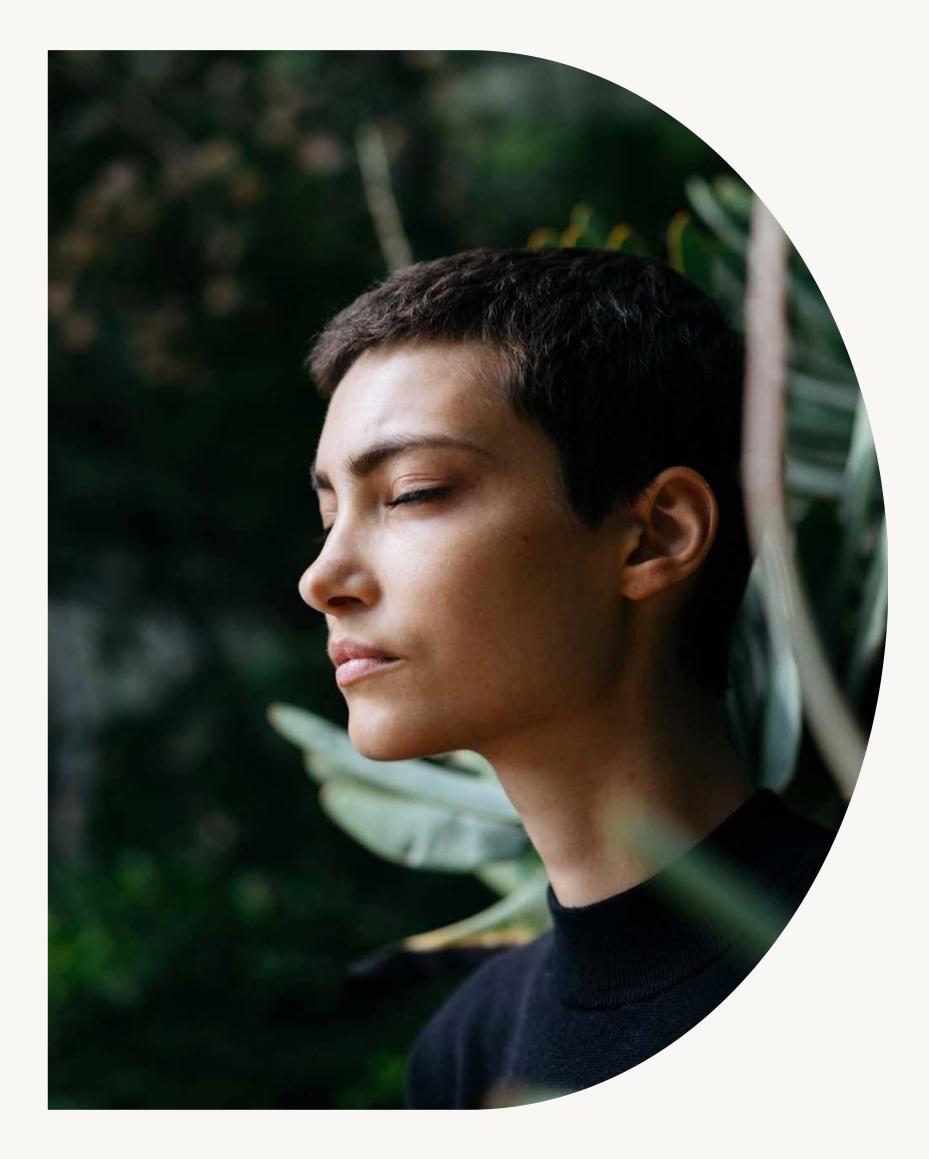


DIMENSIONS

Psychedelic Inspired Retreats

SERIES A – PRIVATE PLACEMENT



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While revenue projections and proposed expansion, including the establishment of bed treatment centres, are based on management's business plans, assumptions related to the legal framework of psychedelics, and specifically psilocybin and MDMA, are based on management's observation of general trends in Canadian society, making them harder to quantify and predict than those matters that management may have control or involvement in. While management considers these assumptions to be reasonable, based on information available on the date hereof, they may prove to be incorrect. By their nature, forward-looking statements involve a number of risks, uncertainties and assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and other factors include: (i) future legislative and regulatory developments including with respect to the legal treatment of psychedelics; (ii) the Company's ability to implement and fulfill its business strategies (including expansion and acquisition of real property in a variety of jurisdictions) in accordance with its mission statement; (iii) the Company's ability to establish research and treatment facilities and maintain programs therein; (iv) the willingness and ability of patients to enrol in the Company's programs; (v) the availability of financing and the potential inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; (vi) the Company's ability to retain professionals, including appropriately trained medical personnel, to provide services in connection with its business; (vii) force majeure events;; (viii) general economic conditions; (ix) adverse industry events; (x) marketing costs; (xi) loss of potential markets; (xii) tax and regulatory matters; and (xiii) competition. The foregoing factors are not intended to be exhaustive. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. Forward-looking statements contained in this Presentation regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. 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This Presentation includes financial outlook about the Company's projected revenue, which is subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraphs. Revenue estimates contained in this Presentation were made by management and are provided for the purpose of providing readers with an understanding of management's expectations with respect to the potential financial performance of the Company, assuming that certain business objectives and milestones are met. Readers are cautioned that the financial outlook contained in this document should not be used for purposes other than for which it is disclosed herein.

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Forward Looking Information

Forward-looking information contained in this Presentation includes statements in respect of expected developments in the legal framework for psychedelics by the legal and regulatory authorities in Canada, anticipated revenue projections, and the establishment of the Company's proposed bed treatment centres as well as expected occupancy over periods of time. While projections and proposed revenue expansion, including the establishment of bed treatment centres, are based on

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Who We Are

Dimensions integrates cutting edge developments in neuroscience with plant medicine to create a balanced approach to improving mental health and well-being.

Self-betterment through psychedelic healing.

"We ... need to design our own culturally appropriate containers for the secular, nonmedical psychedelic experience. But that process should be informed by the principles guiding these Indigenous practices, since they are the product of deep experience with these molecules going back thousands of years."

Michael Pollan, "How Should We Do Drugs Now?, New York Times, Sunday Review, July 11, 2021

RECIPROCITY

Dimensions respects the lineage of plant medicine and is committed to supporting indigenous and local communities within the Western Hemisphere.



