Form 45-110F1
Offering Document

GENERAL TECHNOLOGIES INNOVATION LABS INC. March 19, 2026

Table of Contents

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Form 45-110F1
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Item 1: RISKS OF INVESTING

1.1 *No Review or Approval*

No securities regulatory authority or regulator has assessed, reviewed or approved the merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This is a risky investment.

see also **Item 9: RISK FACTORS**

1.2 *Forward-Looking Statements*

The forecasts and predictions of an early-stage business are difficult to objectively analyze or confirm. Forward-looking statements represent the opinion of the issuer only and may not prove to be reasonable.

see also "**Additional Note Regarding Forward-Looking Statements in this Offering Document**"

Item 2: THE ISSUER

2.1 *Information about the Issuer*

Full legal name	GENERAL TECHNOLOGIES INNOVATION LABS INC.
Head office	Suite 501, 3292 Production Way, Burnaby, British Columbia, V5A 4R4
Phone number	1 (833) 443-6832
Email address	mike@generaltech.io
Website URL	https://generaltech.io

2.2 *Contact Person of the Issuer*

Full legal name	Michael Charles Wood
Position at issuer	Chief Executive Officer and Director
Business address	Suite 501, 3292 Production Way, Burnaby, British Columbia, V5A 4R4
Business phone	1 (833) 443-6832
Business email	mike@generaltech.io

Item 3: ISSUER'S BUSINESS

3.1 *The Business*

GENERAL TECHNOLOGIES INNOVATION LABS INC. ("**General Technologies**", the "**Issuer**" or in the first person, *e.g.*, '**we**', '**us**', '**our**') develops software designed to automate professional workflows in regulated industries. Our technology, using artificial intelligence (**AI**) and proprietary developments, captures operational intent directly from real-world interactions and converts it into structured records and executed workflows within existing enterprise systems. [1]

[1] The Issuer's AI systems incorporate a combination of proprietary machine-learning models and third-party foundation models or open-source frameworks. The Issuer develops certain model architectures, training processes, and data pipelines internally while also integrating externally developed models where appropriate. As a result, the Issuer's AI capabilities consist of both proprietary components and licensed or open-source technologies that together support the Issuer's products and services.

(a) Does or will the issuer build, design or develop something? Will it sell something produced by others? Will it provide a service?

Our first commercial focus is the dental industry, where administrative coordination, documentation, and manual data entry remain significant operational bottlenecks. Through our flagship product, *ChartAI*, we enable clinical conversations to be translated into accurate patient records while simultaneously supporting the execution of related administrative and operational tasks across the practice.

ChartAI is currently being used by over 200 dental clinics in Canada (BC and Alberta) and the United States (**U.S.**) (Washington). Preliminary pilot and evaluation results of *ChartAI* indicate:

- Documentation completed up to 5× faster in supported workflows [2]
- Approximately 96% documentation accuracy in controlled evaluation environments [3]
- Significant reductions in manual periodontal measurement entry time
- Potential annual administrative savings estimated at up to ~$175,000 per clinic, depending on clinic size, workflow structure, and staffing model [4]

(b) What are the key details about the issuer's industry and operations? What makes the issuer's business special and different from other competitors in the industry?

[industry para] The global digital dental market is estimated at approximately $9.5 billion, projected to grow to $20 billion by 2031. [5]

By establishing a trusted operational data layer at the point of care, we are building the foundational infrastructure required to enable software-driven scaling of dental operations. Over time, this foundation supports General Technologies' broader strategy to enable operational standardisation across multi-practice networks through a Dental Technology Organization (**DTO**) model, where workflow execution and operational coordination are increasingly driven by software rather than administrative headcount. Our platform is designed to address key operational concerns across industries, including:

- Administrative workload and staff burnout
- Documentation inconsistency and incomplete clinical records
- Delays in insurance claims caused by missing or unstructured data
- Compliance and legal exposure arising from manual processes
- Rising staffing and overtime costs associated with administrative work

By standardising how clinical information is captured and structured across practices, *ChartAI* serves as the foundation layer for broader workflow automation, enabling us to support operational standardisation across single practices, multi-clinic groups, and Dental Service Organizations (**DSOs**). Over time, this foundation supports our long-term strategy to enable software-driven operational scaling through a DTO model. Throughout this process, our

[2] February 2026 internal survey of 200 *ChartAI* users showing average charting time reduced from ~6 minutes to ~1–1.2 minutes per patient.

[3] Accuracy derived from an internal validation of 1,500 auto-generated clinical charts (February 2026), benchmarked against source audio, transcripts, and practitioner edits to assess documentation accuracy and clinical completeness.

[4] Estimate based on a February 2026 internal survey of 200 *ChartAI* users reporting an average of ~5 minutes saved per patient chart, applied to a multi-provider dental clinic with typical daily patient volumes. Savings reflect clinician and assistant time and vary by practice size, staffing mix, and patient throughput.

