

This Offering Document (the “**Offering Document**”), constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.

**AMENDED AND RESTATED OFFERING DOCUMENT AMENDING AND RESTATING THE OFFERING DOCUMENT  
DATED JANUARY 23, 2024 UNDER THE LISTED ISSUER FINANCING EXEMPTION**

January 25, 2024

**MEGAWATT LITHIUM AND BATTERY METALS CORP.  
(the “**Issuer**”, “**MegaWatt**” or “**we**”)**

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**SUBSCRIPTION PRICE \$0.10 PER SHARE**

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**PART 1 SUMMARY OF OFFERING**

**What are we offering?**

<b>Offering:</b>	Common shares of the Issuer (“ <b>Shares</b> ”).
<b>Offering Price:</b>	\$0.10 per Share.
<b>Offering Amount:</b>	Up to 4,300,000 Shares for gross proceeds of up to \$430,000 (the “ <b>Offering</b> ”).  The aggregate of the Offering and the Concurrent Non-Brokered Private Placement (defined herein) shall be a minimum of 8,000,000 Shares for minimum gross proceeds of \$800,000 (the “ <b>Minimum Aggregate Offering</b> ”).
<b>Concurrent Non-Brokered Private Placement:</b>	In addition to the Offering, the Issuer may, at its discretion, complete a concurrent non-brokered private placement (the “ <b>Concurrent Non-Brokered Private Placement</b> ”) of up to 6,000,000 Shares for gross proceeds of up to \$600,000 to purchasers pursuant to applicable exemptions under National Instrument 45-106 – Prospectus Exemptions (“ <b>NI 45-106</b> ”). There is no minimum Concurrent Non-Brokered Private Placement and closing of the Offering is not conditional upon the closing of the Concurrent Non-Brokered Private Placement. The closing of the Concurrent Non-Brokered Private Placement may take place in one or more tranches as determined by the Issuer.  Shares acquired pursuant to the Concurrent Non-Brokered Private Placement will be subject to a statutory hold period of four months and one day from the date of distribution, and such purchasers will not be entitled to rely on the same rights contained in this Offering Document as those purchasers who acquire Shares in the Offering.
<b>Closing Date:</b>	In one or more closings and is expected to close the first tranche by January 31, 2024, or such earlier or later date(s) that the Issuer may determine.
<b>Exchange:</b>	The Shares of the Issuer are listed on the Canadian Securities Exchange (the “ <b>Exchange</b> ”), under the symbol “ <b>MEGA</b> ”.
<b>Last Closing Price:</b>	The closing price of the Shares on the Exchange on January 23, 2024, was \$0.11
<b>Description of Shares:</b>	The holders of Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Issuer, out of the moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; (ii) in the event of the dissolution, liquidation or winding-up of the Issuer,

	<p>whether voluntary or involuntary, or any other distribution of the assets of the Issuer among its shareholders for the purpose of winding-up its affairs, receive the remaining property and assets of the Issuer; and (iii) receive notice of and to attend all meeting of the shareholders of the Issuer and to have one vote for each Share held at all meetings of the shareholders of the Issuer, except for meeting at which only holders of another specified class or series of shares of the Issuer are entitled to vote separately as a class or series.</p>
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***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 Shares 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 U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. person or any person in the United States, absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. Securities issued to, or for the account or benefit of, a U.S. person or a person in the United States pursuant to exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and may be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.***

**Investors who participate in this Offering are deemed to have acknowledged certain facts and agreements on which the Issuer is relying. Please review the Appendix to ensure you agree with these acknowledgements and have provided the Issuer or the Agents with any required information. NOTHING IN THE APPENDIX MODIFIES ANY DISCLOSURE MADE BY THE ISSUER IN THIS OFFERING DOCUMENT.**

**All references in this Offering Document to “dollars” or “\$” are to Canadian dollars, unless otherwise stated.**

**General Information**

**The Issuer is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*. In connection with this Offering, the Issuer represents the following is true:**