3

Where We're Going

DIMENSIONS IS MOVING QUICKLY

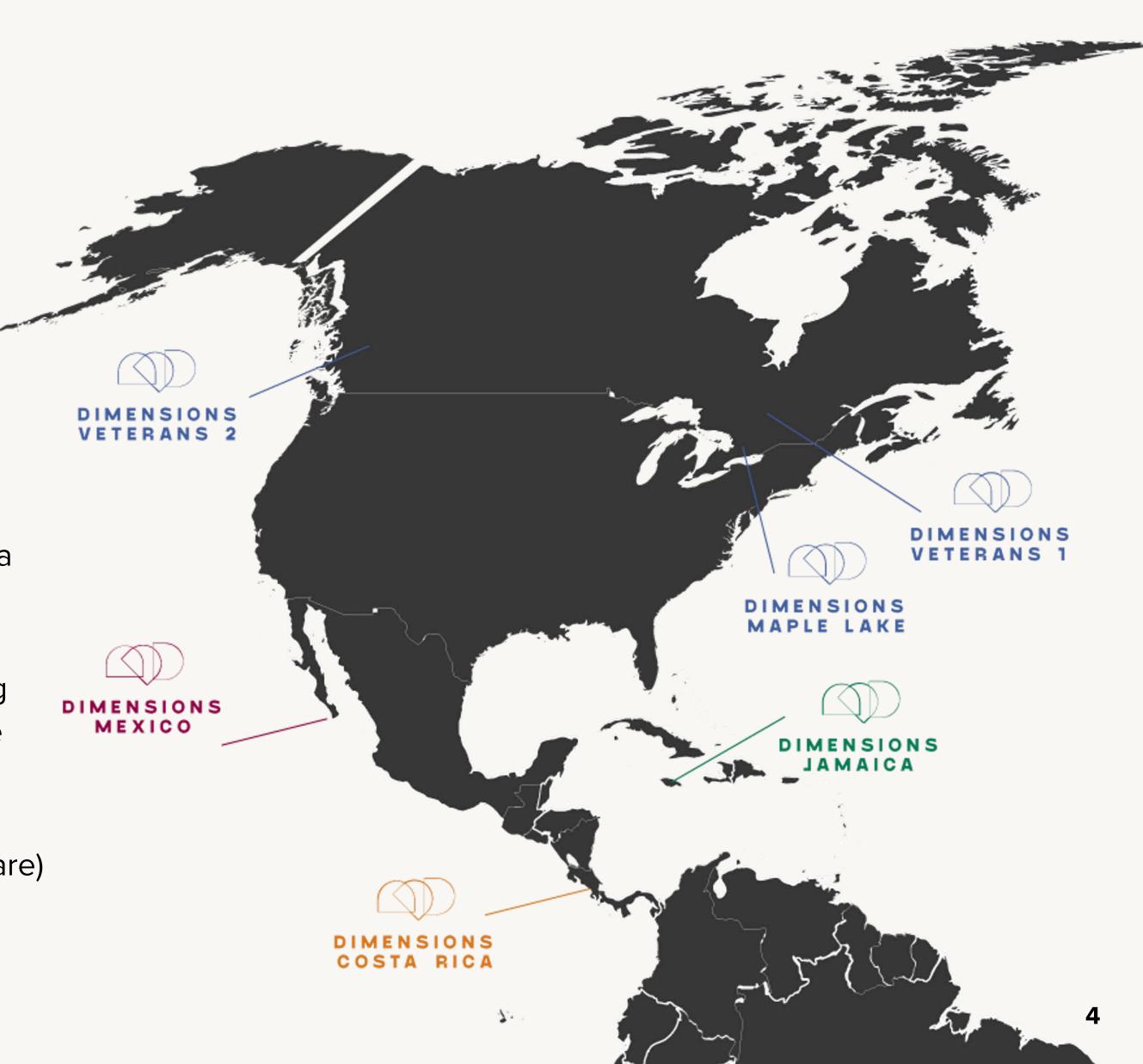
Our Ontario Retreat is well underway and we've identified potential real estate partners to support our growth.

Our next step is to expand our services to Veterans in Canada with additional locations in 2023 and 2024.

Excitement and growth in the psychedelic space is mandating this pace. More important, investors are encouraging us to be aggressive.

Dimensions has set a fundraising target of \$12.5M (\$3 per share) to support this plan.

Expansion in Central America will follow.



A PLACE TO RESET AND TO CONNECT TO ONESELF, OTHERS, AND NATURE.

Our Approach

Dimensions is about combining luxurious destination retreats with plant medicine (psychedelics).

We believe in healing associated with the whole plant, not replicating a plant's effect or synthesizing molecules.

At Retreat, we prepare your mind, body, and spirit to get the most out of the Ceremony experience, supported by over a dozen therapies, from breath work and floatation tanks to sound and light therapy.

Setting is critical: We have developed beautiful natural environments with minimalist architecture and interior design to enhance your experience.

At Dimensions, plant medicine ceremonies are guided in nature to optimize the experience.



Our Program

Dimensions offers psychedelic retreats, combining plant medicines with cutting-edge therapies in elevated, natural settings meant to calm the nervous system and expand consciousness, resetting physical, emotional and behavioural patterns to help overcome the disorders/stressors of modern life.

Recent research with plant medicines, particularly psilocybin, have demonstrated great promise across the spectrum of disorders. Dimensions is positioned at the leading edge of putting this research into practice.

But, we're equally excited about our programs designed for self betterment: expanding consciousness, promoting connection – addressing the stressors of modern living.