[5] Futurewise Healthcare Research & Reports: Digital Dentistry Market... Competitive Analysis & Forecast 2026-2036.

development approach is designed to remain methodical and customer-driven, maintaining close engagement with dental practitioners and organisations to ensure that product development remains aligned with real operational needs while supporting responsible and sustainable scaling.

We have implemented data protection, privacy, and security frameworks designed to support regulatory compliance across jurisdictions, including adherence to Canada's *Personal Information Protection and Electronic Documents Act* **(PIPEDA)**, the United States' *Health Insurance Portability and Accountability Act* **(HIPAA)**, and the European Union's *General Data Protection Regulation* (European Union) **(GDPR)** privacy and data protection standards, as applicable to its operations and data handling practices.

(c) What milestones has the issuer already reached and what do they hope to achieve in the next 2 years? What is the proposed timeline for achieving each of the milestones?

Period	Milestone and/or objective
2024	☑ Extensive market research: various verticals, resulting in focus on Dental ☑ Conceptualised, tested market acceptance, developed POC ☑ Tested POC of voice-to-chart solution in a single dental office (Nov 2024 - Mar 2025) ☑ Filed Provisional Patent application; trademark applications ☑ Completed friends & family financing round
Jan - Jun 2025	☑ Completed closed alpha of *ChartAI* with 5 dental clinics in British Columbia ☑ Opened beta of *ChartAI* and started live clinical use ☑ Begin development of proprietary AI architecture, dental ontology and GraphRAG ☑ Begin HIPAA/GDPR/PIPEDA/ISO 27001 Certification process
Jul - Dec 2025	☑ Refined core product offering: focused on improving accuracy benchmarks ☑ Pre-seed financing round ☑ Enter into NDA with Fortune 500 Company for potential technology roll-out ☑ Won Gold Stevie ® International Business Award (**IBA**) for "Start-up of the Year - Software" ☑ Won Bronze Stevie ® IBA for "Start-up of the Year - Business Services" ☑ Gov't Canada National Research Council-Industrial Research Assistance Program (**NRC-IRAP**) Award: AI Pilot Project for Converting dentist transcripts into clinical notes that are integrated into dental practice management systems. ☑ Executed full market launch of *chartAI* v.1 ☑ Deployed Agentic AI architecture platform ☑ Ongoing performance benchmark improvements > 96% ☑ Achieved HIPAA / GDPR / PIPEDA Compliance Verification, Vanta Trust Centre launch ☑ Technology factored to incorporate Universal Tooth Numbering System (USA) ☑ First USA subscribers to chartAI
Jan - *Jun 2026*	☑ *chartAI* surpassed 200 users in BC, Alberta, WA State ☑ Agentic AI Integration with 1st Dental Practice Management System, end-to-end of single workflow achieved from voice-to-chart module ☑ Trademark Registrations Completed: ChartAI and wordmark; General Technologies and wordmark ☑ NRC-IRAP Assistance: Shumka Design for StartUp's Program acceptance ☑ NRC-IRAP Assistance: OCAD University Customer Insights Program acceptance

Period	Milestone and/or objective
	☑ Discussions with leading Canadian DSO to integrate chartAI into their approved product suite ☐ Integrations begin with additional Dental Practice Management Systems ☐ Completion of ISO 27001 Certification
Jul - Dec 2026	☐ Develop and market suite of voice-to-text, end-to-end workflows within existing dental practice management software systems ☐ Scale *ChartAI* across Canada and the U.S. while advancing Agentic workflow automation
Jan - Jun 2027	☐ Prepare for new financing round ☐ Achieve DTO readiness
Jul - Dec 2027	☐ Continue scaling platform adoption and operations across North America ☐ Begin DTO strategy roll-out

(d) What are the major hurdles that the issuer expects to face in achieving its milestones?

Technology Integration and System Compatibility: Dental practices operate across a wide range of legacy Practice Management Systems (**PMS**), many of which have limited or inconsistent integration capabilities. Continued development of reliable integrations and workflow compatibility across multiple systems will require ongoing technical investment.

Adoption and Change Management: Although our platform is designed to operate within existing workflows, adoption of new operational technology in healthcare environments can require time, training, and demonstrated reliability before full-scale deployment across practices or multi-clinic organisations.

Data Accuracy and Reliability at Scale: Maintaining high levels of documentation accuracy and workflow reliability as deployment expands across larger customer bases and varied clinical environments will require continuous model refinement, monitoring, and quality assurance.

Scaling Commercial Operations: As we expand across Canada and the U.S., building sales, onboarding, and customer success capabilities to support increasing demand will be essential to sustaining growth.

Capital Requirements for Expansion: Executing large-scale deployments, developing integrations, and supporting multi-clinic enterprise customers may require additional capital investment to accelerate growth timelines.

see also **Item 9: RISK FACTORS**

(e) How are the funds raised from this financing expected to help the issuer advance its business and achieve one or more of the milestones?

