada further provides purchasers with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contains a misrepresentation. Those remedies must be exercised by the purchaser within the time limit prescribed by securities legislation.

Any remedies under securities legislation that a purchaser of Common Shares distributed under an at-the-market distribution by the Company may have against the Company or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the prospectus referred to above.

A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

In addition, original purchasers of convertible, exchangeable or exercisable Securities (unless the Securities are reasonably regarded by the Company as incidental to the applicable offering as a whole) will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of the convertible, exchangeable or exercisable Security. The contractual right of rescission will be further described in any applicable Prospectus Supplement, but will, in general, entitle such original purchasers to receive the amount paid for the applicable convertible, exchangeable or exercisable Security (and any additional amount paid upon conversion, exchange or exercise) upon surrender of the underlying securities acquired thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable Security under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus.

In an offering of convertible, exchangeable or exercisable Preference Shares, Subscription Receipts, Warrants or convertible, exchangeable or exercisable Debt Securities (or Units comprised partly thereof), investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the Prospectus is limited, in certain provincial securities legislation, to the price at which 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 the conversion, exchange or exercise of the Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's

province for the particulars of this right of action for damages or consult with a legal advisor.

**CERTIFICATE OF THE COMPANY**

Dated: March 23, 2021

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement as required by the securities legislation of each of the provinces and territories of Canada.

(Signed) “David Regan”

DAVID REGAN  
Chief Executive Officer

(Signed) “Robert Randall”

ROBERT RANDALL  
Chief Financial Officer and Corporate Secretary

**ON BEHALF OF THE BOARD OF DIRECTORS**

(Signed) “James Megann”

JAMES MEGANN  
Director

(Signed) “Michael Gross”

MICHAEL GROSS  
Director