- **The Issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Issuer 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 Issuer will not close this Offering unless the Issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Issuer 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 Note Regarding Forward-Looking Statements

This Offering Document contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “will”, “proposes”, “expects”, “estimates”, “intends”, “anticipates” or “believes”, or variations (including negative and grammatical 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. All statements, other than statements of historical fact, that address activities, events or developments that the Issuer believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Issuer) are forward-looking statements. Examples of such forward-looking statements in this Offering Document include the Issuer’s business plans focused on the exploration and development of the Issuer’s mineral properties; the proposed work program on the Issuer’s mineral properties; costs and timing of future exploration and development activities; timing and receipt of approvals, consents and permits under applicable legislation; use of available funds, including the proceeds of the Offering and the costs of the Offering; business objectives and milestones; and adequacy of financial resources. These forward-looking statements reflect the current expectations, assumptions or beliefs of the Issuer based on information currently available to the Issuer.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The material factors and assumptions used to develop the forward-looking statements contained in this Offering Document include, without limitation, the availability and final receipt of required approvals, licenses and permits, sufficient working capital, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to equity and debt markets and associated costs of funds, availability of a qualified work force, that the Issuer is able to procure equipment and supplies in sufficient quantities and on a timely basis, that engineering and exploration timetables and capital costs for the Issuer’s exploration plans are not incorrectly estimated or affected by unforeseen circumstances or adverse weather conditions, that any environmental and other proceedings or disputes are satisfactorily resolved, and that the Issuer maintains its ongoing relations with its business partners and governmental authorities.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results, performance or developments could differ materially from those anticipated in such statements. Although the Issuer believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. The factors identified above are not intended to represent a complete list of the factors that could affect the Issuer.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Issuer’s actual results, performance or developments to be materially different from any future results, performance or developments expressed or implied by the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Issuer. Prospective investors should carefully consider all information contained in this Offering Document including information contained in the section entitled “Cautionary Note Regarding Forward-Looking Statements”, before deciding to purchase the Shares. Additionally, purchasers should consider the risk factors set forth below, as well as risks described in the Issuer’s filings that are available on the Issuer’s profile on SEDAR profile at [sedarplus.ca](http://sedarplus.ca). Risks which may impact the forward-looking information contained in this Offering Document include but are not limited to, fluctuations in mineral and commodity prices; risks and hazards associated with the business of mineral exploration and development (including environmental hazards, potential unintended releases of contaminants, accidents, unusual or unexpected geological or structural formations); the speculative nature of mineral exploration and development; the Issuer’s ability to obtain additional funding; the absence of known resources; environmental risks and remediation measures, including evolving environmental regulations and legislation; changes in laws and regulations impacting exploration and mining activities; the Issuer’s mineral properties being subject to prior

unregistered agreements, transfers or claims and other defects in title; legal and litigation risks; statutory and regulatory compliance; insurance and uninsurable risks; the Issuer's history of losses and negative cashflow, which will continue into the foreseeable future; the Issuer's inability to pay dividends; volatility in the Issuer's share price, the continuation of the Issuer's management team and the Issuer's ability to secure the specialized skill and knowledge; relations with and claims by local communities and non-governmental organizations; actual and perceived political risks in local jurisdictions; the effectiveness of the Issuer's internal control over financial reporting; cybersecurity risks; general business, economic, competitive, political and social uncertainties; and public health crises such as the COVID-19 pandemic and other uninsurable risks.

## **PART 2 SUMMARY DESCRIPTION OF BUSINESS**

### **What Is Our Business?**

The Issuer was incorporated under the laws of the Province of British Columbia and under the *Business Corporations Act* (British Columbia) on December 11, 2017 under the name "Walcott Resources Ltd." On February 2, 2021, the Issuer changed its name to "MegaWatt Lithium and Battery Metals Corp.". The registered address of the Issuer is 1500-1055 West Georgia Street, Vancouver, British Columbia, Canada.