Technology development, including continued refinement of our Agentic AI models, ontology expansion, workflow automation capabilities, and integration development with PMS. These investments are intended to improve product performance, expand supported workflows, and enable broader multi-clinic deployments.

Go-to-market expansion, including customer acquisition, enterprise sales development, onboarding infrastructure, and customer success capabilities required to support growing adoption across dental practices and DSOs in Canada and the U.S.

Operational scaling, including infrastructure, security, compliance readiness, and key technical and commercial hiring necessary to support our next phase of growth.

see also **Item 6.2 *Use of Funds***

(f) Has the issuer entered any contracts that are important to its business?

We have entered into a number of agreements that support research and development (**R&D**), commercial deployment, and strategic growth initiatives, including:

- A Government of Canada Industrial Research Assistance Program (IRAP) contribution agreement, supporting R&D activities related to our AI technology platform;
- Customer pilot and evaluation agreements supporting beta deployments and early-stage commercial adoption;
- Customer subscription agreements with dental practices and multi-clinic organisations for monthly and annual use of the *ChartAI* platform;
- Advisor agreements with key members of the dental, AI, and go-to-market communities, supporting product development, industry adoption, and commercial strategy;
- Non-disclosure agreements (NDAs) with enterprise organisations, including a Fortune 500 company, to evaluate potential workflow automation applications of our technology; and
- Technology and development agreements supporting the continued advancement of the our proprietary AI models and workflow automation platform, including a license agreement with GENERAL TECHNOLOGIES R&D INC., an affiliated entity owned 45% by the Issuer, which provides us with exclusive, perpetual, worldwide, and royalty-free use of all intellectual property developed or otherwise held by GENERAL TECHNOLOGIES R&D INC.

(g) Where does the issuer see its business in 3, 5 and 10 years?

3 years: We expect to achieve scaled commercial deployment of the *ChartAI* platform across dental practices and DSOs throughout North America, with expanding integrations across major PMS. During this period, we plan to extend workflow automation capabilities beyond documentation to support scheduling, billing, insurance coordination, and other administrative functions across multi-clinic networks.

5 years: Within five years, we aim to establish General Technologies as a leading DTO, supporting large multi-practice networks operating on a unified, software-driven operational infrastructure. By standardising clinical data capture and enabling automated workflow execution across practices, we intend to create a new technology-enabled operating model for dental practice networks.

10 years: Over the longer term, we expect to operate the predominant DTO platform in the dental sector, supporting large-scale practice networks through software-driven operational coordination and selective strategic ownership or partnership participation where aligned with our platform deployment strategy. We also expect to evaluate expansion of its workflow automation platform into additional regulated, workflow-intensive industries over time.

(h) What are the issuer's future plans and hopes for its business and how does it plan to get there?

The Issuer's long-term strategy is to build the operational technology infrastructure that enables dentistry and other practices to scale through software rather than administrative headcount.

The first step is *ChartAI*, which establishes the clinical chart as a reliable single source of truth by accurately capturing clinical intent directly from practitioner–patient interactions. Once this foundation is in place, the platform enables downstream administrative and operational workflows to be executed more efficiently within existing PMS, reducing manual coordination across multiple disconnected tools. As the platform evolves, General Technologies plans to expand beyond workflow enablement within legacy systems and develop a voice-activated, agentic operating layer for dental practices, designed to automate scheduling, billing, insurance coordination, treatment planning workflows, and other operational functions that currently require multiple disparate software tools and manual intervention. This approach is intended to simplify practice operations while improving consistency, efficiency, and scalability.

Over time, this operational infrastructure supports General Technologies' broader strategy to enable technology-led consolidation across dental practice networks. By standardising operational workflows through a common software platform, we intend to support multi-clinic networks operating on a unified operational system and may pursue selective strategic partnerships, practice participation, or technology-aligned acquisitions where economically appropriate. Growth is expected to occur through a combination of continued platform development, disciplined scaling, and targeted acquisitions of complementary technologies that strengthen our operational ecosystem.

(i) What is the issuer's management experience in running a business or in the same industry?

Mike Wood *CEO*	Mike Wood brings over 20 years of experience leading and scaling businesses across technology and related industries. As a founder and operator, he has successfully built and exited ventures, raised capital, and executed go-to-market strategies. His background combines deep industry relationships with hands-on expertise in sales, product development, and operational leadership.
Miguel Palomino *CTO*	Miguel Palomino brings over 20 years of experience in technology development, with a strong track record of building and scaling products across startups and high-growth environments. He has led engineering teams, driven innovation across multiple industries—including payments, blockchain, and AI—and played key roles in successful company exits. His expertise spans full-stack development, systems architecture, and delivering robust, scalable technology solutions.
Advisors	We have an experienced advisory group with backgrounds in large DSOs, Deloitte/Scotiabank technology strategy and enterprise transformation leadership, AI research and commercialization, and global energy and fintech product leadership

(j) Does the issuer have business premises from which it can operate its business?

We have an office in Vancouver, BC, which serves as our primary operating location.

