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.

The securities described in this Offering Document have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or 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 the securities described herein 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.

Offering Document under the Listed Issuer Financing Exemption **June 17, 2024**

Atlas Engineered Products Ltd.
(the "Company")

SUMMARY OF OFFERING

What are we offering?

Offering:	Common shares in the capital of the Company ("**Common Shares**"). The holders of Common Shares are entitled to: (i) receive notice of and to attend and vote at all meetings of shareholders; (ii) receive any dividend declared by the Company on the Common Shares; (iii) receive the Company's remaining property upon dissolution or winding-up in equal rank with the holders of all other Common Shares of the Company; and (iv) the rights, privileges and restrictions normally attached to Common Shares The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.
Offering Price:	$1.35 per Common Share.
Offering Amount:	A brokered private placement financing (the "**Offering**") of Common Shares (the "Offered Shares") at a price of $1.35 per Offered Share (the "**Issue Price**") sold on a "bought deal" basis pursuant to an engagement letter dated June 17, 2024 (the "**Engagement Letter**") between the Company and Beacon Securities Limited (the "**Lead Underwriter**"), as lead underwriter and sole bookrunner, on behalf of a syndicate of underwriters (together with the Lead Underwriter, the "**Underwriters**"). It is expected that the Engagement Letter will subsequently be replaced by a formal underwriting agreement. The Offering consists of 2,963,000 Offered Shares at the Issue Price for aggregate gross proceeds of $4,000,050 (the "**Minimum Offering**") and is to be completed on a "bought deal" basis. The Underwriters have also been granted an option (the "**Underwriters' Option**"), exercisable, in whole or in part, by the Lead Underwriter on behalf of the

	Underwriters giving notice to the Company at any time up to 48 hours prior to the Closing Date (as defined below) to purchase up to an additional 741,000 Offered Shares at the Issue Price for additional gross proceeds of up to $1,000,350. If the Underwriters' Option is exercised in full the Company would sell an aggregate of 3,704,000 Offered Shares for gross proceeds of $5,000,400 (the "**Maximum Offering**").
United States Purchasers:	The Offered Shares may also be offered and sold under the Offering in the United States only to a limited number of "accredited investors" (as defined in Rule 501(a) of Regulation D under the *United States Securities Act of 1933*, as amended (the "**1933 Act**")) ("**U.S. Accredited Investors**") and to "qualified institutional buyers" (as defined in Rule 144A ("**Rule 144A**")), that are also U.S. Accredited Investors, in each case, by way of a private placement pursuant to the exemption from the registration requirements of the 1933 Act provided by Rule 506(b) of Regulation D under the 1933 Act and/or Section 4(a)(2) of the 1933 Act, and similar exemptions under applicable state securities laws. Any Offered Shares offered and sold in the United States shall be issued as "restricted securities" (as defined in Rule 144(a)(3) under the 1933 Act).
Concurrent Private Placement:	In addition to the Offering, the Company intends to complete a concurrent brokered private placement to be conducted on a commercially reasonable "best efforts" agency basis to eligible purchasers pursuant to applicable exemptions under National Instrument 45-106 ("**NI 45-106**") of up to 5,926,000 Offered Shares at a price of $1.35 per Offered Share for gross proceeds of up to $8,000,100 (the "**Concurrent Private Placement**"). Closing of the Offering is not conditional upon closing of the Concurrent Private Placement. Assuming the Underwriters' Option is exercised in full and the maximum Concurrent Private Placement is completed, the total Offered Shares issued will be 9,630,000 Offered Shares for aggregate gross proceeds of $13,000,500. Offered Shares issued pursuant to the Concurrent Private Placement will be subject to a four month hold period in accordance with applicable Canadian securities laws.
Closing Date:	This Offering is expected to close on or about June 26, 2024 or such other date(s) as the Company and the Lead Underwriter may determine (the "**Closing Date**"). The Concurrent Private Placement is expected to close concurrently with the Offering or on such other date(s) as the Company and the Lead Underwriter may determine.
Exchange:	The Company's common shares are listed on the TSX Venture Exchange (**"TSXV**") under the trading symbol "AEP" at and the OTC Markets Platform under the trading symbol "APEUF".
Last Closing Price:	The closing price of the Common Shares on the TSXV on June 14, 2024 was $1.44. The closing price of the Common Shares on the OTC Markets Platform was US$1.075.