The Shares trade on the Exchange under the symbol "MEGA". The Issuer is a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

The Issuer is an exploration stage junior mineral resource company engaged in acquiring and exploring mineral resource properties. Its objective is to locate and develop precious and base metals, focusing on the exploration and development of its material properties, being the Cobalt Hill Property, consisting of eight mineral claims covering an area of approximately 1,727.43 hectares located in the Trail Creek Mining Division in the Province of British Columbia, Canada (the "**Cobalt Hill Property**"). Additionally, the Issuer has acquired an 80% interest in a company that indirectly holds a 100% interest (subject to a 2% NSR) in two prospective silver zinc projects in Australia, being the Tyr Silver Project (the "**Tyr Silver Project**") and the Century South Silver-Zinc Project, an indirect 100% interest (subject to a 1% NSR) in and to certain mining tenements in Northern Territory and New South Wales, Australia prospective for nickel-cobalt-scandium and rare earths (the "**New Age Properties**") and a 100% interest (subject to a 2% NSR) in and to the Route 381 Lithium Property, comprised of 40 mineral claims located in James Bay Territory, north of Matagami in the Province of Quebec, covering 2,126 hectares (the "**James Bay Lithium Project**").

### **Recent Developments**

The most material recent developments in our business are:

- On January 22, 2024, the Issuer announced the appointment of Casey Forward as interim CEO of the Issuer. In addition, the Issuer announced that it had granted 200,000 incentive stock options to Mr. Forward. The incentive stock options have an exercise price of \$0.11 per share and are valid for a 5-year period from the date of grant.
- On January 17, 2024 the Issuer announced that it had entered into a shares for debt agreement for the issuance of 900,000 common shares in the capital of the Issuer at a deemed price of \$0.10 per share to an arm's length creditor (the "**Creditor**") for settlement of debts owing to the Creditor in an aggregate amount of \$90,000 for general and administrative services provided to the Issuer by the Creditor
- On July 13, 2023 the Issuer announced that it had completed the acquisition of the remaining 20% of the issued and outstanding shares in the capital of 1256714 B.C. Ltd. ("**BC Co**"). The Issuer now holds 100% of the issued and outstanding shares in BC Co. BC Co owns a 100% interest (subject to a 2% NSR) in two prospective silver-zinc projects in Australia, being the Tyr Silver Project and the Century South Silver-Zinc Project.

- On May 3, 2023 the Issuer announced that effective on May 9, 2023, that the Issuer consolidated the common shares in the capital of the Issuer on the basis of one (1) post-consolidation share for every ten (10) pre-consolidation shares.

### Material Facts

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this Offering Document or in another document filed by the Issuer over the 12 months preceding the date of this Offering Document on the Issuer’s profile at [sedarplus.ca](http://sedarplus.ca). You should read these documents prior to investing.

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

The following table sets out: (i) the business objectives the Issuer expects to accomplish using its available funds following the Offering; (ii) the significant event(s) that must occur for each business objective to be accomplished; and (iii) the anticipated time period for completion and estimated cost for each such event.

Business Objectives	Preceding Significant Event(s) (each, an “Event”)	Expected Time Period for Event	Cost Related to Event
Ongoing exploration of Cobalt Hill Property	Exploration and/or drill program	3-12 months	\$25,000
	Property costs / option payment	3-12 months	\$2,500
Ongoing exploration of Tyr Silver Project	Exploration and/or drill program	3-12 months	\$25,000
	Property costs / option payment	3-12 months	\$5,000
Ongoing exploration of New Age Properties	Exploration and/or drill program	3-12 months	\$25,000
	Property costs / option payment	1-3 months	\$30,000
Ongoing exploration of James Bay Lithium Project	Net Exploration and/or drill program	3-8 months	\$30,000
	Property costs / option payment	3-6 months	\$10,000
<b>TOTAL:</b>			<b>\$152,500</b>