(k) How many employees does the issuer have? How many does it need?

Department	Department details and function	Current	*Target hirings within 2-3 years*
Management	Overall leadership and guidance of the company	2	+ 1
Engineering	Lean team built initial products; aim to grow to enhance our scalability and proprietary IP	3	+ 7
Sales	Sales functions are led by the CEO, who brings extensive experience and a proven track record in sales execution and strategy.	-	+ 1
Marketing	Marketing initiatives are delivered through a specialised external agency, enabling scalable, high-quality execution while allowing the internal team to remain focused on core operations	-	-
General & admin	Currently outsourcing accounting, HR, *etc.* to focus on our core competencies	-	+ 1
	Total	**5**	**+ 10** (15 total)

3.2 *Legal Structure*

The Issuer was initially incorporated pursuant to the British Columbia *Business Corporations Act* on June 20, 2018, under the name "KANNABA AGRITECH CORP." On October 16, 2018, we changed our name to "ACUITY HOLDING CORP." and on April 4, 2019, in connection with a conversion to a Nevada corporation under the Nevada *Revised Statutes and Administrative Codes; Chapter 78 - Private Corporations*, changed our name to "GENERAL TECHNOLOGIES INC." On February 13, 2026, we became a Canadian federal corporation and were continued under the *Canada Business Corporations Act* (the "**Act**") and changed our name to "GENERAL TECHNOLOGIES INNOVATION LABS INC."

We have one wholly owned subsidiary, GREEN LIFE THERAPEUTICS (PRIVATE) LIMITED, incorporated under the Zimbabwe *Companies and Other Business Entities Act* on December 3, 2018. We also have a 45% ownership stake in GENERAL TECHNOLOGIES R&D INC., incorporated under the Alberta *Business Corporations Act* on October 16, 2018.

3.3 *Constating Documents*

The Issuer's articles and certificate of continuation, and trust declaration and voting trust agreement with Michael Charles Wood as "Voting Trustee" (the "**Voting Trust Agreement**"), are available for review by prospective purchasers request to the contact person (see **Item 2.2**) or the funding portal (see **Item 5.1**).

see also **Item 10.3 *Voting Trust Agreement***

3.4 *Current Operations*

The statement(s) indicated below best describe the Issuer's current state of operations:

- ☐ The Issuer has never conducted operations

☐ The Issuer is in the development stage

☑ The Issuer is currently conducting operations

3.5 *Financial Statements*

The Issuer's unaudited financial statements for the years ended April 30, 2025, and 2024 are available for review upon request to the contact person or the funding portal.

Information for purchasers: If you receive financial statements from an issuer conducting a crowdfunding distribution, you should know that those financial statements have not been provided to or reviewed by a securities regulatory authority or regulator. They are not part of this offering document. You should also consider seeking advice from an accountant or an independent financial adviser about the information in the financial statements.

3.6 *Outstanding Securities*

Description of security	Number outstanding	Votes per security	Total voting power	Common share ratio	As converted to Common shares
Class A Common Shares (1)	15,728,497	1	15,728,497	1 for 1	15,728,497
Class B Common Shares (2)	500,000	20	10,000,000	-	0
Series A Preferred Shares	1,825,000	1	1,825,000	8 for 1	14,600,000
Class A Options (3)	600,000	-	0	1 for 1	600,000
			27,553,797		**30,928,797**

(1) Class A Common Shares are the offered securities in this offering. See **Item 5.5** and **5.6** for additional information.

(2) Class B Common Shares do not have any conversion, dissolution, dividend, or participation rights.

(3) The Issuer is authorized to issue up to 4,000,000 Class A Options.

Item 4: MANAGEMENT

4.1 *Founders, Directors, Officers and Control Persons*

Legal name, municipality and position	Principal occupation last 5 years	Relevant expertise, education and experience for the issuer's business	Securities owned (1)	Issuer Control (2)
Bryan MacKenzie Dear Vancouver, BC *Control person*	Investor	Strong background in financial services and private capital. Bryan has been actively involved in sourcing, evaluating, and supporting investment opportunities.	Class A Common 1,200,000 shares Class B Common 250,000 shares Series A Preferred 375,000 shares see note (3)	Common 7.6% Voting 23.9% Diluted 13.6%