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 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 $8,426,609.**

- **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.**

- **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 statements and information about the Company which reflect management's expectations regarding the Company's future growth, results of operations, operational and financial performance and business prospects and opportunities. All statements and information, other than statements or information of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements and information, including, but not limited to statements and information preceded by, followed by, or that include words such as "may", "would", "could", "will", "likely", "expect", "anticipate", "believe", "intend", "plan", "forecast", "budget", "schedule", "project", "estimate", "outlook", "seek", "project", "potential" or the negative or grammatical variations of those words or other similar or comparable words.

Forward looking statements and information involve significant risks, assumptions, uncertainties and other factors that may cause actual future performance, achievement or other realities to differ materiality from those expressed or implied in any forward-looking statements or information and, accordingly, should not be read as guarantees of future performance, achievement or realities. Although the forward-looking statements and information contained in this Offering Document reflect management's current beliefs based upon information currently available to management and based upon what management believes to be reasonable assumptions, the Company cannot be certain that actual results will be consistent with these forward-looking statements and information. A number of risks and factors, both known and unknown, could cause actual results, performance, or achievements to differ materially from the results expressed or implied in the forward-looking statements and information.

Forward-looking statements and information in this Offering Document include statements relating to:

- the size of the Offering and the Concurrent Private Placement;
- the use of the net proceeds from the Offering and the Concurrent Private Placement;
- the timing and completion of the Offering and the Concurrent Private Placement;
- the growth expectations and business plans of the Company;
- the expected operating costs, general and administrative costs, costs of sales and other costs and expenses;
- the receipt, in a timely manner, of regulatory, stock exchange and other required approvals in connection with the Offering and the Concurrent Private Placement;
- anticipated competition in the marketplace where the Company operates;
- expectations regarding the Company's ability to raise capital;
- the expected cost and timing for the installation of robotics and other automation equipment at the Company's facilities; and
- potential future acquisitions by the Company

Such risks and factors include, but are not limited to, the following:

- completion of the Offering and the Concurrent Private Placement within the time contemplated;
- delays in the planned installation of robotics and other automation equipment at the Company's facilities;
- unexpected increases in the costs associated with the Company's planned robotics and automation equipment installations;
- the inability to negotiate binding definitive agreements to acquire prospective target businesses as part of the Company's business acquisition strategy;
- the purchase price for businesses targeted by the Company being greater than anticipated;
- the Company may be subject to growth-related risks including pressure on its internal systems;
- the success of the Company's marketing and sales strategy;
- the profitability of the Company depends to a significant extent upon a number of factors relating to expansion of the commercialization of its products and services and continued market acceptance of its products and services;

- the Company's business is subject to general fluctuations in the housing, construction, repair and remodelling markets and to fluctuations in the price of lumber;
- the Company will be dependent on the experience and skill of its management;
- government regulations related to the use of the Company's products and services;
- the Company may face significant competition from larger or local established businesses;
- currency and interest rate fluctuations;
- increased third party credit risk;
- the Company's business operations may be subject to operational difficulties or failures to its production facilities; and
- global economic conditions may adversely affect the Company's business.

Although the Company has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements or information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. Further, any forward-looking statements and information contained herein are made as of the date of this Offering Document and, other than as required by applicable securities laws, the Company assumes no obligation to update or revise them to reflect new events or circumstances except as required by applicable securities laws. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual realities to differ materially from those contained in any forward-looking statement or information. Accordingly, investors should not place undue reliance on forward looking statements and information contained in this Offering Document.

