

Offering Document under the Listed Issuer Financing Exemption

November 30, 2023

First Helium Inc. (the “Company”)

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	Units (“ LIFE Units ”) of the Company, with each Unit being comprised of one common share of the Company (a “ Share ”) and one common share purchase warrant (a “ Warrant ”). Each Warrant will be exercisable to acquire an additional Share at an exercise price of \$0.12 per Share for a period of 36 months from the Closing Date (as defined herein).
Offering Price:	\$0.09 per Unit (the “ Issue Price ”).
Offering Amount:	A maximum of 18,716,838 LIFE Units, for maximum gross proceeds of \$1,684,515 (the “ LIFE Offering ”). There is no minimum offering. The LIFE Offering forms part of the Company’s amended non-brokered private placement (the “ Amended Private Placement ”) comprised of up to 30,000,000 units (the “ Amended PP Units ”) for total gross proceeds of up to approximately \$2.7 million.
Closing Date:	The Amended Private Placement (including the LIFE Offering) may close in one or more tranches with a final closing expected to occur on or about December 19, 2023 (the “ Closing Date ”).
Exchange:	The Company’s common shares are listed on the TSX Venture Exchange (the “ TSXV ”) under the trading symbol HELI.
Last Closing Price:	The last closing price of the Company’s common shares on the TSXV on November 29, 2023 was \$0.09.

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 \$5,000,000.
- 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.

- **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” which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company and its helium projects (including its current petroleum property, the Worsley Property, located in Alberta), the future price of helium, oil, and gas, the estimation of helium resources, the realization of helium resource estimates, petroleum reserve estimates, the timing and amount of estimated future production, costs of production, distribution and transportation, capital, operating and exploration expenditures, costs and timing of future *exploration*, requirements for additional capital, future agreements and arrangements, retaining specialized professionals and consultants, issuance of stock options, storage capabilities, government regulation of helium operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “seek”, “effects” “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “intent”, “will”, “anticipates”, or “believes” or variations (including negative 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 involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ materially from those anticipated in such statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities and actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; changes in labour costs and other costs of equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the helium industry, including but not limited to environmental hazards, and other acts of God or unfavourable operating conditions and losses, insurrection or war; and delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this offering document and, unless otherwise required by applicable securities laws, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. 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.

This offering document includes market and industry data that has been obtained from third party sources, including industry publications. The Company believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Company has not independently verified any of the data from third party sources referred to in this offering document or ascertained the underlying economic assumptions relied upon by such sources.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is engaged in the business of the acquisition, exploration and development of helium properties in Alberta, Canada. The Company is at the exploration and early stage of development and is not currently producing helium. While it has conducted field testing and other necessary associated procedures on its principal helium asset, being the Worsley property (the “**Worsley Property**”) located in Alberta, Canada, consisting of a 100% working interest in well 15-25-087-03W6 (the “**Worsley Well**”), it has not yet established ongoing commercial helium operations.

Recent developments

On May 24, 2023, the Company announced that it has entered into a long-term “take-or-pay” helium supply agreement with a major global industrial gas supplier to sell helium gas production from its Worsley Property.

The Company has shot a 5,120-acre 3D seismic data acquisition program in March 2023. This covers a portion of the 25,600 acres of land acquired in 2022. This program will tie into the existing purchased trade data and the 3D program shot by the Company in March 2021. An evaluation of the Company's proprietary new 3D seismic program, which is on trend with, and within the same reef complex as the Company's drilled wells, has resulted in similar potential drilling targets for Leduc oil, and natural gas with potential helium content. In addition, the Company has identified other highly prospective multi-zone, oil, helium and natural gas exploration and development opportunities across its Worsley land base. This includes two re-entry candidates for oil and gas with potential helium content.

On October 12, 2023, the Company announced its plans to drill an existing light oil location as well as re-enter an existing well bore to test multiple zones for oil and gas with potential helium content. The Company also announced its intention to complete a non-brokered private placement (the “**Private Placement**”) whereby the Company planned to issue up to 25,000,000 units (the “**Private Placement Units**”) for total gross proceeds of up to \$2,500,000, with each Private Placement Unit to be comprised of one common share in the capital of the Company and one common share purchase warrant (a “**Private Placement Warrant**”) entitling the holder thereof to purchase one common share (a “**Private Placement Warrant Share**”) at an exercise price of \$0.20 per Private Placement Warrant Share for a period of 36 months from the date of issuance, subject to acceleration under certain conditions.