Legal name, municipality and position	Principal occupation last 5 years	Relevant expertise, education and experience for the issuer's business	Securities owned [(1)]	Issuer Control [(2)]
Saleem Sadrudin Mohamed Burnaby, BC *Control person*	Director and Secretary	30+ years advising on M&A, capital markets, and company building, leveraging a global network to drive strategic growth and long-term value creation.	Class A Common 600,000 shares Class B Common 250,000 shares Series A Preferred 375,000 shares see note **(4)**	Common 3.8% Voting 21.7% Diluted 11.6%
Michael Charles Wood Vancouver, BC *Chief Executive Officer and Director*	CEO, *Issuer*	30+ years of experience building and scaling businesses across technology, automotive, financial services, carbon offsets, and other industries.	Class A Common 1,540,000 shares Series A Preferred 375,000 shares see note **(5)**	Common 9.8% Voting 7.0% Diluted 14.7%
Miguel Palomino-Madrid Vancouver, BC *Chief Technology Officer and Director*	CTO, *Issuer*	20+ years of experience across software development, payments, blockchain, and AI. Miguel holds a BSc in Computer Science.	Class A Common 1,500,000 shares Series A Preferred 375,000 shares see note **(6)**	Common 9.5% Voting 6.8% Diluted 14.5%
Shebina Kanani Markham, ON *Director*	IT Professional	Senior IT leadership experience in financial services, including roles at major global institutions. She is currently with Deloitte, advising on technology strategy, governance, and risk management.	None	N/A

(1) All share information is provided as of the date of this offering document on a post-continuation basis. See **Item 3.2** for additional information.

(2) Control and ownership of the Issuer's securities is presented on (i) a "**Common**" basis of 15,728,497 shares, using the total number of Common shares outstanding that have participation rights; (ii) a "**Voting**" basis of 27,553,797 'votes', using the total number of votes attached to all of the Issuer's outstanding securities; and (iii) a "**Diluted**" basis of 30,928,797 shares, assuming the conversion or exercise of all outstanding securities into Common shares in accordance with their respective terms. See **Item 3.6** for additional information.

(3) Bryan Dear holds 600,000 Class A Common Shares in his personal name, and the remainder of his securities via BMD FINANCIAL INC., a corporation he wholly owns and controls. He acquired all of his securities on April 15, 2024, via transfer from Saleem Mohamed.

(4) Saleem Mohamed initially purchased 100 Class A Common Shares for $100 on June 20, 2018, 55,000,000 Class A Common Shares for $110,000 on October 19, 2018, and was issued 300,000 Class A Common Shares for performance on May 1, 2022. On August 8, 2022, 47,000,100 Class A Common Shares were cancelled and he was issued 500,000 Class B Common Shares and 1,750,000 Series A Preferred Shares as consideration. On April 15, 2024, he transferred 7,700,000 Class A Common Shares, 250,000 Class B Common Shares and 1,500,000 Series A Preferred Shares to other people. Saleem Mohamed holds 300,000 Class A Common Shares in his personal name, and the rest of his securities via 1168978 BC LTD., a corporation he wholly owns and controls.

(5) Michael Wood holds 75,000 Class A Common Shares via REFORM DEVELOPMENT GROUP INC., a corporation he wholly owns and controls, and the remainder of his securities in his personal name. He acquired all of his securities on April 15, 2024, via transfer from Saleem Mohamed.

(6) Miguel Palomino acquired all of his securities on April 15, 2024, via transfer from Saleem Mohamed.

4.2 *Penalties, Sanctions, Bankruptcy, Insolvency and Criminal or Quasi-Criminal Matters*

No person listed in **Item 4.1** or the Issuer, as the case may be:

(a) has ever pled guilty to or been found guilty of (i) a summary conviction or indictable offence under the *Criminal Code* (Canada), (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction, including without limitation, any offence under the *Income Tax Act* (Canada), the *Immigration and Refugee Protection Act* (Canada) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any province or territory of Canada or foreign jurisdiction, (iii) a misdemeanor or felony under the criminal legislation of the US, or any state or territory therein, or (iv) an offence under the criminal legislation of any other foreign jurisdiction;

(b) is or has been in the last 10 years the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction related to (i) the person's involvement in any securities, insurance, or banking activity, or (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct;

(c) is or has been in the last 10 years the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction related to any professional misconduct;

(d) is or has ever been the subject of a bankruptcy or insolvency proceeding; or

(e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

Item 5: CROWDFUNDING DISTRIBUTION

5.1 *Funding Portal*

Full legal name	FRONTFUNDR FINANCIAL SERVICES INC.
Type of portal	Exempt market dealer
Head office	555 Burrard Street, 1st Floor, Vancouver, BC, V7X 1M8, Canada
Phone number	1 (800) 804-1524
Email address	support@frontfundr.com
Website URL	https://www.frontfundr.com

5.2 *Offered Jurisdictions*

- ☑ Alberta
- ☑ British Columbia
- ☑ Manitoba
- ☑ New Brunswick
- ☑ Newfoundland and Labrador
- ☐ Northwest Territories
- ☑ Nova Scotia
- ☐ Nunavut
- ☑ Ontario
- ☑ Prince Edward Island
- ☐ Québec *
- ☑ Saskatchewan
- ☑ Yukon

* The Issuer may at any time, without amendment to this offering document, make this offering document available in French and this crowdfunding distribution available in Québec.

