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These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

December 18, 2023

AMENDED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION



ASEP MEDICAL HOLDINGS INC.
(the “Company” or “ASEP”)

SUMMARY OF OFFERING

What are we offering?

Offering:	Units at a price of \$0.20 per unit (each, a “Unit”). Each Unit consists of one (1) common share in the capital of the Company (each, a “Common Share”) and one Common Share purchase warrant (each, a “Warrant”). Each Warrant is exercisable into one (1) Common Share (each, a “Warrant Share”) at a price of \$0.26 per Warrant Share for a period of two (2) years from the issue date of the Warrants.
Offering Price:	\$0.20 per Unit (the “Issue Price”).
Offering Amount:	Up to 10,000,000 Units, for gross proceeds of up to \$2,000,000 (the “Offering”).
Closing Date:	The Offering will close in one or more tranches, on or before January 12, 2024 (the date of closing of each tranche being a “Closing Date”).
Exchange:	The Common Shares are listed on the Canadian Securities Exchange (“CSE”) under the trading symbol “ASEP”, on the OTCQB Venture Market (“OTCQB”) under the trading symbol “SEPSF” and on the Frankfurt Stock Exchange under the trading symbol “JJ8”.
Last Closing Price:	The last closing price of the Common Shares on the CSE, on the OTCQB and on the Frankfurt Stock Exchange on November 29, 2023 (the date of the initial Offering Document) was \$0.275, US\$0.245 and €0.181, respectively. November 29, 2023 was the date of the initial Offering Document which is amended hereby.

Description of the Common Shares

The holders of Common Shares are entitled to one vote for each Common Share held at all meetings of Shareholders, to receive dividends if, as and when declared by the Board, and to participate in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. The Common Shares carry no pre-emptive rights, conversion or exchange rights, or redemption, retraction, repurchase, sinking fund or purchase fund provisions. There are no provisions requiring a holder of Common Shares to contribute additional capital, and no restrictions on the issuance of additional securities by the Company. There are no restrictions on the repurchase or redemption of Common Shares by the Company except to the extent that any such repurchase or redemption would render the Company insolvent.

Description of the Warrants

Each Warrant will entitle the holder thereof to acquire one Warrant Share at an exercise price of \$0.26 per Warrant Share at any time prior to 5:00 p.m. (Vancouver time) on the date that is two (2) years from the issue date of the Warrants, after which time each outstanding Warrant will expire (the “**Expiry Date**”).

The certificates representing the Warrants (each, a “**Warrant Certificate**”) will provide, in the event of certain alterations of the Common Shares, that the number of Warrant Shares which may be acquired by a holder of Warrants upon the exercise thereof will be accordingly adjusted for the number and price of the securities issuable upon the occurrence of certain events including but not limited to any subdivision, consolidation or reclassification of the Common Shares, payment of dividends outside of the ordinary course, or amalgamation/merger.

No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional Warrant Shares. The holding of Warrants will not make the holder thereof a shareholder or entitle such holder to any right or interest in respect of the Warrant Shares except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights enjoyed by shareholders.

The Warrants are not transferrable. The Warrants will not be listed on the CSE and there is currently no market through which the Warrants may be sold.

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

- the Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;
- the Company has filed all periodic and timely disclosure documents that it is required to have filed;
- the total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$10,000,000;
- the Company will not close this offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and
- the Company will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning the planned timeline for development and commercialization of the Company’s technology, including development timelines and anticipated costs; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the sufficiency of the proceeds of the Offering to fund the Company’s business plan for the 12 months following the Closing Date; the completion of the Offering and the expected Closing Date. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: the Company’s ability to generate profits; the Company’s ability to manage growth; the adverse effect of competitors on the Company’s operation, strategies and profitability; the Company’s ability to successfully develop, protect and commercialize its technology; changes to the Company’s stated business plan; the operational risks against which the Company may not be insured against or for which insurance is not available; the impact of negative cash flows on the Company’s operations and how, if the Company is unable to obtain further financing, the Company’s business operations may fail; the impact of government regulations that can negatively affect economic justifications and or models; other risks described from time to time in our documents filed with Canadian securities regulatory authorities; the volatility of the capital markets; dilution as a result of future issuances of equity securities; conflict of interests of the Company’s directors and officers, as applicable; adverse impacts on the Company’s reported results of operations as a result of adopting new accounting standards or interpretations; changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters; environmental risks; litigation risks; potential dilution of present and prospective shareholdings; currency risks; and financial reporting standards.