On November 30, 2023, the Company announced that it has filed a preliminary short form prospectus (the “**Preliminary Prospectus**”) with the securities commissions in each of the Provinces of Canada (other than Quebec) (the “**Canadian Jurisdictions**”) in connection with a marketed public offering (the “**Prospectus Offering**”) of units of the company (the “**Prospectus Units**”) at \$0.09 per Prospectus Unit (the “**Prospectus Offering Price**”) for aggregate gross proceeds of up to \$5,000,400. Each Prospectus Unit shall consist of one common share in the capital of the Company, and one common share purchase warrant entitling the holder thereof to purchase one common share (a “**Prospectus Warrant Share**”) at a price of \$0.12 per Prospectus Warrant Share for a period of 36 months from the date of issuance.

On November 30, 2023, the Company also announced the Amended Private Placement, which updated the terms of the Private Placement previously announced on October 12, 2023. The Amended Private Placement will now be comprised of up to 30,000,000 Amended PP Units for total gross proceeds of up to approximately \$2.7 million, including a maximum of 18,716,838 LIFE Units, for maximum gross proceeds of \$1,684,515, to be issued under the LIFE Exemption (defined below). Each Amended PP Unit will be issued at a price of \$0.09 per Amended PP Unit and consist of one common share of the Company and one common share purchase warrant (a “**Amended PP Warrant**”). Each Amended PP Warrant will entitle the holder thereof to purchase one common share of the Company (an “**Amended PP Warrant Share**”) at a price of \$0.12 per Amended PP Warrant Share for a period of 36 months from the Closing Date. The Amended PP Warrants will not be subject to acceleration.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - *Prospectus Exemptions* ("**NI 45-106**"), the LIFE Offering is being made to purchasers resident in each of the Provinces of Canada, except Quebec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "**LIFE Exemption**"), and the remainder of the Amended Private Placement is being made to purchasers resident in each of the Provinces of Canada, except Quebec, pursuant to the "accredited investor" exemption, and/or other available exemptions from the prospectus requirement. The securities offered under the LIFE Exemption will not be subject to a hold period in accordance with applicable Canadian securities laws.

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 use the available funds disclosed under Part 3 below to continue the development and advancement of the Worsley Property and for general and administrative expenses and working capital over the next twelve months. Over the next 12-months, the Company intends to use the net proceeds of the Offering (i) toward the completion of the evaluation of its seismic exploration data in order to advance the Worsley Property drilling development; (ii) for general corporate and working capital purposes to advance the next phase of the Worsley Property.

PART 3 USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Amended Private Placement?

Our expected available funds upon the closing of the Amended Private Placement will be \$6,261,368. There is no minimum amount to be raised in the Amended Private Placement.

		Assuming 100% of Amended Private Placement
A	Amount to be raised by the Amended Private Placement (including the LIFE Offering)	\$2,700,000
B	Estimated selling commissions and fees	\$49,000 ⁽¹⁾
C	Estimated offering costs (e.g., legal, accounting, audit)	\$50,000
D	Net proceeds of offering: $D = A - (B+C)$	\$2,601,000
E	Working capital (deficit) as at most recent month end	\$(690,000) ⁽²⁾
F	Additional sources of funding ⁽³⁾	\$4,350,368
G	Total available funds: $G = D+E+F$	\$6,261,368

- (1) The Company has not yet engaged any dealers or finders in connection with the Amended Private Placement, but may elect to pay reasonable finders' fees in amounts to be negotiated to eligible parties who introduced subscribers to the Amended Private Placement.
- (2) The Company's working capital deficit as at November 30, 2023 was \$690,000. The decline in the working capital since the Company's most recently audited annual financial statements is due to the development and advancement of the Worsley Property and general and administrative expenses.
- (3) The Company expects to receive net proceeds of \$4,350,368 upon the completion of the Prospectus Offering, after deducting applicable commissions, fees and expenses. There can be no assurance that such funds will be received.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of Amended Private Placement
Drilling of development well on the Worsley Property ⁽¹⁾	\$1,500,000
Completion and equipping of development well ⁽¹⁾	\$1,000,000
Recompletion of multiple-zones in wellbore on the Worsley Property ⁽¹⁾	\$800,000
Acquire additional helium focused lands	\$150,000
Additional seismic evaluation, general and administrative expenses and unallocated working capital	\$2,811,368
Total	\$6,261,368

- (1) Each well is expected to cost \$1.5 million with completion estimate at \$1.0 million and re-entry of an existing well bore at \$0.8 million.

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Amended Private Placement (including the LIFE 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.

The most recent audited annual consolidated financial statements and interim consolidated financial report of the Company included a going-concern note. The Company is still in the early stage of development and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Amended Private Placement (including the LIFE Offering) is intended to permit the Company to continue to explore and develop its resource properties with the goal of updating reserves estimates, and is not expected to affect the decision to include a going-concern note in the next annual financial statements of the Company.