5.3 *Important Dates*

Closing	Anytime on or before June 17, 2026
Amendment(s)	This offering document has not been amended

5.4 *Type of Eligible Security Offered*

- ☑ Common shares: Class A Common Shares (the "**Offered Securities**")
- ☐ Non-convertible preference shares
- ☐ Securities convertible into common shares
- ☐ Securities convertible into non-convertible preference shares
- ☐ Non-convertible debt linked to a fixed interest rate
- ☐ Non-convertible debt linked to a floating interest rate
- ☐ Limited partnership units
- ☐ Shares in the capital of an association

5.5 *Rights, Restrictions and Conditions of the Offered Securities*

- ☑ voting rights (subject to the Voting Trust Agreement, see ***Trustee Voting Rights*** below);
- ☑ dividends or interest: dividends at the discretion of the Issuers' directors (see **Item 9.2**);
- ☑ rights on dissolution;
- ☐ conversion rights;
- ☐ tag-along rights;
- ☑ drag-along rights (see ***Drag-Along Rights*** below);
- ☐ pre-emptive rights;
- ☑ other: purchasers must become party to the Voting Trust Agreement.

5.6 *Brief Summary of Rights, Restrictions and Conditions of the Offered Securities*

Purchasers should review the subscription agreement for Class A Common Shares (the "Subscription Agreement"), Form 45-110F2 *Risk Acknowledgement*, the Voting Trust

Agreement and all applicable acknowledgements, certificates, and schedules forming part of the binding purchase documents before making an investment in the Offered Securities.

The below contains brief summaries of material restrictions or conditions that are attached to the Offered Securities and purchasers should refer thereto for a complete and binding description of such summaries and for all applicable terms and conditions. Copies of such documents and agreements are available by request.

TRUSTEE VOTING RIGHTS

The following is based on Section 3.6 of the Voting Trust Agreement, with certain edits made for clarity in the context of this offering document. Purchasers should refer thereto for complete text with all terms and conditions. Certain capitalized terms used below have the meanings given in the Voting Trust Agreement.

The Voting Trustee shall have any and all right and power to make any and all decisions with respect to any and all matters respecting the Issuer which the purchaser would otherwise have authority to vote upon, consent to, approve, waive, ratify or otherwise authorize which such purchaser may have or may in the future have by virtue of such purchaser's ownership of the Deposited Shares or by virtue of the Issuer's constating documents will be exercised exclusively by the Voting Trustee in accordance with the voting, consent, approval and waiver instructions set out in section 3.6.2 of the Voting Trust Agreement, including, without limitation: in respect of any matter that, under the Act, requires approval by the holders of Shares of the Issuer voting separately as a class; or in respect of any matter to be approved by shareholders of the Issuer pursuant to the constating documents of the Issuer or under the Act.

DRAG-ALONG RIGHTS

The following is based on Section 3.7 of the Voting Trust Agreement, with certain edits made for clarity in the context of this offering document. Purchasers should refer thereto for complete text with all terms and conditions. Certain capitalized terms used below have the meanings given in the Voting Trust Agreement.

If a Sale of the Corporation has been approved by the Issuer's directors and the majority of the votes attached to outstanding Shares, then all shareholders shall be required to sell all of their Shares to the offeror pursuant to the terms and at the price contained in the offer.

5.7 *Amount of the Offering and Other Information*

Minimum offering amount (1)	**There is no minimum offering – you may be the only purchaser.**	
Maximum offering amount (2)	$799,999.90	1,142,857 Class A Common Shares
Price per security	$0.70	One (1) Class A Common Share
Minimum investment amount	$70.00	100 Class A Common Shares

(1) **The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to GENERAL TECHNOLOGIES INNOVATION LABS INC. that are raised using other prospectus exemptions.**

(2) The Issuer, any affiliate of the Issuer, or any other issuer if either (i) the other issuer is engaged in a common enterprise with the Issuer or with an affiliate of the Issuer or (ii) the other issuer's business is founded or organized by a person or company that founded or organized the Issuer (collectively, the "**Issuer Group**") is limited to raising $1,500,000 under National Instrument 45-110 *Start-up Crowdfunding Registration and*

Prospectus Exemptions ("**NI 45-110**") in any 12-month period. Notwithstanding, the Issuer may use other available prospectus exemptions, including those set out under National Instrument 45-106 *Prospectus Exemptions* ("**NI 45-106**"), to raise funds under the terms of this offering or otherwise, including in excess of the maximum offering amount specified. This is the Issuer's first offering to be conducted under NI 45-110.

Item 6: USE OF FUNDS

6.1 *Information about Historical Funds Raised*

Amount raised	$3,070,604
Method raised	Issuance of equity securities and convertible debt
Exemption(s) used	Section 2.4 (Private issuer) of NI 45-106
Use of funds	Operations, R&D, and general & administrative costs

6.2 *Use of Funds from this Offering*

Intended use of funds, listed in order of priority (1)	Min. offering	Max offering
Product and Technology Development (2)	$0	$375,000
Commercial Expansion and Go-to-Market (3)	$0	$190,000
Customer Support and Deployment (4)	$0	$75,000
Operations, Infrastructure and Compliance (5)	$0	$110,000
Trade fees (6)	$0	$50,000

(1) See also **Item 3.1(e)** for additional information about the intended use of funds from this offering.