CURRENCY

Unless otherwise indicated, all references to "$", "C$" or "dollars" in this Offering Document refer to Canadian dollars.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Atlas Engineered Products Ltd. (the "**Company**") designs, manufactures and sells engineered roof trusses, floor trusses and wall panels. The Company also distributes a range of engineered wood products and patio doors for use by builders of residential and commercial wood-framed buildings. These include single family homes, townhouses, multi-story wood-framed residential buildings, commercial buildings and agricultural structures.

The Company has eight subsidiaries all located in Canada:

Name	Location
Atlas Building Systems Ltd. ("**Atlas**")	Nanaimo, British Columbia
Novum Building Components Ltd. ("**Novum**")	Abbotsford, British Columbia
Hi-Tec Industries Ltd. ("**Hi-Tec**")	Lantzville, British Columbia
South Central Building Systems Ltd. ("**SC**")	Carman, Manitoba
Clinton Building Components Ltd. ("**Clinton**"),	Clinton, Ontario
Satellite Building Components Ltd. ("**Satellite**")	Merrickville, Ontario
Pacer Building Components Ltd. ("**Pacer**")	Ilderton, Ontario
Léon Chouinard Et Fils Co. Ltd./Ltée ("**LCF**")	Eel River Crossing, New Brunswick

Manufacturing and design of the Company's products are all done in-house at the Company's facilities.

The Company's strategy is focused on profitability and organic revenue growth within its current markets, and the pursuit of a roll-up acquisition strategy to consolidate similar companies operating in the truss and engineered wood products industry across Canada.

To pursue its business strategy, the Company's specific objectives are to:

I. Drive revenue growth within all operating markets by developing and enhancing the Company's sales teams, products, and services.
II. Lower operating costs by introducing scale economies in procurement and leveraging the strategic deployment of design, engineering, and transportation resources for the benefit of all operating locations.
III. Broaden the product offerings available within each of the Company's operating markets. A core focus was to target roof truss manufacturing companies. However, there is massive organic growth potential in complementary product lines such as all types of engineered wood, engineered floor trusses, and wall-panels and modular systems. The Company is actively pursuing the development and introduction of complementary product lines across all its facilities.
IV. Acquire revenue and profit accretive businesses that strategically expand the Company's geographic footprint.

The Company believes its strategy provides for several competitive advantages, including:

- Strong regional and national leadership;
- Accumulated design and manufacturing know-how and deep operational expertise;
- Design, engineering and manufacturing capabilities;
- Strong regional networks of loyal clientele;
- Scalability of operations;

- Replicable operational practices and methods; and
- Employee growth through enhanced training and advancement opportunities nationally.

The strong performance of the Company's founding Atlas operations in Nanaimo, BC, serves as the Company's benchmark for operational and financial performance, and for evaluating potential targets in the truss and engineered wood products sector.

The Company believes the owners of many Canadian truss companies will be seeking to sell their businesses over the next several years. The Company's acquisition program has been designed to provide an exit strategy for these owner/managers and to integrate target companies in a manner that strategically increases the Company's share of the Canadian market, while positioning the acquired entities for significant growth in their respective markets and for their pre-existing employees.

To date, the Company has focused on Canada for acquisition growth. However, the Company intends to remain opportunistic should international options present themselves.

The Company expects to continue to look at potential acquisition targets that fit with the Company's goals and strategies in fiscal 2024 and beyond. The Company will also continue to look to improve operational efficiencies by upgrading equipment, machinery and technology at its facilities.

The head and principal office of the Company is located at 2005 Boxwood Road, Nanaimo, British Columbia V9S 5X9.

Recent developments

Acquisition of LCF

On August 23, 2023, the Company completed the acquisition of all of the issued and outstanding shares of LCF (the "**LCF Acquisition**") for a total purchase price after closing and post-closing adjustments of $29,299,119 (the "**LCF Purchase Price**"). Included in the LCF Acquisition was the land and buildings on which LCF's facilities are located. In payment of the LCF Purchase Price, the Company issued 1,739,129 common shares having a value of $2,000,000, with the balance of the LCF Purchase Price being paid in cash. $22.4 million of the cash payment was financed through a term loan and mortgage, with the remaining cash amounts financed through the Company's existing cash reserves.