This list is not exhaustive of the factors that may affect any of the Company’s forward-looking statements or forward-looking information. Forward-looking information includes statements about the future and are inherently uncertain, and the Company’s actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this Company’s continuous disclosure filings available at www.sedarplus.ca.

The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

ASEP is in the business of acquiring and developing research and development assets, technologies and/or businesses in the area of life sciences and medical diagnostics.

As of the date hereof, the Company has the following subsidiaries:

	Principal Activity	Location	Percentage Owned
SafeCoat Medical Inc. (" SafeCoat ")	Life Sciences	Canada	88% ⁽¹⁾
ASEP Medical Inc.	Life Sciences	Canada	100%
ABT Innovations Inc. (" ABT ")	Life Sciences	Canada	50.1% ⁽²⁾
Sepset Biosciences Inc. (" Sepset ")	Life Sciences	Canada	50.1% ⁽²⁾

⁽¹⁾ As of the date hereof, ASEP has ownership over 100% of the issued and outstanding shares in SafeCoat. However, pursuant to the Start-Up License Agreement (as defined below), ASEP has an obligation to issue shares in SafeCoat such that, following the share issuance, ASEP will hold 88% of the total issued and outstanding shares in SafeCoat, with the University of British Columbia ("**UBC**") and certain inventors, as detailed below, holding 12% of the total issued and outstanding shares. ASEP has not yet satisfied its share issuance obligation under the Start-Up License Agreement (as defined below).

⁽²⁾ The 50.1% interest in each of ABT and Sepset is owned indirectly by ASEP through its wholly-owned subsidiary, ASEP Medical Inc.

The Company's subsidiary, ABT, owns 100% of ABT Peptides Inc, an inactive company incorporated in British Columbia, Canada.

SafeCoat Medical Inc.

SafeCoat was incorporated on November 7, 2022 pursuant to the provisions of the BCBCA under the name "SafeCoat Medical Inc." for the purpose of ensuring the commercialization of medical devices with a proprietary anti-microbial, antifouling coating. Its novel coating that is being in-licensed from the University of British Columbia is characterized by superior broad-spectrum antifouling and antibiofilm activity demonstrated in animal models, proven biocompatibility, applicability to a broad range of surfaces and materials to prevent infection, resilience and stability, long-term activity due to its unique structure, and ability to repel proteins, bacteria and other fouling agents. This coating can be applied to diverse substrates including medical devices such as prosthetics, catheters, contact lenses etc. that can lead to a high rate of infections due to bacterial biofilms that can coat and compromise these devices.

On July 21, 2023, SafeCoat entered into a license agreement (the "**Start-Up License Agreement**") with the University of British Columbia ("**UBC**") and certain inventors pursuant to which UBC and the inventors provided a worldwide exclusive license to SafeCoat for the use and sublicense of certain technology developed by UBC and the inventors. As partial consideration for the license, SafeCoat agreed to grant UBC and the inventors a 12% equity interest in SafeCoat. As such, ASEP has an outstanding obligation to issue shares in SafeCoat that has not been satisfied as of the date hereof. Following the share issuance, ASEP will hold 88% of the total issued and outstanding shares of SafeCoat, while UBC and certain inventors will hold 12% of the total issued and outstanding shares of SafeCoat.

ABT Innovations Inc.

ABT was incorporated on July 3, 2015 pursuant to the provisions of the BCBCA under the name "ABT Innovations Inc." for the purpose of ensuring the commercialization of the broad peptide technology developed by its founder, Dr. Robert E.W. Hancock. This peptide technology covers a broad range of therapeutic applications including bacterial biofilm infections (medical device infections, chronic infections, lung, bladder, wound, dental, skin, ear, nose and throat, sinusitis, orthopedic, etc.), representing two thirds of all infections, anti-inflammatories, anti-

infective immune-modulators and vaccine adjuvants. ASEP owns a 50.1% interest in ABT indirectly through its wholly-owned subsidiary, ASEP Medical Inc.

Sepset Biosciences Inc.