(2) Continued development of the Issuer's AI platform, including model refinement, ontology expansion, workflow automation capabilities, platform scalability, and integration development with dental PMS. Recruitment of additional technical, product, and commercial personnel required to support platform development and growth initiatives.

(3) Sales, marketing, and customer acquisition initiatives to support commercial rollout across dental practices and DSOs in North America.

(4) Expansion of onboarding, customer success, and deployment capabilities to support increasing adoption and enterprise-scale implementations.

(5) General working capital requirements, including infrastructure, security, compliance, and administrative expenses necessary to support ongoing operations and fundraising activities.

(6) Assuming the maximum rate of 6.0%, see **Item 8: COMPENSATION PAID TO FUNDING PORTAL**.

Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS

No person in the Issuer Group has been involved in any previous crowdfunding distribution.

Item 8: COMPENSATION PAID TO FUNDING PORTAL

Upfront fees	$9,000 for onboarding and drafting of certain offering materials
Commission fees	Greater of (a) 6.0% of the subscription amount, unless the purchaser is listed on the pre-approved "presidents list", then 2.0% of the subscription

	amount; (b) $100 for investments made by a non-individual; or (c) $25 for investments made by an individual
Closing fees	Up to $3,000 for drafting and filing of certain closing materials (optional)

Item 9: RISK FACTORS

9.1 *Certain Risk Factors*

This crowdfunding distribution is being made by the Issuer pursuant to an exemption from the requirement under securities law for the Issuer to deliver an "offering memorandum" or "prospectus" (as such terms are defined under applicable securities legislation) **and should be considered inherently risky for purchasers.**

The Issuer advises that you carefully read and review, with a financial or legal advisor, all parts of this offering document in addition to the Subscription Agreement, Form 45-110F2 *Risk Acknowledgement* and the Voting Trust Agreement, including any other agreements, acknowledgments, certificates, instruments or similar that comprise the binding purchase documents that all purchasers hereunder must and shall complete in order to subscribe for the Offered Securities.

The Issuer has disclosed certain risk factors below; prospective purchasers should be aware and take consideration of the following when reviewing such risk factors:

- The Issuer has attempted to provide all risk factors, in order of importance, that a reasonable investor would consider important in deciding whether to purchase the Offered Securities, notwithstanding, any of the risk factors listed below, regardless of order, or risk factors not identified below or elsewhere in this offering document, may result in a total loss of investment or material adverse effect on the Issuer or its business.
- The headings "**Investment Risk**", "**Issuer Risk**", "**Management and Personnel Risk**" and "**Industry Risk**" below, in addition to each subheading (*e.g.*, "**You may lose your entire investment**"), are provided for convenience of reference only and do not mean that a given risk is only applicable under such heading (*i.e.*, an "issuer risk" is not exclusively an "issuer" risk) or that the subheading is a full description of such risk disclosure.

see also **Item 1: RISKS OF INVESTING**

INVESTMENT RISK

You may lose your entire investment.

No assurance can be given that purchasers will realize a profit on their investment. Moreover, investors may lose some or all of their investment. Any return, whether of the original amount, less or more, is not guaranteed and is based upon many performance assumptions, including business expenses and market conditions. Due to the nature of our business and the present stage of development of our business, we are subject to significant risks. Our actual operating results may be very different from those expected and described in this offering document. Only potential purchasers who are experienced in investments that involve significant risk and who may afford to lose their entire investment should consider an investment in the Offered Securities.

You may never be able to sell or otherwise transfer the Offered Securities.

There is presently no public market for the Class A Common Shares, and none is expected to develop in the foreseeable future. The Offered Securities are subject to substantial restrictions on transfer under applicable securities laws, the Act, and the Voting Trust Agreement. Accordingly, the Offered Securities may not be resold or otherwise transferred, except in accordance with such laws, instruments and agreements.

see also **Item 11: RESALE RESTRICTIONS**

We have arbitrarily set the price of the Offered Securities.

The price per Offered Security was not established in a competitive market and has been determined by management in its sole discretion. Such price should not be considered an indication of the actual value of the Class A Common Shares and is not based on our asset value, net worth, revenues or other established criteria of value. We cannot guarantee that the Offered Securities can be resold at the offering price or at any other price.

Your ownership may be diluted if we issue securities in the future.

Purchasers may experience dilution or reduction of their ownership interest. The issuance, conversion or exercise of outstanding convertible securities, stock options, or warrants may have a dilutive effect on the interests of the new purchasers of the securities. In the event we require additional equity financing after the completion of this offering, purchasers may experience further dilution with each additional issuance of equity shares. There is no assurance that any such future issuance will be made at a price equal to or greater than the price paid by purchasers under the offering. The Issuer may issue additional securities at prices that are lower than the offering price, which could result in a greater dilution of the purchasers' ownership interest.

ISSUER RISK

We have not earned a profit and have a history of net losses.