Acquisition of Adjacent Lands at Clinton Facility

On May 15, 2024, the Company acquired an additional one acre of land located adjacent to its Clinton facility in Clinton, Ontario. The acquired land is expected to be used as part of the Company's robotics and automation installation at Clinton. The acquired land was purchased for $350,000 (not including applicable taxes and customary adjustments).

Cross Border Venture with Westhaven Builders

On May 23, 2024, the Company announced a strategic venture with Westhaven Builders, whereby the Company will supply wall panels and engineered roof trusses to Westhaven Builders' planned senior living projects in Kinmball, Michigan. The project is scheduled to commence in the Company's third fiscal quarter.

Planned Installation of Robotics Automation Equipment

On June 6, 2024, the Company announced plans to expand its manufacturing capabilities by installing truss manufacturing robotic automation equipment at Hi-Tec, located in Lantzville, British Columbia; Clinton, located in Clinton, Ontario and LCF, located in Eel River Crossing, New Brunswick. The robotics installation is anticipated to have a total cost of just over US$7 million, plus additional expected costs relating to the purchase of additional automation equipment and the construction and/or improvement of facilities to house the robotics and automation equipment. These improvements are expected to double the board foot (bdft) output of the Company's roof truss manufacturing capabilities at these locations, while providing potentially

significant cost savings. The installation of robotics and automation equipment at these locations is expected to be completed over a period of approximately two years.

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 intends to use the net proceeds of the Offering and the Concurrent Private Placement: (i) to fund the purchase and installation of robotics automation and related equipment at its Hi-Tec, Clinton and LCF facilities; (ii) to fund the construction of a new building to house the robotic automation equipment at the Clinton facility and fund potential upgrades to existing facilities at Hi-Tec and LCF; (iv) to fund additional expansion through the potential future acquisition of companies operating in the truss and engineered wood products industry as part of the Company's acquisition strategy; and (v) for general corporate and working capital purposes.

Under the Offering, the Company has agreed to sell 2,963,000 Offered Shares at a price of $1.35 per Offered Share relying on the listed issuer financing exemption pursuant to section 5A.2 of NI 45-106 on a "bought deal" basis for total gross proceeds of $4,000,050, in the case of the Minimum Offering, and up to 3,704,000 Offered Shares at a price of $1.35 per Offered Share for gross proceeds of up to $5,000,400, in the case of the Maximum Offering. In addition, under the Concurrent Private Placement the Company intends to issue up to an additional 5,926,000 Offered Shares relying on applicable exemptions under NI 45-106 for additional gross proceeds of up to $8,000,100. Assuming the completion of the Offering, together with the exercise in full of the Underwriters' Option and the completion of the maximum Concurrent Private Placement, the combined maximum aggregate gross proceeds will be $13,000,500. The proposed business objectives to be completed by the Company are outlined in the below table with details included in the notes.

Business Objective	Timeframe	Estimated Anticipated Cost
Purchase and installation of robotics equipment	1-2 years from the date of this Offering Document(1)	$9,617,126(2)
Purchase and installation of additional automation equipment	1-2 years from the date of this Offering Document(1)	$4,500,000
Building at Clinton for housing robotic equipment	2 years from the date of this Offering Document(1)	$6,000,000
Potential acquisition(s) of accretive businesses(3)	1-2 years from the date of this Offering Document(3)	$3,800,000(3)
General working capital and corporate expenses.	Not applicable	$4,537,174

(1) Installation at the first location is expected to begin in Q2 of 2025, with installations at the remaining locations expected to begin in Q3 of 2025 and Q1 of 2026. Installation of robotics and automation equipment at all locations is expected to take approximately two years for completion.