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

Previous financing activity	Intended Use of Funds	Use of Funds to Date
Non-Brokered Private Placement in December 2022 gross proceeds of \$2,438,400	Portfolio of projects, working capital and general corporate expenses	\$2,354,173 ⁽¹⁾

- (1) The Company has allocated the funds to date towards its portfolio of projects, working capital and corporate development expenditures of \$2.3 million (net of issuance costs). There are no variances between the previously disclosed use of funds and the use of such funds to date.

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 Company has not yet engaged any dealers or finders in connection with the Amended Private Placement. The Company may elect to pay reasonable finders' fees in amounts to be negotiated to eligible parties who have introduced subscribers to the Amended Private Placement.

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 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.

PART 6 ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders 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.firsthelium.com.

Please refer to Appendix A – “Acknowledgements, Covenants, Representations and Warranties of the Investor” and Appendix B – “Indirect Collection of Personal Information” attached hereto, which are incorporated into and form part of this offering document.

PART 7 DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after November 30, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated this 30th day of November, 2023.

By: (signed) "Edward Bereznicki"
Name: Edward Bereznicki
Title: President, Chief Executive Officer and Director

By: (signed) "Robert J. Scott"
Name: Robert J. Scott
Title: Chief Financial Officer and Director

APPENDIX A

ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES OF THE INVESTOR

Each purchaser of the Units (the “**Investor**”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at 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 Units (including the potential loss of his, her or its entire investment); (ii) is aware of the characteristics of the Units (and the underlying securities) 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 Units and understands that it may lose its entire investment in the Units;
- (b) the Investor is resident in the jurisdiction disclosed to the Company and the Investor was solicited to purchase the Units in such jurisdiction;
- (c) the subscription for the Units 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 Units (or underlying securities) 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;
- (d) unless the Investor has separately delivered to the Company 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, its territories or possessions, any State of the United States or the District of Columbia (collectively, the “**United States**”); (ii) is not a U.S. person (“**U.S. person**”), as defined in Regulation S under the United States *Securities Act of 1933*, as amended (the “**U.S. Securities Act**”), (iii) was outside of the United States at the time the buy order for the Units was originated; (iv) is not subscribing for the Units for the account of a U.S. person or a person in the United States; (v) is not subscribing for the Units for resale in the United States; (vi) was not offered the Units in the United States and (vii) understands that the Warrants cannot be exercised, and the Shares issuable upon exercise of the Warrants cannot be issued, in the United States or by or for the account or benefit of a person in the United States or a U.S. person;
- (e) the Investor is aware that the Units, Shares and Warrants 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 Units, Shares and Warrants may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States or to or for the account or benefit of a U.S. person, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration 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 Units, Shares and Warrants;
- (f) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Company 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 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 Units, 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 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 or Warrants comprising the Units; (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 or Warrants comprising the Units;
- (h) the Investor is not purchasing the Units with knowledge of any material information concerning the Company that has not been generally disclosed. The Investor's Units are not being purchased by the Investor as a result of, nor does the Investor 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 Units 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 Units 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 Units 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 Units 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 Units 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 Units pursuant to the terms set out in this offering document;
- (l) if the Investor is resident outside of Canada and the United States:
- i. the Investor is knowledgeable of, or has been independently advised as to, the applicable securities laws of the securities regulatory authorities (the “**Authorities**”) having application in the jurisdiction in which the Investor is resident (the “**International Jurisdiction**”) which would apply to the acquisition of the Units, if any;
 - ii. the Investor is purchasing the Units pursuant to a duly available exemption in the International Jurisdiction or, if such is not applicable, the Investor is permitted to purchase the Units under the applicable securities laws of the Authorities in the International Jurisdiction without the need to rely on any exemption;
 - iii. the applicable securities laws of the Authorities in the International Jurisdiction do not require the Company to make any filings or seek any approvals of any kind whatsoever from any Authority of any kind whatsoever in the International Jurisdiction in connection with the issue and sale or resale of the Units; and
 - iv. the Investor will provide such evidence of compliance with all such matters as the Company or its counsel may request;
- (m) the Amended Private Placement (including the LIFE Offering) is subject to the approval of the TSXV;
- (n) 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;
- (o) the subscription for the Units 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 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;
- (p) the Investor has obtained all necessary consents and authorizations to enable it to agree to subscribe for the Units 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 Units 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 LIFE Offering or the Investor’s subscription;
- (q) the Investor is purchasing the Units for investment purposes only and not with a view to resale or distribution; and
- (r) the Investor acknowledges that certain fees and commissions may be payable by the Company in connection with the Amended Private Placement (including the LIFE Offering).