Sepset was incorporated on April 23, 2015 pursuant to the provisions of the BCBCA under the name “Sepset Biosciences Inc.” for the purpose of ensuring the commercialization of a diagnostic kit for predicting the onset of severe sepsis and organ failure that was developed by its founder Dr. Robert E.W. Hancock. Its diagnostic technology involves a patient gene expression signature that is identified in the blood and assessable by nucleic acid amplification technologies. Sepset’s diagnostic technology differs from current diagnostic tests in enabling diagnosis of severe sepsis within 1-2 hours of first clinical presentation (i.e., in the emergency room), while other diagnostics only provide diagnosis after 24-48 hours. Sepset believes this will enable critical early decisions to be made by physicians regarding appropriate therapies and reduces mortality and morbidity. ASEP owns a 50.1% interest in Sepset indirectly through its wholly-owned subsidiary, ASEP Medical Inc.

Hunan Sanway SepSMART Ltd. (“SepSMART”)

On November 21, 2023, the Company announced that, through its subsidiary Sepset, it has signed a definitive joint venture agreement (the “**JV Agreement**”) with leading Chinese medical diagnostic company, Sansure Biotech Inc. (“**Sansure**”), through its subsidiary, Hunan Xiang Jiang Sansure Biotech Fund, L.P. (the “**Sansure Fund**”). Pursuant to the JV Agreement, Sepset and Sansure Fund will create a joint venture entity located in Mainland China, SepSMART, with Sansure Fund owning a 75% interest and Sepset owning a 25% interest in SepSMART. As such, following the completion of the Transaction (as defined below), ASEP will indirectly hold a 25% interest in SepSMART through Sepset. For more information regarding the JV Agreement, see “*Recent Developments*”.

Recent Developments

On January 6, 2023, the Company announced that it had signed a Letter of Intent for a joint venture with Bahrain-based Seaspring W.L.L. for regulatory approval and commercialization of sepsis diagnosis technology in the Kingdom of Bahrain, Middle East and North Africa.

On January 20, 2023, the Company announced the adoption of a Long-Term Performance Incentive Plan (the “**Plan**”) and the grant of stock options.

On January 27, 2023, the Company announced it had signed a term sheet to form a joint venture with a leading Chinese medical diagnostic company, Sansure Biotech Inc. for the commercialization of the SepsetER diagnostic test in China.

On March 6, 2023, the Company announced the appointments of General Wesley Clark (Ret), David Johnson, J. Bernard Rice, Dr. Islam Mohamed and Thomas O’Shaughnessy to the Company’s advisory board (the “**Advisory Board**”) and Dr. Rob Stenstrom, as Medical Director. On March 7, 2023, the Company issued an aggregate of 300,000 stock options to Dr. Stenstrom, Mr. Mohamed, and Mr. O’Shaughnessy in connection with their appointments to the Advisory Board. The stock options expire on the earlier of: (i) 90 days following termination of the advisory board agreement, (ii) ten years from the date of grant, (iii) such other date as may be required under the rules and policies of any stock exchange upon which securities of the Company may be listed from time to time, and (iv) such other date as may be specified in the Plan pursuant to which the stock options were granted. In addition, an aggregate of 700,000 restricted share units (“**RSUs**”) were granted to Mr. Johnson, Mr. Mohamed, Mr. Rice, Mr. O’Shaughnessy, and General Clark in connection with their appointments to the Advisory Board. Subject to a deferral right and subject to prior shareholder approval, the RSUs vest 25% on June 1, 2023, 25% on September 1, 2023, 25% on December 1, 2023, and 25% on March 1, 2024.

On June 9, 2023, further to the letter of intent announced on January 6, 2023, the Company announced it had signed a Definitive Agreement for Joint Venture with Bahrainbased Seaspring W.L.L. for Regulatory Approval and Commercialization of Sepsis Diagnosis Technology in the Kingdom of Bahrain, the Middle East and North Africa.

On June 20, 2023, the Company announced the appointment of Louise Rose Pacini to its Advisory Board. In connection with the appointment, on July 5, 2023, the Company granted 93,034 stock options to purchase up to 93,034 common shares of the Company to Ms. Pacini. The options are exercisable for a period of 10 years from the date of grant at a price of \$0.39 per common share. The options expire on the earlier of: (i) 90 days following termination of the agreement, (ii) ten years from the date of grant, (iii) such other date as may be required under the rules and policies of any stock exchange upon which securities of the Company may be listed from time to time, and (iv) such other date as may be specified in the Plan pursuant to which the options were granted. In addition to the stock options, the Company issued 13,034 restricted share units to Ms. Pacini in connection with his appointment to the Company's Advisory Board. Subject to a deferral right, the RSUs vest 25% on September 20, 2023, 25% on December 20, 2023, 25% on March 20, 2024, and 25% on June 20, 2024.