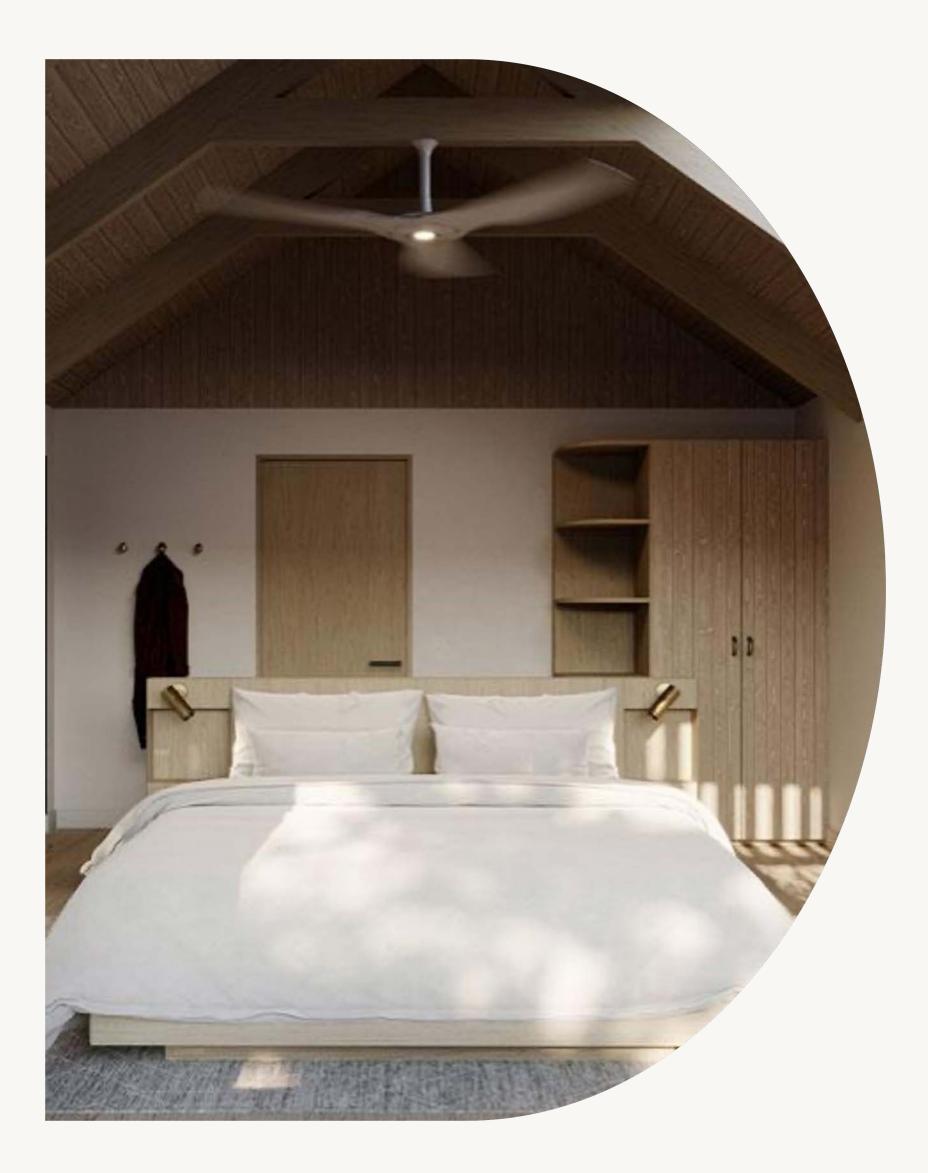
Our collaboration with Queen's University ensures rigour in our approach, but also the opportunity for early access to psilocybin on the path to decriminalization/legalization.

| V ¢ | |
|-----|--|
| | |

| Therapeutic Retreats | |
|---|--|
| Anxiety | Traumatic brain injury |
| Depression | (including clinical trials) |
| Substance abuse | PTSD (including clinical trials) |
| Self-Betterment Retreats Post-covid reconnection Couples retreats | Expanding consciousness Physical and/or emotional |

All programs are curated, evidence-based, integrated and sequenced to provide the conditions for optimal healing.





Your Program Experience

OUR RETREATS COMPRISE 3 MAIN PHASES

Before You Come

- Discovery gaining a mutual understanding of retreat potential
- Grounding developing your curated program

Your Retreat Experience

- Preparation Exploring complementary modalities, establishing ceremonial path
- Somatic/Relational Experiencing Establishing connection to surroundings, therapists, fellow guests
- Ceremony plant-based or otherwise, ritual of healing

When You Leave

- Integration Development of your plan to integrate your retreat experience
- Your Dimensions Community Our guest portal application that keeps you in touch with Dimensions, The Dimensions community and the broader psychedelic network

Your entire journey is guided by psychotherapist and other trained professionals.



Dimensions Retreats

A cohesive, comforting, luxurious experience where the service is unintrusive, intuitive, friendly and personalised from the first interaction to post-retreat.

State of the art technology to support the guest experience.

Food designed to foster well being, nourishing body and spirit, cleansing and preparing the body for Ceremony.

Leisure activities to make the most of the environment - such as SUP, kayaking, canoeing, mountain biking, or in the winter snowshoeing and cross country skiing.

We remain close to nature; organic gardening, learning sessions with the chef, organic bed linens to make your rest as comfortable as possible, meditation trails through our forested property.



8

Our Digital Community

Your Dimensions experience and relationship goes beyond the retreat stage. We're developing a guest portal application that allows us to stay in touch – ideally before your next retreat.

The guest portal is 'wrap around' technology designed to integrate existing applications that enhance an aftercare experience, supported with some Dimensions-specific elements.

Designed to be a core retention/loyalty mechanism, the App is focused on two things:

- Guiding the Integration portion of the retreat experience technology supported, including live access to therapists
- Building the guest/Dimensions relationship through depth of experience, broader information on trends in the psychedelic space and access to research

Most important, the guest portal maintains the connection to our guests and broadens our ongoing community-building efforts.

An ever expanding resource, our goal is for the portal to be the main source of information on the psychedelic space for the whole Dimensions community.

Deep Green Yoga Trianing

Overview

9:41 Mon Jun 3

Enjoy the peace and tranquility of mountains. Offering a unique retreat space within a beautiful forest with amazing views. Within each of us lies a guru, a wise one who knows the truth behind each of our thoughts, words, and actions, an ancient soul that sees through to the essence of all things. Through our youga trainings, we will help reveal the voice of this wise one, giving you the tools and language you need to share the spiritual practice of yoga and empowering you to trust in the channel of truth you carry

| Available Dates | | | | |
|-----------------|----------------------------|---|--|--|
| JULY 2021 | | | | |
| MON | TVE | WED | тни | , |
| 28 | 29 | 30 | 1 | |
| 5 | 6 | 7 | 8 | |
| 12 | 13 | 14 | 15 | |
| 19 | 20 | 21 | 22 | 1 |
| 26 | 27 | 28 | 29 | |
| | ~ ~ | | | |
| | MON 28 5 12 19 | JU MON TUE 28 29 5 6 12 13 19 20 | JULY 202 MON TUE WED 28 29 30 5 6 7 12 13 14 19 20 21 | JULY 2021 MON TUE WED THU 28 29 30 1 5 6 7 8 12 13 14 15 |

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FOREST SPA-Center with **Outdoor Infinity Pool** Overview **S** \$230

Visit our SPA-Center and let yourself be new! Outdoor infinity pool with crystal water under your pines, jacuzzi with warm water for body massage. There is a sauna, professional massage and body treatments, a cup of

Book Now





Our Commitment to Research

The Dimensions Health Fund in support of the Study of Psychedelics will assist Queen's in launching a psychedelics research collaborative, which will take a multi-pronged approach to fostering research and innovation in psychedelic-focused therapies.