(2) Installation of robotics equipment is expected to have a total cost of US$7,019,800 (converted to C$ at a rate of US$1.00:C$1.37).

(3) The Company does not have any binding agreements to acquire any accretive businesses as of the date of this Offering Document. The Company continues to evaluate opportunities to acquire accretive businesses as opportunities present themselves. Any such acquisitions completed by the Company will not be a "significant acquisition" under Part 8 of National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**") or a transaction requiring security holder approval.

USE OF AVAILABLE FUNDS

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

		Assuming Completion of the Minimum Offering	Assuming Completion of the Maximum Offering[1]
A	Amount to be raised by this Offering	$4,000,050	$5,000,400
B	Selling commissions and fees[2]	$240,000	$300,000
C	Estimated offering costs (e.g., legal, accounting and transfer agent fees)	$224,700	$229,700
D	Net proceeds of Offering: D = A – (B+C)	$3,535,350	$4,470,700
E	Working capital as at most recent month end (deficiency)	$16,500,000	$16,500,000
F	Additional sources of funding (Concurrent Private Placement)	-	$7,484,000[3]
G	**Total available funds: G = D+E+F**	$20,035,350	$28,454,700

(1) Amount contemplates the exercise of the full amount of the Underwriters' Option and the maximum raise of $8,000,100 under the Concurrent Private Placement.
(2) Underwriters' Fee of 6.0% (assuming no funds are raised under the President's List).
(3) After deducting the Underwriters' Fee of 6.0% (assuming no funds are raised under the President's List) and fees payable to the TSXV.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming Completion of the Minimum Offering	Assuming Completion of the Maximum Offering
Purchase and installation of robotics equipment[1]	$9,617,126[2]	$9,617,126[2]
Purchase and installation of additional automation equipment	$4,000,000	$4,500,000
Building at Clinton for housing robotic and automation equipment	$6,000,000	$6,000,000
Potential acquisitions of accretive businesses[3]	$0	$3,800,000
General working capital and corporate expenses.	$418,224	$4,537,574
Total Use	$20,035,350	$28,454,700

Notes:

(1) Installation at the first location is expected to begin in Q2 of 2025, with installations at the remaining locations expected to begin in Q3 of 2025 and Q1 of 2026. Installation of robotics and automation equipment at all locations is expected to take approximately two years for completion.
(2) Installation of robotics equipment is expected to have a total cost of US$7,019,800 (converted to C$ at a rate of US$1.00:C$1.37).
(3) The Company does not have any binding agreements to acquire any accretive businesses as of the date of this Offering Document. The Company continues to evaluate opportunities to acquire accretive businesses

as opportunities present themselves. Any such acquisitions completed by the Company will not be a "significant acquisition" under Part 8 of NI 51-102 or a transaction requiring security holder approval.

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 spend the proceeds from this Offering and the Concurrent Private Placement 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.

Without accounting for the proceeds of the Offering and the Concurrent Private Placement, the Company reasonably expects that it will have available funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.

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

The Company did not raise any funds from financings involving the sale of securities in the past 12 months immediately preceding the date hereof.

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 has engaged Beacon Securities Limited as lead underwriter and sole bookrunner on behalf of a syndicate of underwriters (collectively, the "**Underwriters**"). In connection with the Offering and the Concurrent Private Placement, the Company will pay to the Underwriters a cash fee equal to 6.0% of the gross proceeds of the Offering and the Concurrent Private Placement, excepting that portion of the Offering that is the subject of a president's list (the "**President's List**"), upon which a cash fee equal to 3.0% shall be payable.

Do the Underwriters have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to any of the Underwriters 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:

(a) to rescind your purchase of these securities with the Company, or

(b) 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?

Prospective investors and security holders of the Company 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.atlasengineeredproducts.com.

Please refer to Appendix A – "Acknowledgements, Covenants, Representations and Warranties of the Investor" attached hereto.