### PART 3 USE OF AVAILABLE FUNDS

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

		Assuming Minimum Aggregate Offering
<b>A</b>	Minimum Amount to be raised by the Offering	\$800,000
<b>B</b>	Selling commissions and fees	\$56,000
<b>C</b>	Estimated Offering costs (e.g., legal, accounting, audit)	\$25,000
<b>D</b>	Net proceeds of Offering: $D = A - (B+C)$	\$719,000
<b>E</b>	Working capital as at December 31, 2023, 2023	\$(225,000)
<b>F</b>	Additional sources of funding	\$nil

		<b>Assuming Minimum Aggregate Offering</b>
<b>G</b>	<b>Total available funds: G = D+E+F</b>	<b>\$494,000</b>

Note:

(1) The Issuer intends to use proceeds above the Minimum Aggregate Offering, if any, towards unallocated working capital which the Issuer expects to deploy to accelerate existing business objectives and evaluate or implement potential strategic investments.

### How will we use the available funds?

The Issuer intends to use the available funds as follows:

<b>Description of intended use of available funds listed in order of priority</b>	<b>Assuming Minimum Aggregate Offering</b>
Exploration – Cobalt Hill Property	\$27,500
Exploration – Tyr Silver Project	\$30,000
Exploration – New Age Properties	\$55,000
Exploration – James Bay Lithium Project	\$40,000
General and administrative	\$225,000
Marketing	\$100,000
Unallocated working capital	\$16,500
<b>Total: Equal to G in the Use of Available Funds table</b>	<b>\$494,000</b>

Note:

(1) The Issuer intends to use proceeds above the Minimum Aggregate Offering, if any, towards unallocated working capital which the Issuer expects to deploy to accelerate existing business objectives and evaluate or implement potential strategic investments.

The above-noted allocation of capital and anticipated timing represents the Issuer's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Issuer intends to expend the proceeds from the 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 Issuer's ability to execute on its business plan. The Issuer has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow beyond the 12 months after the Closing Date of the Offering. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. See the "Cautionary Note Regarding Forward-Looking Information" section above.

The most recent audited financial statements of the Issuer included a going-concern note. The Issuer is still in the exploration stage and the Issuer has not yet generated positive cash flows from its operating activities, which may cast doubt on the Issuer's ability to continue as a going concern. The Offering is intended to permit the Issuer to continue to explore its properties, and is not expected to affect the decision to include a going concern note in the next financial statements of the Issuer.

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

The Issuer has not raised funds in the previous 12 months.

## PART 4 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 Issuer intends to pay a cash finders' fee of up to 7% of the gross proceeds raised by the Issuer from the sale of Shares to the subscribers directly introduced to the Issuer by eligible finders. In addition, the Issuer intends to issue to such eligible finders non-transferable finders' warrants of up to 7% of the number of Shares sold to such subscribers. Such finders' warrants shall entitle the holder to acquire one Common Share at a price of \$0.11 per Common Share for a period of 12 months. At this time, the names of such finders and the amount compensation to be paid are unknown.

## **PART 5 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 Issuer, or**
- b) to damages against the Issuer 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 securities.**

**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.**

## **PART 6 ADDITIONAL INFORMATION ABOUT THE ISSUER**

### **Where can you find more information about us?**

You can access the Issuer's continuous disclosure under its profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**PART 7 DATE AND CERTIFICATE**

Dated: January 25, 2024

**This Offering Document, together with any document filed under Canadian securities legislation on or after January 25, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

*"Casey Forward"*

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Casey Forward  
Chief Executive Officer

*"Kelvin Lee"*

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Kelvin Lee  
Chief Financial Officer



## APPENDIX TO OFFERING DOCUMENT

### APPENDIX A

#### ACKNOWLEDGEMENTS OF THE INVESTOR

Each purchaser of the Shares (the “Investor”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Issuer, as at the date hereof, and as of the Closing Date:

- a) The Investor acknowledges that this Offering is a private placement and accordingly is exempt from the prospectus filing requirements of applicable securities laws. The Investor has received a copy of the Offering Document, has had an opportunity to read it and understands that it does not contain all the information about the Issuer that would be contained in a prospectus;
- b) Unless the Investor has otherwise confirmed or agreed in writing to the Issuer, the Investor hereby confirms that:
  - i. the Investor does not own any other securities of MegaWatt;
  - ii. the Investor is not an “insider” (as that term is defined in the *Securities Act* (British Columbia)) of the Issuer;
  - iii. the Investor is not a Related Person (as that term is defined in the policies of the Canadian Securities Exchange) of the Issuer; and
  - iv. the Investor is not a “registrant” (as that term is defined in the *Securities Act* (British Columbia));
- c) the Investor confirms that it (i) has such knowledge and experience in financial and business affairs as to be capable of evaluating the merits and risks of its investment in the Shares (including the potential loss of its entire investment); (ii) is aware of the characteristics of the Shares and understands the risks relating to an investment therein; and (iii) is able to bear the economic risk of loss of its investment in the Shares and understands that it may lose its entire investment in the Shares;
- d) the Investor is resident in the jurisdiction disclosed to the Issuer and the Investor was solicited to purchase only in such jurisdiction;
- e) to the Investor’s knowledge and belief, the subscription for the Shares by the Investor does not contravene any of the applicable securities legislation in the jurisdiction in which the Investor resides and does not give rise to any obligation of the Issuer to prepare and file a prospectus, registration statement or similar document or to register the Shares;
- f) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Issuer 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 Investor acknowledges that the Issuer and/or the Agents may in the future be required by law to disclose the Investor’s name and other information relating to the Investor’s subscription of the Shares, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Investor (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 Investor; and (ii) it will promptly

notify the Issuer if the Investor discovers that any of such representations ceases to be true, and to provide the Issuer with appropriate information in connection therewith;

- g) neither the Issuer nor any of its directors, employees, officers, affiliates or agents has made any written or oral representations to the Investor: (i) that any person will resell or repurchase the Shares; (ii) that any person will refund all or any part of the subscription amount; or (iii) as to the future price or value of the Shares;
- h) the Investor is not purchasing the Shares with knowledge of any material information concerning the Issuer that has not been generally disclosed. The Investor's Shares are not being purchased by the Investor as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Issuer or any other person and is based entirely upon the Offering Document and the Issuer's continuous disclosure record at [www.sedarplus.ca](http://www.sedarplus.ca);
- i) no securities commission, agency, governmental authority, regulatory body, stock exchange or other regulatory body has reviewed or passed on the investment merits of the Shares and there is no government or other insurance covering the Shares;
- j) if the Investor is:
  - i. a corporation, it is duly incorporated and is validly subsisting under the laws of the jurisdiction where it has provided a business address to the Issuer and has all requisite legal and corporate power and authority to subscribe for the Shares;
  - ii. a partnership, syndicate or other form of unincorporated organization, the Investor has the necessary legal capacity and authority to observe and perform its covenants and obligations under this Offering Document and has obtained all necessary approvals in respect thereof; or
  - iii. an individual, the Investor is of the full age of majority and is legally competent to observe and perform his or her covenants and obligations under this Offering Document;
- k) the Investor is responsible for obtaining such 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 Investor is not relying on legal or tax advice provided by the Issuer or its counsel;
- l) the purchase of the Shares will not breach any third party agreement or court order to which the Investor is subject;
- m) where required by law, the Investor is either purchasing the Shares as principal for its own account and not as agent or trustee for the benefit of another or is deemed to be purchasing the Shares as principal for its own account in accordance with applicable Securities Laws;
- n) all capitalized terms used herein without definition have the respective meanings ascribed to them in the accompanying Offering Document;

#### **United States Investors - Additional Acknowledgements**

- o) unless the Investor has separately delivered to the Issuer and the Agents a U.S. Representation Letter (in which case the Investor makes the representations, warranties and covenants set forth therein), the Investor (i) is not a U.S. person, and is not in the United States, its territories or possessions, any State of the United States or the District of Columbia (collectively, the "**United States**"), (ii) was outside of the United States at the time the buy order for the Shares was originated, (iii) is not subscribing for the Shares for the

account or benefit of a U.S. person or a person in the United States, (iv) is not subscribing for the Shares for resale in the United States, and (v) was not offered the Shares in the United States; and

- p) the Investor is aware that the Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and that the Shares may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States without registration under the U.S. Securities Act and all applicable U.S. state securities laws, or without compliance with the requirements of an exemption from such registration, and it acknowledges that the Issuer has no obligation or present intention of filing a registration statement under the U.S. Securities Act or any U.S. state securities laws in respect of the sale or resale of any of the Shares.