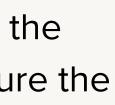
Building awareness of the healing potential of psychedelics, and supporting early entry into the scientific and regulatory landscape; Laying a foundation for the development of policy that is ethical and evidence-informed.

Supporting training, education, and knowledge translation for healthcare providers.

Aiding the development of best practice standards to ensure the safety, quality, and effectiveness of therapies, helping to ensure the sector's long-term growth and sustainability.

- Dimensions will provide funding to the Faculty of Health Sciences at Queen's University to help launch a collaborative space for research and innovation in the field of psychedelics.

- DIMENSIONS







In The First Year



Acquisition of Retreat Property

40-acre property on Maple Lake in the Algonquin Highlands

In Full Construction Mode

Anticipate meeting 'pre-opening' target of Summer 2022



Completion of Management Team

Chief Medical Officer Managing Director – Hospitality Chief Financial Officer Chief Clinical Officer Chief Development Officer Managing Director - People + Corporate Leadership Programs



Policy Agenda/Path to Legalization

Establishment of the Dimensions Health Research Collaborative with Queen's University

Queen's is positioned to become the leader in Research and Policy in the Psychedelic Space in Canada

Well positioned to anticipate policy agenda

Branding and Communications

Completion of Branding Exercise

Initiation of integrated web site and client portal (online therapeutic assistance)

Emphasis on external communication and brand building in both psychedelic and travel space



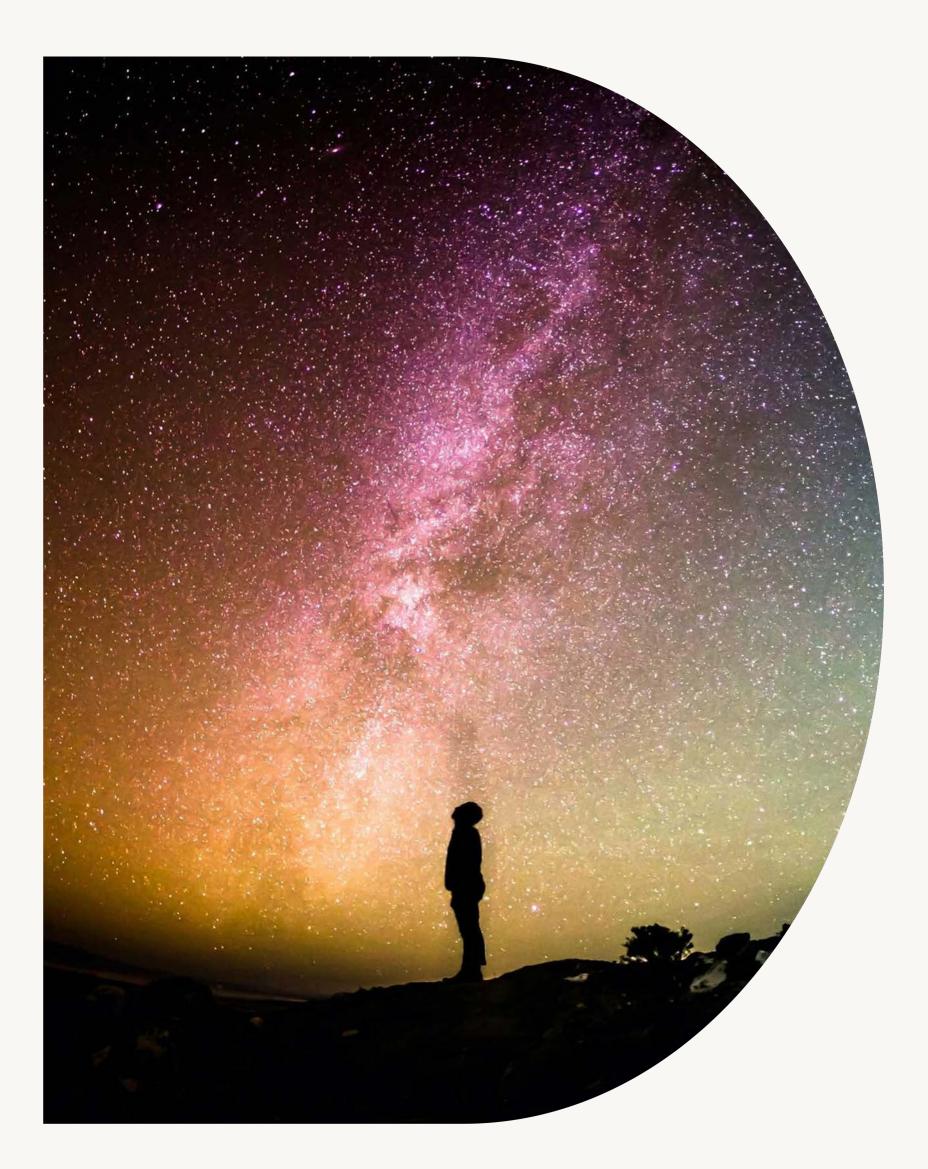
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Establishing Corporate Governance

Active Committees in Governance, Audit and People and Compensation

Engaged Board of Directors





State of the **Psychedelic Space**

INDUSTRY

Red hot interest in psychedelics in 2021 has continued into 2022.

BioTech players in the psychedelic space are searching for synthetics that could transition to big pharma, though financial returns remain well off. Valuations plummeted in this segment in late 2021, upon realization of years before viability.

The search for synthetics is creating a minor backlash suggesting exploitation of traditional medicine practices.

Dimensions resides in a different segment of the psychedelic space, interested in the use of the whole plant (e.g. psilocybin), respecting traditional medicine lineages and emphasizing immediate applications in therapeutically assisted settings.

The Dimensions Retreat is built on a firmly established retreat/business model with a simple IRR performance framework.