Prospective investors should read this Offering Document and consult with their own professional advisors to assess the tax, legal, risk factors and other aspects of their investment of Offered Shares.

CERTIFICATE OF THE COMPANY

This Offering Document, together with any document filed under Canadian securities legislation on or after June 17, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

DATED June 17, 2024

ATLAS ENGINEERED PRODUCTS LTD.

By: *"Mohammad Hadi Abassi"*
Mohammad Hadi Abassi
President and Chief Executive Officer

By: *"Melissa MacRae"*
Melissa MacRae
Chief Financial Officer

APPENDIX A

ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES OF THE INVESTORS

Each purchaser of Offered Shares (an "**Investor**") under the Offering makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company and the Underwriters as of the date hereof and as of the Closing Date:

(a) 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 Offered Shares (including the potential loss of his, her or its entire investment); (ii) is aware of the characteristics of the Offered 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 Offered Shares and understands that it may lose its entire investment in the Offered Shares;

(b) the Investor is resident in the jurisdiction disclosed to the Underwriters or the Company, the Investor was solicited to purchase in such jurisdiction, and the Investor did not obtain such residence solely for purposes of acquiring the Offered Shares being offered under the Offering;

(c) the Investor is knowledgeable of, or has been independently advised as to, the applicable securities laws of the jurisdiction in which the Investor resides, and the subscription for the Offered 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 Company to: (i) prepare and file a prospectus or similar document or to register the Offered Shares or to be registered with or to file any report or notice with any governmental or regulatory authority; or (ii) be subject to any ongoing disclosure requirements under the securities legislation of such jurisdiction. The Investor agrees to provide such evidence of compliance with all such matters as the Company or the Underwriters may request;

(d) unless the Investor has separately delivered to the Company and the Underwriters a U.S. Representation Letter (in which case the Investor makes the representations, warranties and covenants set forth therein), the Investor (i) is not in the United States of America, its territories or possessions, any State of the United States or the District of Columbia (collectively, the "**United States**") and is not a "U.S. person" as that term is defined in Regulation S of the U.S. Securities Act (as defined below)(a "U.S. Person"), (ii) was outside of the United States at the time the buy order for the Offered Shares was originated, (iii) is not subscribing for the Offered Shares for the account or benefit of a person in the United States or a U.S. Person, (iv) is not subscribing for the Offered Shares for resale in the United States, (v) was not offered the Offered Shares in the United States, (vii) is not acquiring the Offered Shares as part of plan or scheme to evade the registration requirements of the U.S. Securities Act and (vii) is not acquiring the Offered Shares as a result of any "directed selling efforts" as that term is defined in Regulations S of the U.S. Securities Act;

(e) the Investor is aware that the Offered 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 the securities laws of any state of the United States and that the Offered Shares may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or in compliance with the requirements of an applicable exemption from such registration requirements and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Offered Shares;

(f) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Company under the Offering 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 Company 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 Offered 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 Company if the Investor discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;

(g) neither the Company, the Underwriters, nor any of their respective 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 Offered Shares or (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 Offered Shares;

(h) the Investor is not purchasing the Offered Shares with knowledge of any material information concerning the Company that has not been generally disclosed. The Investor's Offered Shares are not being purchased by the Investor as a result of, nor does the Investor, if any, have knowledge of, any material fact (as defined in securities laws, regulations and rules, and the blanket rulings and policies and written interpretations of, and multilateral or national instruments adopted by, the securities regulatory authorities in the jurisdiction in which the Investor is resident or subject to (the "**Securities Laws**")) or material change (as defined in Securities Laws) concerning the Company that has not been generally disclosed and the decision of the Investor, to tender this offer and acquire the Investor's Offered Shares has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the offering document;

(i) if required by applicable Securities Laws or the Company, the Investor will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Offered Shares as may be required by any securities commission, stock exchange or other regulatory authority;