## APPENDIX B

### INDIRECT COLLECTION OF PERSONAL INFORMATION

By purchasing Shares, the purchaser (each a “Purchaser”) acknowledges that the Issuer and its respective agents and advisers may each collect, use and disclose its name and other specified personally identifiable information (including its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Shares 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 Shares to be issued to the Purchaser. The Information may also be disclosed by the Issuer 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 Shares the Purchaser acknowledges (A) 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; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Shares, the Purchaser shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

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) 297-6156  
Public official contact: 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) 899-6506  
Email: FOI-privacy@bcsc.bc.ca  
Public official contact: FOI Inquiries

**The Manitoba Securities Commission**

500 – 400 St. Mary Avenue  
Winnipeg, Manitoba R3C 4K5  
Telephone: (204) 945-2548  
Toll free in Manitoba 1-800-655-5244  
Facsimile: (204) 945-0330  
Public official contact: Director

**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

**Government of Nunavut**

**Department of Justice**  
Legal Registries Division  
P.O. Box 1000, Station 570  
1st Floor, Brown Building  
Iqaluit, Nunavut X0A 0H0  
Telephone: (867) 975-6170  
Facsimile: (867) 975-6195  
Public official contact: Superintendent of Securities

**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: Inquiries Officer

**Prince Edward Island Securities Office**

95 Rochford Street, 4th Floor Shaw Building  
P.O. Box 2000  
Charlottetown, Prince Edward Island C1A 7N8  
Telephone: (902) 620-3870  
Facsimile: (902) 368-5283  
Public official contact: Superintendent of Securities

**Autorité des marchés financiers**

800, Square Victoria, 22e étage  
C.P. 246, Tour de la Bourse  
Montréal, Québec H4Z 1G3

Facsimile: (506) 658-3059  
Email: info@fcbn.ca  
Public official contact: Chief Executive Officer and Privacy Officer

**Government of Newfoundland and Labrador**

**Financial Services Regulation Division**

P.O. Box 8700, 1 Prince Philip Drive  
2nd Floor, West Block, Confederation Building  
St. John's, Newfoundland and Labrador A1B 4J6  
Attention: Director of Securities  
Telephone: (709) 729-4189  
Facsimile: (709) 729-6187  
Public official contact: Superintendent of Securities

**Government of the Northwest Territories**

**Office of the Superintendent of Securities**

P.O. Box 1320  
1st Floor Stuart Hodgson Building, 5009 49th Street  
Yellowknife, Northwest Territories X1A 2L9  
Attention: Deputy Superintendent, Legal & Enforcement  
Telephone: (867) 767-9305  
Facsimile: (867) 873-0243  
Public official contact: Superintendent of Securities

**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: Executive Director

Telephone: (514) 395-0337 or 1-877-525-0337  
Facsimile: (514) 873-6155 (For filing purposes only)  
Facsimile: (514) 864-6381 (For privacy requests only)  
Email: financementdesocietes@lautorite.qc.ca (For corporate  
finance issuers); fonds\_dinvestissement@lautorite.qc.ca (For  
investment fund issuers)  
Public official contact: Secrétaire générale

**Financial and Consumer Affairs Authority of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 4H2  
Telephone: (306) 787-5645  
Facsimile: (306) 787-5899  
Public official contact: Director

**Government of Yukon**

**Department of Community Services**

Office of the Superintendent of Securities  
307 Black Street  
Whitehorse, Yukon Y1A 2N1  
Telephone: (867)667-5466  
Facsimile: (867) 393-6251  
Email: securities@gov.yk.ca  
Public official contact: Superintendent of Securities