APPENDIX B

COLLECTION OF PERSONAL INFORMATION

By purchasing Units, the Investor acknowledges that the Company and its agents and advisers may each collect, use and disclose the Investor's name and other specified personally identifiable information (including his, her or its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Units that it has purchased) (the "**Information**"), for purposes of: (a) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation; and (b) 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 and Warrants (underlying the Units) to be issued to the Investor. The Information may also be disclosed by the Company to: (i) stock exchanges; (ii) revenue or taxing authorities; and (iii) any of the other parties involved in the Amended Private Placement (including the LIFE Offering), including legal counsel, and may be included in record books in connection with the Amended Private Placement (including the LIFE Offering). The Investor is deemed to be consenting to the disclosure of the Information.

The Investor also acknowledges that Information will also be used by the Company, the TSXV and other securities regulatory authorities for the following purposes: (a) to conduct background checks; (b) to verify the personal information that has been provided about the Investor; (c) to consider the suitability of the Investor as a holder of securities of the Company; (d) to consider the eligibility of the Company to continue to list on the TSXV; (e) to provide disclosure to market participants as the security holdings of the Company's shareholders, and their involvement with any other reporting issuers, issuers subject to a cease trade order or bankruptcy, and information respecting penalties, sanctions or personal bankruptcies, and possible conflicts of interest with the Company; (f) to detect and prevent fraud; (g) to conduct enforcement proceedings; and (h) to perform other investigations as required by and to ensure compliance with all applicable rules, policies, rulings and regulations of the TSXV, securities legislation and other legal and regulatory requirements governing the conduct and protection of the public markets in Canada.

The Investor acknowledges that: (i) the TSXV also collects additional personal information from other sources, including securities regulatory authorities in Canada or elsewhere, investigative law enforcement or self-regulatory organizations, and regulations service providers to ensure that the purposes set forth above can be accomplished; (ii) the personal information the TSXV collects may also be disclosed to the agencies and organizations referred to above or as otherwise permitted or required by law, and they may use it in their own investigations for the purposes described above; (iii) the personal information may be disclosed on the TSXV's website or through printed materials published by or pursuant to the direction of the TSXV; and (iv) the TSXV may from time to time use third parties to process information and provide other administrative services, and may share the information with such providers.

By purchasing Units the Investor further acknowledges: (A) that Information concerning the Investor 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 Investor 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 Units, the Investor shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities. The Investor 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 regarding indirect collection of information: 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 regarding indirect collection of information: Privacy Officer

The Manitoba Securities Commission

500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: 204-945-2561
Toll free in Manitoba: 1-800-655-5244
Facsimile: 204-945-0330
Public official contact regarding indirect collection of information: 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
Facsimile: 506-658-3059
Email: info@fcnbc.ca
Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

**Government of Newfoundland and Labrador
Office of the Superintendent**

Department of Digital Government and Service NL
P.O. Box 8700
Confederation Building
2nd Floor, West Block
Prince Philip Drive
St. John's, Newfoundland and Labrador A1B 4J6
Attention: Superintendent of Securities
Telephone: 709-729-2571
Facsimile: 709-729-6187
Public official contact regarding indirect collection of information: Superintendent of Securities

Government of the Northwest Territories

Office of the Superintendent of Securities
P.O. Box 1320
Yellowknife, Northwest Territories X1A 2L9
Telephone: 867-767-9305
Facsimile: 867-873-0243
Public official contact regarding indirect collection of information: 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 regarding indirect collection of information: Executive Director

Government of Nunavut

Office of the Superintendent of Securities
Legal Registries Division
P.O. Box 1000, Station 570
4th Floor, Building 1106
Iqaluit, Nunavut X0A 0H0
Telephone: 867-975-6590
Facsimile: 867-975-6594
Public official contact regarding indirect collection of information: 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 regarding indirect collection of information: 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: 902-368-4569
Facsimile: 902-368-5283
Public official contact regarding indirect collection of information: Superintendent of Securities

**Financial and Consumer Affairs Authority of
Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive

Regina, Saskatchewan S4P 4H2

Telephone: 306-787-5842

Facsimile: 306-787-5899

Public official contact regarding indirect collection of
information: Executive Director, Securities Division

**Office of the Superintendent of Securities
Government of Yukon**

Department of Community Services

307 Black Street, 1st Floor

P.O. Box 2703, C-6

Whitehorse, Yukon Y1A 2C6

Telephone: 867-667-5466

Facsimile: 867-393-6251

Email: securities@yukon.ca

Public official contact regarding indirect collection of
information: Superintendent of Securities