State of the **Psychedelic Space**

DIMENSIONS

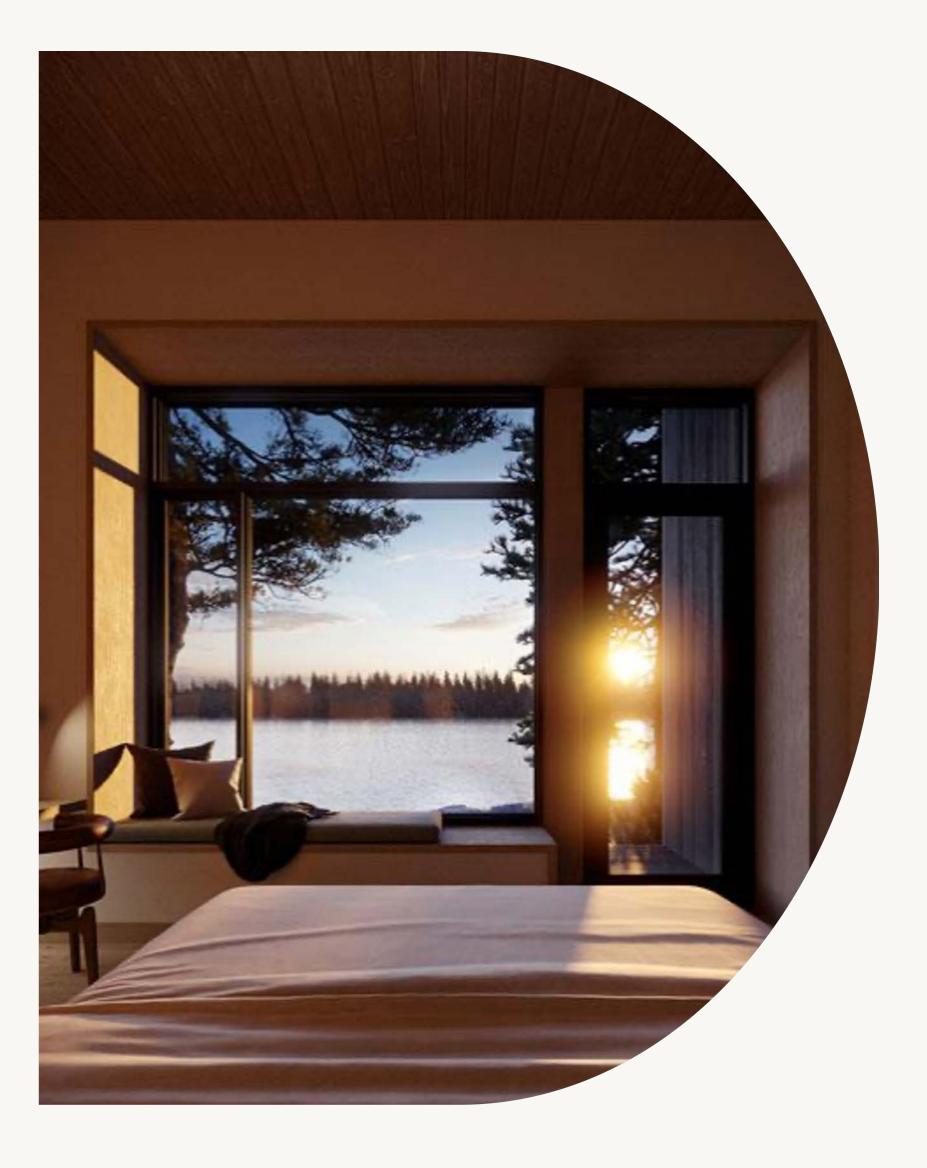
Establishment of our Algonquin retreat allows the full development of our business and clinical models.

Immediate application means a path to positive cash generation by early 2023.

Investor enthusiasm for Dimensions to rapidly respond to growth opportunities.

Dimensions is discussion with a large Veterans services provider. Veterans are our most significant initial clinical segment.







Opportunity Is Now



Rapid development of Algonquin will allow for clearly established business and clinical models of practice.

 \bigcirc

With our Senior Management Team now in place, Dimensions has a depth of experience that would support multiple locations.

After only 1 year in operation, Dimensions is already positioned to take the next steps of growth.

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Our Collaboration with Queen's University will put Dimensions at the forefront of Policy Development in Canada and a respected voice internationally.



Our Veterans opportunity could lead to significant early occupancy, beyond initial expectations, also, fully legally Conscious Cannabis provides a therapeutic bridge to the gradual opening of Psilocybin.



Financial Projections

| (\$ in CDN) | 2022 | 2023 | 2024 | 2025 |
|---|--------------|---------------|---------------|---------------|
| Room Count | 17 | 66 | 108 | 108 |
| Occupancy | 37% | 58% | 61% | 70% |
| ADR (Average Daily Rate) | \$ 1,350 | \$ 1,425 | \$ 1,425 | \$ 1,425 |
| Room Revenue | \$ 3,065,388 | \$ 20,047,698 | \$ 34,265,835 | \$ 39,321,450 |
| | | | | |
| EXPENSES | | | | |
| <u>Corporate</u> | | | | |
| Corporate Compensation | 2,006,000 | 2,006,000 | 2,006,000 | 2,006,000 |
| Corporate Operating and Administration | 506,000 | 600,000 | 800,000 | 1,050,000 |
| Sales, Marketing and Communications | 842,000 | 1,200,000 | 1,800,000 | 2,000,000 |
| Information Technology | 292,000 | 400,000 | 500,000 | 500,000 |
| Queen's University | 200,000 | 200,000 | 200,000 | 200,000 |
| Reciprocity | - | 400,000 | 950,000 | 1,450,000 |
| TOTAL CORPORATE EXPENSES | 3,846,000 | 4,806,000 | 6,256,000 | 7,206,000 |
| Locations | | | | |
| Compensation | 1,278,000 | 6,426,000 | 10,400,000 | 11,016,000 |
| Property Operations, Maintenance, Admin | 272,000 | 766,000 | 1,204,000 | 1,314,000 |
| Rooms, Hospitality and Spa | 220,000 | 608,000 | 978,000 | 1,042,000 |
| Food and Beverage | 181,000 | 693,000 | 1,063,000 | 1,187,000 |
| TOTAL LOCATION EXPENSES | 1,951,000 | 8,493,000 | 13,645,000 | 14,559,000 |
| TOTAL EXPENSES | 5,797,000 | 13,299,000 | 19,901,000 | 21,765,000 |
| EBITDA | - 2,731,612 | 6,748,698 | 14,364,835 | 17,556,450 |
| EBITDA % | -89.1% | 33.7% | 41.9% | 44.6% |

Our current plan allows for a phased introduction of facilities

- Algonquin mid year 2022
- \circ Veterans 1 mid 2023
- \circ Veterans 2 mid 2024