On June 23, 2023, the Company announced along with their academic partners at UBC, that they have been awarded a grant from the NanoMedicines Innovation Network (NMIN) to investigate further and identify an optimal nanoparticle-peptide solution with the specific goal of treating chronic sinus infections caused by biofilms. The funds (\$200,000) will be used to establish pre-clinical toxicology parameters of the peptide technology and determine the pharmacokinetic and pharmacodynamic properties of the peptide when delivered intranasally to guide dosing regimens. This information will contribute to a preIND (Investigational New Drug) meeting with the FDA and move the Company another step closer to formal clinical trials in humans.

The Company held its annual general meeting of shareholders on June 30, 2023 and all of the motions proposed in the Notice of Annual General Meeting dated May 31, 2023, which was filed on SEDAR+ together with the Management's Information Circular, were approved by the shareholders.

On July 14, 2023, the Company announced the results of a recent scientific study led by the Company's Founder, Chair and CEO, Dr. Robert Hancock, that concluded that severe COVID-19 is a form of sepsis based on analysis of blood gene expression signatures. Importantly, this study highlights the potential benefits of a rapid diagnostic test for sepsis, such as the Company's SepsetER (TM) sepsis diagnostic test, that could identify COVID-19 patients at risk of developing severe sepsis as well as providing a path to a precision medicine approach to enable individualized treatment for the disease. Asep is an innovator on the front lines of sepsis diagnosis. In advanced development, the Company's technology could significantly benefit the fight against sepsis in future pandemics, not just COVID-19. The study results were published on January 23, 2023, in the scientific journal Scientific Reports.

On July 31, 2023, the Company announced that, as of July 21, 2023, it completed the final milestone in its acquisition of SafeCoat and entered into the Start-Up License Agreement, an exclusive worldwide license agreement with the UBC, through its subsidiary SafeCoat, for the use, development, and commercialization of a ground-breaking medical device coating technology.

On November 21, 2023, the Company announced that, through its subsidiary Sepset, it has signed the JV Agreement with Sansure, through its subsidiary, Sansure Fund. Sansure Fund is an investment fund formed by Sansure, Changsha Sanway Spring Venture Capital CO., Ltd. ("**Sanway Spring**") and certain other investors. The JV Agreement was signed on October 27, 2023. Formation of the joint venture and closing of the Transaction remain subject to the satisfaction of various conditions, including without limitation approval of the Chinese government.

Under the JV Agreement, the registered capital of the joint venture entity, Hunan Sanway SepSMART Ltd. ("**SepSMART**"), which will be based in Changsha, China, will be RMB 50,000,000 (the "**Total Registered Capital**") with (a) the Sansure Fund subscribing for RMB 37,500,000.00 (~CAD\$ 7 million) thereof, representing seventy-five percent (75%) of the Total Registered Capital and (b) Sepset deemed to be subscribing for RMB 12,500,000 (~CAD\$ 2.4 million) thereof, representing twenty-five percent (25%) thereof through the contribution of certain patent rights to Sepset's first generation rapid sepsis test, SepsetER, pursuant to a technology license and collaboration agreement

concurrently entered into on October 27, 2023 between Sepset and SepSMART (the “**License Agreement**” and together with the JV Agreement, the “**Transaction**”). Formal registration of SepSMART with the applicable regulatory body in China is a condition precedent of the JV Agreement. The License Agreement grants SepSMART the exclusive right to commercialize SepsetER in Mainland China, the Hong Kong Special Administrative Region, the Macao Special Administrative Region and the Taiwan area for a period of eight (8) years and requires SepSMART to pay periodic royalty payments to Sepset on a performance basis. The Transaction represents a significant milestone for Asep and supports its manufacturing and distribution strategy based on global partnerships with companies that offer existing market knowledge and sales channels.

