

NERDS ON SITE INC.
Minimum of \$4,000,000, Maximum of \$6,000,000
Term Sheet
August 30, 2018

A final prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of BC, AB and ON.

Copies of the final prospectus may be obtained from: Canaccord Genuity Corp., 16th Floor - 609 Granville Street, Vancouver, B.C. V7Y 1H2, Attention: Syndication Department.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final prospectus, and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

- Issuer:** Nerds On Site Inc. (the "Company");
- Offering:** Prospectus treasury offering of a minimum of 11,428,571 and a maximum of 17,142,857 Units (the "Offered Securities"), to raise total gross proceeds of a minimum of \$4,000,000 and a maximum of \$6,000,000 on a commercially reasonable efforts basis (the "Offering");
- Over-allotment Option:** The Company has granted the Agent an option (the "Over-Allotment Option") to increase the size of the Offering by up to 15% of the base offering to cover any over-allocation position (as such term is defined in National Instrument 41-101 – *General Prospectus Requirements*). The Over-Allotment Option allows the Agent to purchase up to an additional 2,571,428 Units on the same terms and conditions as the Offered Securities, exercisable in whole or in part, at the sole discretion of the Agent, at any time and from time to time until and including 60 days after the date of the closing of the Offering. Such Over-allotment Option will be qualified for distribution under the prospectus;
- Issue Price:** \$0.35 per Unit;
- Units:** Each Unit shall consist of one subordinate voting share in the capital of the Company ("Subordinate Voting Share") and one half of one Subordinate Voting Share purchase warrant ("Warrant"). Each whole Warrant shall entitle the holder thereof to acquire one Subordinate Voting Share at an exercise price of \$0.70 per Subordinate Voting Share for a period of 24 months from the date the Subordinate Voting Shares are listed on the Canadian Securities Exchange;

Use of Proceeds:	Subject to certain conditions, the net proceeds payable to the Company will be primarily used to fund the Company's expansion into the United States.
Type of Transaction:	Initial public offering on the Canadian Securities Exchange subject to a formal agency agreement, including industry standard "market out" clause, "material adverse change out" clause, "disaster out" clause and "regulatory proceedings out" clause, until the closing date of the Offering;
Offering Jurisdictions:	Initial public offering in the provinces of BC, AB and ON by way of a long form prospectus;
Exchange Listings:	The Canadian Securities Exchange has conditionally approved the listing of the Subordinate Voting Shares. Listing of the Subordinate Voting Shares is subject to the Company fulfilling all of the listing requirements of the Canadian Securities Exchange;
Cash Commission:	8% of the aggregate gross proceeds of the Offering payable in cash or Units (at the Issue Price), or any combination of cash or Units at the option of the Agent;
Agent's Warrant:	The Agent will receive Agent's warrants (the "Agent's Warrants") that will entitle the Agent to purchase such number of Units that is equal to 8% of the aggregate number of Units sold to purchasers under the Offering. Each Agent's Warrant will entitle the Agent to purchase one Unit at an exercise price of \$0.35 per Unit until the date which is 24 months from the date the Subordinate Voting Shares are listed on the Canadian Securities Exchange;
Closing Date:	The completion of the purchase and sale of the Offered Securities will occur on such date (the "Closing Date"), as the Company and the Agent may agree upon, but in any event not later than the date that is 90 days after the date on which the Company receives a receipt for the final prospectus.
Agent:	Canaccord Genuity Corp.