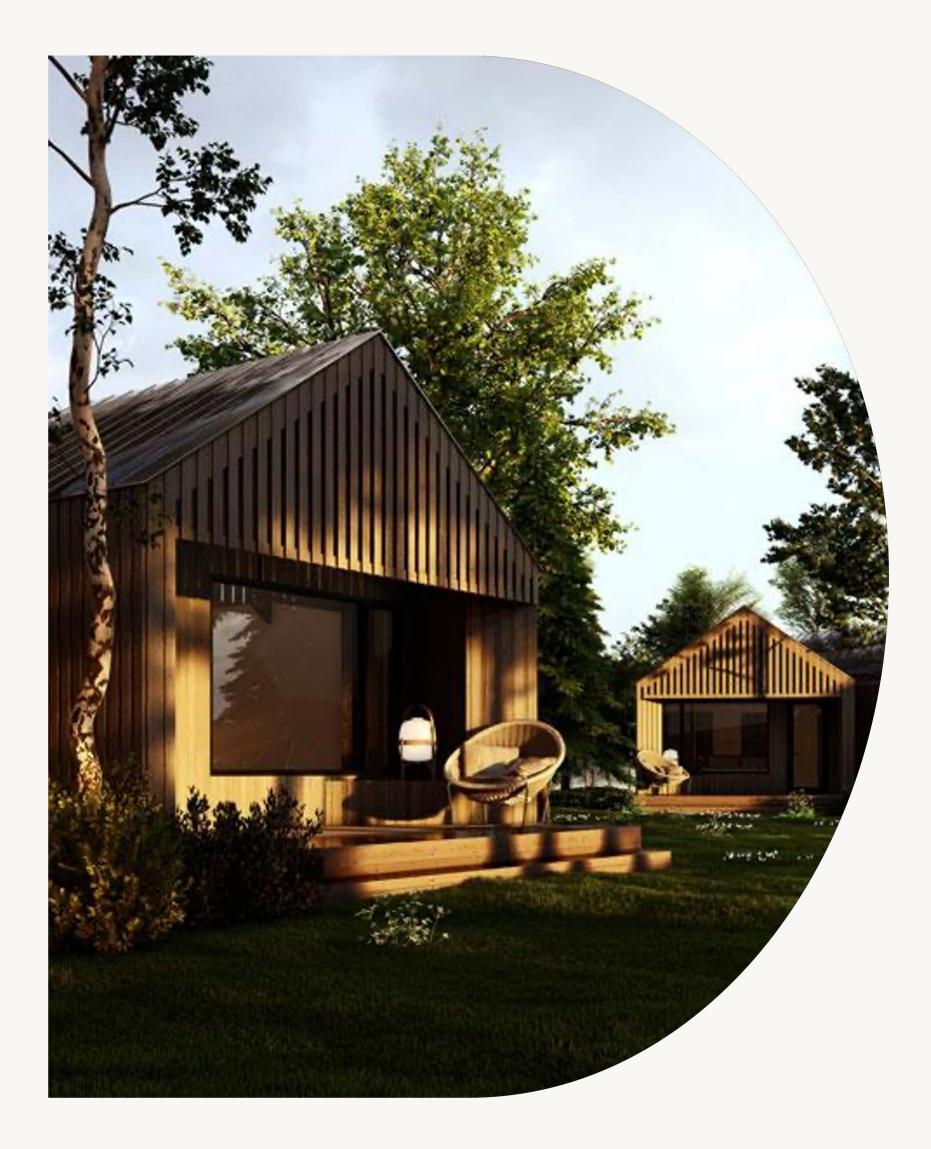
Allows for a further development in depth of team, while still engaging the excitement within the psychedelic space.

Unlike initiatives to synthesize a critical molecule, the Dimensions business model means revenue generation begins in mid 2022.

The long established retreat/residential business model allows for predictable occupancy, expense and earnings expectations

Our Management Team has the experience to realize on this business model.





Strategy & Fundraising Plan

Use \$12.5M of growth capital to complete facility in Algonquin and prepare for opening.

 Early stage discussions underway for real estate partners in for subsequent Veterans facilities.

Clearly demonstrate business models that generate 35%-45% cash from operations annually.

Refinance facilities with debt/partners to create Psychedelic 'pure play' with real estate/ development partners.

Poise for entry to US, based on Canadian and Central American presence.

IPO in late 2023/early 2024.



Way Forward: Fundraise Timing & Path to IPO

INITIAL FUNDRAISE February 2021

Establish Algonquin Establish management team Establish research partnership with Queen's University Algonquin cash positive in 2022 Cash from operations of \$5.5M by 2023

CAP TABLE

| | Shares | Ownership % (Undiluted) | Options | Total Equity (Fully Diluted) | Owners (Fully D |
|------------------------|------------|----------------------------|-----------|---------------------------------|--------------------|
| Management & Board | 4,162,500 | 46% | 1,160,000 | 5,322,500 | |
| New Investors | 4,886,000 | 54% | 0 | 4,886,000 | |
| Stock Options Granted* | 1,160,000 | _ | 1,160,000 | _ | |
| Total | 10,208,500 | 100% | 1,160,000 | 10,208,500 | |

*Stock options will never exceed 15% of total shares outstanding

| rsity | SECOND FUNDRAISE Spring 2022 | Accelerate development at Algonquin Establish business model and prepare for opening Invest in I/T client portal Further policy agenda in Canada |
|----------------------|---------------------------------|---|
| ership % Diluted) | THIRD FUNDRAISE Early 2023 | Acquire additional property/facility for Veterans 1 Continue development of flagship location in Algonquin Veteran 1 to open in second half of 2023 Develop both locations with real estate development partner |

IPO Late 2023/Early 2024

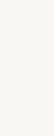
52.1%

47.9%

100%

Established business models in Canada Refinance to incorporate debt/business partners