In connection with entry into the JV Agreement, ASEP, Sepset, Sanway Spring and the Sansure Fund entered into a side letter (the “**Side Letter**”) to provide certain additional representations, warranties, agreements and terms in relation to the joint venture. Pursuant to the Side Letter, ASEP and Sansure entered into a performance warrant issuance agreement whereby ASEP agreed to provide 3,000,000 performance warrants (the “**Performance Warrants**”) to Sansure or its designated nominees, subject to the required approvals and compliance with applicable securities laws and stock exchange policies. Each Performance Warrant is exercisable into one common share of ASEP at an exercise price of \$1.00 per common share until the first anniversary of the signing of the JV Agreement. The Performance Warrants and underlying common shares are subject to a hold period expiring four months and one day from the date of issuance.

On November 24, 2023, the Company announced its artificial intelligence-based sepsis diagnostic technology, called SepsetER TM, has received successful patent approval in the United States. The Company received confirmation from its attorneys of its US Patent Application No. 16/279788, which has been subsequently validated in the US, representing 332 million people. This patent is in addition to the European and Australian patents awarded to the Company in November of 2022, which represent approximately 400 million people.

On November 30, 2023, the Company announced the Offering.

On December 18, 2023, the Company announced its intention to settle an aggregate of \$783,186 in debt relating to outstanding debentures and invoices for services rendered. Subject to compliance with applicable securities laws and CSE policies, and to the terms and conditions of the debt settlement agreements, an aggregate of 3,915,930 units at a deemed price of \$0.20 per unit will be issued in settlement of the debt. Each unit is comprised of one common share and one non-transferrable share purchase warrant which is exercisable into one additional common share at \$0.26 per share for two years from the date of issuance. Of the aforementioned amount, aggregate of 105,000 units will be issued to the CFO of the Company for the settlement of \$21,000 of the debt.

On December 18, 2023, the Company also announced the advancement of a \$500,000 non-revolving credit facility to the Company by an arm’s length lender (the “**Credit Facility**”). The Company may draw funds from the Credit Facility from time to time over a period of 12 months from entry into the Credit Facility (each, an “**Advance**”), and any funds advanced will bear interest at a rate of 12% per annum. The amounts advanced under the Credit Facility are unsecured and payable on demand. Upon the first Advance, and for each Advance thereafter, the Company has agreed to issue non-transferable common share purchase warrants (the “**Bonus Warrants**”) to the lender, on a pro-rata basis determined by the size of each Advance, up to an aggregate of 480,770 Bonus Warrants. Each Bonus Warrant will be exercisable into one (1) Common Share (each, a “**Bonus Warrant Share**”) at a price of \$0.26 per Bonus Warrant Share for a period of two (2) years from the date of issuance and will be subject to any required approvals and compliance with applicable securities laws and CSE policies.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

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

The Company expects to utilize the funds for regulatory review and approvals, general corporate and administrative expenses, and investor relations and communications.

USE OF AVAILABLE FUNDS

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

		Minimum Amount	Maximum Amount
A	Amount to be raised by this offering	\$500,000	\$2,000,000
B	Selling commissions and fees ⁽¹⁾	(\$40,000)	(\$40,000)
C	Estimated offering costs (e.g., legal, accounting, audit)	(\$25,000)	(\$25,000)
D	Net proceeds of offering: D = A – (B+C)	\$435,000	\$1,935,000
E	Working capital as at November 30, 2023 (deficiency) ⁽²⁾	(\$871,216)	(\$871,216)
F	Additional sources of funding ⁽³⁾	\$1,931,000	\$1,931,000
G	Total available funds: G = D+E	\$1,494,784	\$2,994,784

Notes:

- (1) The Company anticipates raising \$500,000 in gross proceeds through subscriptions introduced through a Finder (as defined below). The Company intends to pay the Finder an 8% cash commission of the gross proceeds raised in respect of the Offering from subscribers introduced by the Finder, in addition to Finder's Warrants (as defined below) to acquire in aggregate that number of Common Shares which is equal to 8% of the number of Units sold under the Offering to subscribers introduced by the Finder. For additional details, see "Fees and Commissions" below.
- (2) There has been a significant decline in the Company's working capital since the December 31, 2022 audited annual financial statements, as funds on hand were used for general and administrative expenses, research and development and the ongoing development of the Company's current business endeavors.
- (3) Estimated grant funding of USD\$750,000 (CAD\$1,020,000); adjustment to working capital to reflect shares for debt settlement of \$411,000 included in current liabilities; and the availability of the \$500,000 Credit Facility.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Minimum Amount	Maximum Amount
Regulatory review and approvals	\$378,534	\$1,577,534
General corporate and administrative expenses ⁽¹⁾	\$1,044,000	\$1,044,000
Investor Relations and Communication	\$72,250	\$373,250
Unallocated working Capital	\$Nil	\$Nil
Total	\$1,494,784	\$2,994,784

