

19 March 2015

OFFER TO PURCHASE

BETWEEN:

Mag One Products Inc., ("MDD ") as Purchaser,
MDD is a public company based in Vancouver, B.C.

AND:


Shareholders of MagPower Systems Inc., ("Shareholders") Shareholders are residents of Canada

Shareholders own 100% of the shares of a private company called MagPower Systems Inc. (MagPower) MagPower is a development - stage private company whose focus was to develop and commercialize "magnesium-air batteries".

This then is MDD's Offer to Purchase from the Shareholders 100% of the shares of MagPower on the following terms & conditions:

1. Purchase Price/Consideration:

\$100 for the shares plus 2% of the gross cash flow (the "Royalty") generated by MagPower from any income source up to a cap of \$2 Million. MDD will have the ability to buy the Royalty obligation out for a total of \$1 Million for twenty-four months.

MagPower shareholders will receive warrants on a pro-rata basis to buy one common share of MDD for ~~two years~~ ^{ONE} at a price of \$1.00 in the first year and \$1.25 in the second year. ^{0.50} 
ENDING DECEMBER 31, 2018

2. Closing Date:

January 15, 2017 or sooner on completion of documents, removal of the subject clause, and MagPower's Board and shareholder approval.

3. Subject Clause:

This Offer is subject to a review of the assets and liabilities of MagPower which will include the technology, \$5.3 Million in tax losses, a secured debt and five trade payables. Subject to be waived or removed in writing within 30 days of the execution of this offer.

4. Miscellaneous Terms and Conditions:

- (a) On execution this is a binding agreement but additional documents may be needed to fully outline this Offer. Both parties agree to execute on a timely basis any additional documents,
- (b) Time is of the essence and this Offer is subject to the laws of B.C.

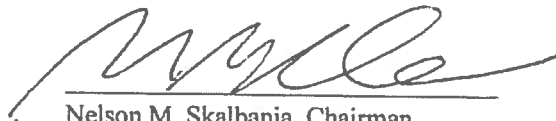


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- (c) On Closing the MagPower will approve 2 new directors of the company, and the existing directors of MagPower will all resign save one to be nominated subject to further discussion.
- (d) the largest shareholder of MagPower that is owed \$87,500 to agree to convert the principal of his loan to MDD shares with the interest portion becoming a security held against the working capital commitment in clause(g). If the \$1M is not met within two years the security will allow the holder to recapture the IP on the assumption that MDD is no longer interested in pursuing commercial possibilities.
- (e) MDD to have full access to the technology IP and other documents relating to the past R&D undertaken by MagPower,
- (f) A detailed list of the existing payables to be provided within 10 days of the execution of this offer along with a list of the perceived assets of the company including, patent, patent pending, equipment, prototype, models, etc.
- (g) On closing MDD's program is to provide up to \$1M in working capital to explore the commercial viability of the magnesium air technology. The \$1M to be a shareholders loan bearing interest at 6%, interest accrued. Use of proceeds will include term contracts to key MagPower personnel to assist in the technology and financial transfers.
- (h) This offer is further subject to Board approval of MDD,
- (i) Offer open for acceptance until December 15, 2016

SIGNED:

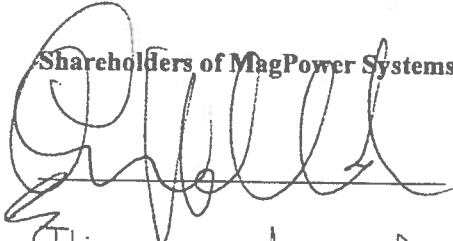
Mag One Products, Inc.,



Nelson M. Skalbania, Chairman

AGREED

Shareholders of MagPower Systems Inc.



This agreement was formally executed on August 31, 2017, pending the internal issue of the allocation of MagOne's warrants as per clause 1, to MagPower's shareholders