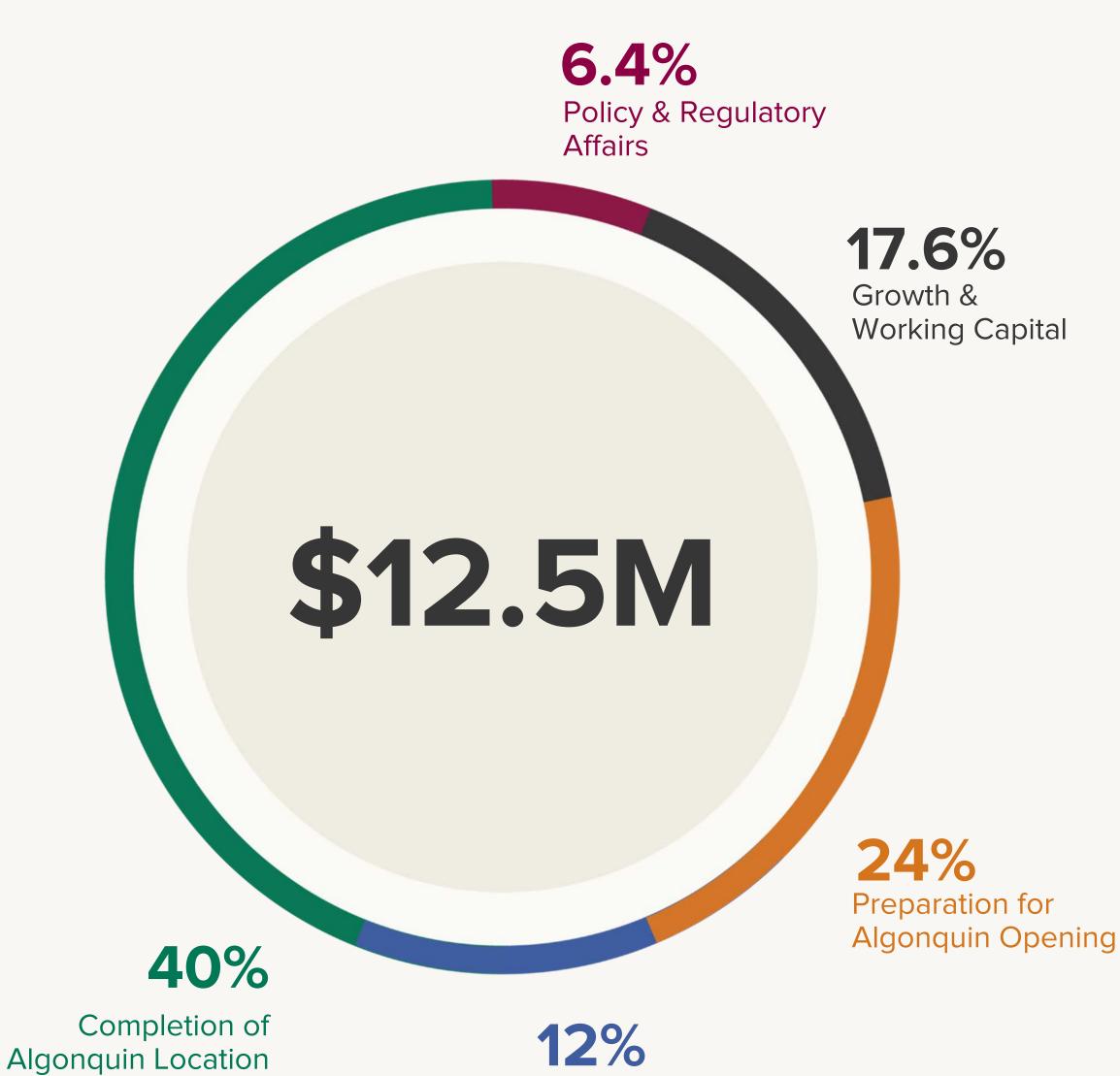
Poise for entry to Central America and US





Second Fundraise & Use of Funds

| Use | Cost |
|-----------------------------------|---------|
| Completion of Algonquin Location | \$5.0M |
| Preparation for Algonquin Opening | \$3.0M |
| I/T Development: Client Portal | \$1.5M |
| Policy & Regulatory Affairs | \$0.8M |
| Growth and Working Capital | \$2.2M |
| Total | \$12.5M |



I/T Development: Client Portal



Dimensions Team Management



Christopher Dawson Co-founder + CEO

Chris was the Founder and CEO of Edgewood Health Network, the largest private network of residential/outpatient treatment providers in Canada. He led the merger and acquisition of Canada's top three treatment centres to form Canada's largest entity of treatment centres and outpatient clinics.



Andrew Galloway Co-founder + COO

Andrew is the former National Director of Edgewood Health Network, where he led 10 outpatient centres. Andrew is the former VP of GreeneStone Muskoka Alcohol & Drug Treatment Centre, and has 14 years of experience working directly for the NHL/NHLPA Substance Abuse Program.



Aaron David Chief Development Officer

Aaron is the Founder and President of Owl Capital Investments, a privately held real estate firm focusing on investments in sustainable land developments. Aaron is also the Founder and President of Bluebird Properties Ltd., a commercial real estate asset management company.

Hospitality

Linda is a global hotelier with more than 30 years of international experience in the hospitality industry, including 26 years with Hilton Hotels, and most recently with Jumeirah Hotels in the United Arab Emirates, where she focused on the development of a luxury resort in Abu Dhabi.



Linda Griffin Managing Director,



Doug Biggs CFO

Doug has more than 25 years of experience as a leader in the addiction and mental health space. Doug has also served in financial leadership roles within the commercial/retail real estate space, as well as in the technology start-up space with a company focused on IoT and wireless connectivity.



Joanne Thomsen Managing Director, People + **Corporate Leadership Programs**

Joanne is a seasoned Human Resource leader with experience across multiple sectors including, private, public and not-for-profit sectors. She helped build the MaRS Discovery District Innovation hub and more recently worked in a mission driven, high growth e-commerce company. She is passionate about helping organizations, teams and individuals realize their potential. She completed training in coaching and leadership through the Co-Active Training Institute and has had training in relational somatic therapy.



Dimensions **Clinical Team + Research**



Douglas (DJ) Cook **Chief Medical Officer**

Dr. D.J. Cook is Chair and Head of Neurosurgery at Queen's University in Kingston, Ontario. Cook practises cerebrovascular and skull base neurosurgery at Kingston Health Sciences Centre. His research program is focused on brain network dynamics in health, disease and recovery.



Jesse Hanson, PhD Chief Clinical Officer

A Neuropsychologist specializing in somatic (body-centred) psychology and holistic healing, Jesse holds a master's and a PhD in clinical psychology, and has 10 years' experience at Passages Malibu, a worldrenowned luxury treatment centre in the holistic health field built around multifaceted treatment with a team approach.



Carmen Littlejohn, MA **Clinical Advisor**

Carmen holds a master's degree in clinical and somatic psychology and a master's degree in spiritual psychology. Carmen is a certified member of the Canadian Counselling and Psychotherapy Association (CCC). She also holds a bachelor's degree in kinesiology and physical therapy.



A registered psychotherapist with 19 years of experience, Donald was a core team member of Helix Healthcare, a clinic specializing in addiction and mental health. His clinical work focuses on healing through somatic and trauma therapies that are evidence-based and supported by neuroscience research.