Notes:

- (1) Estimated general corporate and administrative expenses are expected to consist of (without limitation): (i) \$281,850 in salaries and benefits; (ii) \$357,454 for professional fees and consultants; (iii) \$145,000 in audit fees; (iv) \$110,600 in office rent, IT support and general administrative cost; (v) \$110,000 in legal fees; (vi) \$14,000 in CSE continued listing fees; and (vii) \$30,000 in transfer agent and filing fees.

The above noted allocation of capital and anticipated timing represents the Company'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 Company 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 Company's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

Where possible, the Company intends to seek research grants, awards or other forms of non-dilutive funding in order to decrease or off-set the above referenced estimated expenditures. There is no guarantee that the Company or any of its subsidiaries will be successful in obtaining such funding. Although the Company anticipates obtaining the research grant disclosed in the table above, there is no guarantee that the Company will be successful in obtaining such additional funding.

The Company is currently in the approval process for a registration statement filed with the U.S. Securities and Exchange Commission for its planned listing and trading of common shares on The Nasdaq Stock Market ("Nasdaq"). In connection with the Nasdaq listing, the Company will be conducting an initial public offering ("IPO") of common shares in the U.S. to raise additional proceeds. If additional funds become available to the Company through the IPO, the Company intends to use those additional funds to pay for further research, development, and regulatory approvals of its products and for other purposes as may be described in the disclosure document relating to the IPO. Such funds and expenditures will be in addition to the intended uses disclosed in the table above in connection with the Offering. If the IPO is not completed, the Company intends to proceed with its business plan as described in this document.

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

Date of Financing and Funds Raised	Intent of Use of Funds	Use of Funds to Date/Explanation of Variances (if any)	Impact of Variances on Business Objectives and milestones (if applicable)
On December 22, 2022, the Company closed a non-brokered private placement of unsecured convertible debentures for aggregate gross proceeds of \$330,000.	Working capital expenditures including operating expenses, research and development, pursuing advancement of the Company's business plan, salaries and wages, investor relations and marketing fees, and professional fees	All of the funds were used for working capital expenditures	Not applicable

FEES AND COMMISSIONS

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

The Company may pay finder's fees to investment dealers and eligible finders (each, a "Finder") in respect of subscribers introduced by the Finder.

The Company will pay to each Finder, on the Closing Date, a cash commission of 8% of the gross proceeds raised in respect of the Offering from subscribers introduced by the Finder. In addition, upon the closing of the Offering, the Company shall issue to each Finder Common Share purchase warrants (the "Finder's Warrants"), exercisable for a period of two (2) years following the Closing Date, to acquire in aggregate that number of Common Shares (each, a "Finder's Warrant Share") which is equal to 8% of the number of Units sold under the Offering to subscribers

introduced by the Finder at an exercise price equal to \$0.26 per Finder's Warrant Share. Any securities issued as Finder's Fees will be subject to a 4-month hold period.

Do the Finders have a conflict of interest?

The Company may pay fees to eligible Finders in accordance with applicable securities laws and the policies of the CSE and to the knowledge of the Company, it will not be a "related issuer" or "connected issuer" of any such Finder, as such terms are defined in National Instrument 33-105 – Underwriting Conflicts.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right to rescind your purchase of these securities with the Company, or to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons. These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the 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.

ADDITIONAL INFORMATION

Where can you find more information about us?

Securityholders can access the Company's continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Company's profile.

For further information regarding the Company, visit our website at: www.asepmedical.com

In connection with the purchase of Units under the Offering, investors will be required to enter into a purchase agreement that will include terms and conditions that are typical for private placements of Units by reporting issuers similar to the Company.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

CERTIFICATE OF THE COMPANY

This offering document, together with any document filed under Canadian securities legislation on or after December 18, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

December 18, 2023

By: *"Dr. Robert Hancock"*

Name: Dr. Robert Hancock

Title: Chief Executive Officer and a Director

By: *"Jacqueline Tucker"*

Name: Jacqueline Tucker

Title: Chief Financial Officer