(j) the Company is relying on an exemption from the requirement to provide the Investor with a prospectus under the Securities Laws and, as a consequence of acquiring the Offered Shares pursuant to such exemption, the Investor may not receive information that would otherwise be required to be given under the Securities Laws;

(k) if the Investor is:

(i) a corporation, the Investor is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Offered Shares pursuant to the terms set out in this Offering Document;

(ii) a partnership, syndicate or other form of unincorporated organization, the Investor has the necessary legal capacity and authority to subscribe for the Offered Shares pursuant to the terms set out in 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 subscribe for the Offered Shares pursuant to the terms set out in this Offering Document;

(l) 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 Company or its counsel;

(m) the subscription for the Offered Shares and the completion of the transactions described herein by the Investor will not result in any material breach of, or be in conflict with or constitute a material

default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Investor if the Investor is not an individual, the applicable securities laws or any other laws applicable to the Investor, any agreement to which the Investor is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Investor;

(n) the Investor has obtained all necessary consents and authorities to enable it to agree to subscribe for the Offered Shares pursuant to the terms set out in this Offering Document and the Investor has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Offered Shares and the Investor has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Investor's subscription;

(o) the Investor is purchasing the Offered Shares for investment purposes only and not with a view to resale or distribution;

(p) the Investor acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering and the Concurrent Private Placement;

(q) the Investor, acknowledges and consents to:

(i) the fact that the Company is collecting the Investor's personal information (as that term is defined under applicable privacy legislation, including, without limitation, the *Personal Information Protection and Electronic Documents Act* (Canada) and any other applicable similar, replacement or supplemental provincial or federal legislation or laws in effect from time to time);

(ii) the Company is retaining such personal information for as long as permitted or required by law or business practices; and

(iii) the fact that the Company may be required by the applicable securities laws of the applicable province, the rules and policies of any stock exchange or the rules of the Canadian Investment Regulatory Organization to provide regulatory authorities with any personal information provided in connection with the Investor's subscription for Offered Shares under the Offering.

(r) the Investor agrees, acknowledges and consents that the Company may use and disclose the Investor's personal information as follows:

(i) for internal use with respect to managing the relationships between and contractual obligations of the Company and the Investor;

(ii) for use and disclosure for income tax related purposes, including without limitation, where required by law, disclosure to Canada Revenue Agency;

(iii) for disclosure to securities regulatory authorities, the Exchange and other regulatory bodies with jurisdiction with respect to reports of trades and similar regulatory filings;

(iv) for use any disclosure to a governmental or other authority pursuant to anti-money laundering, anti-terrorism or similar laws, including the PCMLTFA or the Patriot Act;

(v) for disclosure to a governmental or other authority to which the disclosure is required by court order or subpoena compelling such disclosure and where there is no reasonable alternative to such disclosure;

(vi) for disclosure to professional advisers of the Company in connection with the performance of their professional services;

(vii) for disclosure to any person where such disclosure is necessary for legitimate business reasons and is made with the Investor's prior written consent;

(viii) for disclosure to a court determining the rights of the parties under this Agreement; or

(ix) for use and disclosure as otherwise required or permitted by law.

(s) the Investor acknowledges that he, she or it has been notified that, and consents to the following:

(i) the Company may deliver to securities regulatory authorities or regulators, including the TSXV, certain personal information pertaining to the Investor, including, without limitation, the Investor's full name, residential address and telephone number, the number of Offered Shares purchased by the Investor and the total subscription price paid for those Offered Shares, the prospectus exemption relied on by the Company and the date of distribution of the Offered Shares;

(ii) such information is being collected indirectly by the securities regulatory authorities or regulators under the authority granted to them under applicable securities laws;

(iii) such information may be collected, used and disclosed by the TSXV in accordance with the rules and policies of the TSXV as in effect from time to time;

(iv) that such personal information is being collected for the purpose of the administration and enforcement of applicable securities laws; and

(v) the Investor may contact the applicable public official with respect to questions about the applicable securities regulatory authority's or regulator's indirect collection of such information.