Donald Currie, RP Clinical Director, Algonquin Highlands



Board of Directors



David Heden Co-founder + Chairperson

David started his career at 17 years old as a research analyst with Toronto's K2 Investment Management Inc., where he eventually became managing partner. He then founded HGC Investment Management Inc., best known for managing over \$1 billion in its HGC fund. In 2020, he founded 5D World, an impact investment firm dedicated to the progression of human consciousness.



Gerrard Schmid Board Member

A seasoned public company CEO and Board Member with experience leading business and digital transformations across global technology solution providers, Gerrard is currently CEO of Diebold Nixdorf, with responsibility for operating revenues of approximately \$4 billion and 23,000 employees across more than 60 countries.



Andrew Kiguel Board Member

Paul Crilly Board Member

Andrew's leadership experience is concentrated in Canadian capital markets, corporate governance, entrepreneurship and business operations. Andrew is the Co-founder and CEO of Tokens.com and the Co-founder and former CEO of Hut 8 Mining, one of the largest publicly listed bitcoin miners in the world, with a public listing market capitalization of \$450 million and over \$130 million of revenue within its first 24 months.

Paul has extensive experience over the past 25 years facilitating growth in early-stage companies. Paul has previously served as CFO with public and private companies, and has coordinated numerous equity financings, mergers and acquisitions across diverse industries, including energy and technology.



Board Members and Management Team:

Christopher Dawson Andrew Galloway Aaron David



Advisory Board



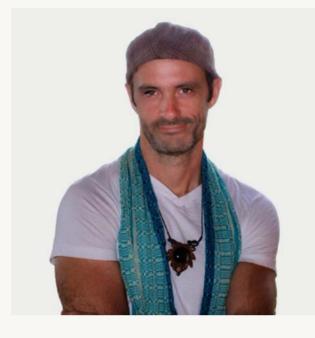
Dawn Martin, Ph.D.

Dawn holds a PhD in curriculum, teaching and learning from the University of Toronto, a Master of Education with a health specialization from OISE/the University of Toronto, and a Master of Social Work from Wilfrid Laurier University. Dawn is a Registered Social Worker with over 25 years' experience as an Educational Consultant with the Faculty of Medicine at the University of Toronto.



Dr. Robert McMaster

Robert is a Forensic Psychiatrist with a diverse practice, primarily within the field of addiction medicine. He works at CAMH, primarily with patients who carry severe and persistent mental health diagnoses. He also performs independent medical assessments and is actively involved in outreach psychiatry.



Dr. Gregory Damato, Ph.D.

Gregory holds a bachelor's, a master's and a research doctorate in psychology, as well as a graduate diploma in science. He is the creator of The SuperHero Deep Transformation program in Costa Rica, which works to alter deeply held beliefs while symbiotically balancing the mind, body, spirit and emotions.



C.M.

and trauma.

Gabor Maté, M.D.,

Jonathan Goldman

A retired Physician and Author, Gabor spent over three decades as a practising physician and, along the way, wrote four bestselling books published in over 25 languages. His extensive clinical experience encompasses stress and health, in-depth work with addiction, mind-body unity, child development

Jonathan is President and Co-owner of Stafford Developments, a diversified private property development company that carries out land development, construction and property management. Stafford has deployed over \$1 billion of equity capital, with current managed assets of over \$2 billion on behalf of investors.



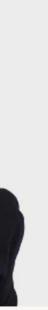
Dr. Johnathan Flores

Johnathan is a Physician, Researcher, Psychedelic Therapist, Intuitive Coach, Music Therapist, Reiki Master and Biz Mentor who bases his professional and personal development on Andean-Amazonian medicinal plants.



Anwar Mekhayech

Anwar is a Principal and Founding Partner at the design studio DesignAgency, with locations in Toronto, Barcelona, Los Angeles and Washington, DC, specializing in creative direction and strategy, brand development and interior design. Anwar has over 20 years' experience in the hospitality space, working with boutique lifestyle brands and large multinational companies.



22

Statutory Rights of Action

In certain circumstances, purchasers resident in certain provinces of Canada, are provided with a remedy for rescission or damages, or both, in addition to any other right they may have at law, where a presentation and any amendment to it contains a misrepresentation. Where used herein, "misrepresentation" means an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading in light of the circumstances in which it was made. These remedies, or notice with respect to these remedies, must be exercised or delivered, as the case may be, by the purchaser within the time limits prescribed by applicable securities legislation.

The following summary is subject to the express provisions of the applicable securities laws, regulations and rules, and reference is made thereto for the complete text of such provisions. Such provisions may contain limitations and statutory defenses not described here on which the Company and other applicable parties may rely. Purchasers should refer to the applicable provisions of the securities legislation of their province for the particulars of these rights or consult with a legal adviser.

The following is a summary of rights of rescission or damages, or both, available to purchasers resident in the province of Ontario. If there is a misrepresentation herein and you are a purchaser under securities legislation in Ontario, you have, without regard to whether you relied upon the misrepresentation, a statutory right of action for damages, or while still the owner of the securities, for rescission against the Company. This statutory right of action is subject to the following: (a) if you elect to exercise the right of action for rescission, you will have no right of action for damages against the Company; (b) no action shall be commenced to enforce a right of action for rescission after 180 days from the date of the transaction that gave rise to the cause of action; (c) no action shall be commenced to enforce a right of action for damages after the earlier of (i) 180 days after you first had knowledge of the facts giving rise to the cause of action and (ii) three years after the date of the transaction that gave rise to the cause of action; (d) the Company will not be liable if it proves that you purchased the securities with knowledge of the misrepresentation; (e) in the case of an action for damages, the Company will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentations; and (f) in no case will the amount recoverable in such action exceed the price at which the securities were sold to you. The foregoing is a summary only and is subject to the express provisions of the Securities Act (Ontario), and the rules, regulations and other instruments thereunder, and reference is made to the complete text of such provisions contained therein. Such provisions may contain limitations and statutory defenses on which the Company may rely.

The statutory right of action described above is in addition to and without derogation from any other right or remedy at law.

Resale Restrictions.

The securities described herein will be offered on a private placement basis in reliance upon prospectus exemptions under the Securities Act (Ontario) and the rules, regulations and other instruments thereunder. Resale of the securities offered hereby will be subject to restrictions under the applicable securities legislation of the seller and the purchaser, which will vary depending on the relevant jurisdiction. Generally, such securities may be resold only pursuant to an exemption from the prospectus requirements of applicable securities legislation or pursuant to an exemption order granted by appropriate securities regulatory authorities.



Thank You

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