We have incurred significant net losses and negative operating cash flow since founding and cannot assure that we will become profitable or avoid net losses into the future or that there will not be any earnings or revenue declines for any future quarterly or other periods. Additionally, we expect that our operating expenses will increase in the future, including allocating substantial resources for sales, marketing, product development, and other growth-related expenses, including significant capital expenditures. As a result, any decrease or delay in generating revenues could result in material operating losses that may not be sustainable.

We have a limited operating history upon which to evaluate our future prospects and performance.

Our operations are subject to all business risks associated with new enterprises and require qualified teams and management in order to execute those plans. The likelihood of our success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the expansion of a business, operation in a competitive industry, and the development of a customer base. There is a possibility that we could sustain losses in the future and not be able to continue operations.

We may need to raise additional capital which may cause dilution to shareholders or carry debt terms.

In order to achieve our short and long-term goals, we may need to procure funds in addition to the amount raised in the offering. There is no guarantee we will be able to raise such funds on acceptable terms or at all. The Issuer may have to sell additional equity or convertible securities, which will result in a dilution of the equity interests of any existing shareholders. We may also need to raise capital by incurring long-term or short-term indebtedness to fund our business objectives. Security holders are cautioned that there can be no assurance as to the terms of such financing and whether such financing will be available. The level of indebtedness could impair our ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise, as well, the associated interest payments could limit the free cash flow available for investment and allocation towards growth initiatives and regular business operations. If we are not able to raise sufficient capital in the future, we may not be able to execute our business plan, our continued operations will be in jeopardy and we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause a purchaser to lose all or a portion of their investment.

We may face potential difficulties in obtaining capital.

We may have difficulty raising needed capital in the future as a result of, among other factors, the inherent business risks associated with our business and present and future market conditions. We have not generated profits since inception and have a history of losses. Additionally, our future sources of revenue may not be sufficient to meet our future capital requirements. As such, we may require additional funds to execute our business strategy and conduct our operations. If adequate funds are unavailable, we may be required to delay, reduce the scope of or eliminate one or more of our research, development or commercialization programs, product launches or marketing efforts, any of which may materially harm our business, financial condition and results of operations.

We are reliant on third-party AI models and systems.

The Issuer’s AI systems incorporate a combination of proprietary machine-learning models and third-party foundation models or open-source frameworks. The Issuer develops certain model architectures, training processes, and data pipelines internally while also integrating externally developed models where appropriate. As a result, the Issuer’s AI capabilities consist of both proprietary components and licensed or open-source technologies that together support the Issuer’s products and services. While we continue to refine our models, there can be no assurance that performance levels observed in testing or early deployments will be maintained across all environments or use cases.

Our products and services may not effectively integrate with third-party systems used by our clients.

Our products operate within third-party software environments, including PMS. Variability in system architecture, vendor access limitations, or integration constraints may require additional development effort and could impact deployment timelines.

Security breaches of confidential customer information may adversely affect our business.

The Issuer operates in environments involving sensitive operational and healthcare-related information and must maintain compliance with applicable privacy and security frameworks, including PIPEDA, HIPAA-related standards, and other applicable regulations. Our business requires the collection, transmission and retention of personally identifiable information, in various information technology systems that we maintain and in those maintained by third parties with whom we contract to provide services. The integrity and protection of that data is critical to us. The information, security and privacy requirements imposed by governmental regulation are increasingly demanding. Our systems may not be able to satisfy these changing requirements and customer and employee expectations or may require significant additional investments or time in order to do so. A breach in the security of our information technology systems or those of our service providers could lead to an interruption in the operation of our systems, resulting in operational inefficiencies and a loss of profits. Additionally, a significant theft, loss or misappropriation of, or access to, customers' or other proprietary data or other breach of our information technology systems could result in fines, legal claims or proceedings.

We may implement new lines of business or offer new products and services within existing lines of business that may not be successful.

To succeed in our intensely competitive industry, we must continually improve, refresh and expand our product and service offerings to include newer features, functionality or solutions, and keep pace with changes in the industry. Shortened product life cycles due to changing customer demands and competitive pressures may impact the pace at which we must introduce new products or implement new functions or solutions. In addition, bringing new products or solutions to the market entails a costly and lengthy process, and requires us to accurately anticipate changing customer needs and trends. We must continue to respond to changing market demands and trends or our business operations may be adversely affected. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services, we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved, and price and profitability targets may not prove feasible. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients or be subject to cost increases, which may adversely affect our business, financial condition or results of operations.

We rely on various IP rights in our business and may not be able to adequately protect such rights.

Our intellectual property (**IP**) and other intangible assets are paramount to the success of our business and ability to operate. Our IP rights may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our IP may not prevent it from being challenged, invalidated, circumvented or designed around, particularly in countries where IP rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because an infringer has a dominant IP position or for other business reasons, or countries may require compulsory licensing of our IP. We might be required or may opt to seek a license for rights to intellectual property held by others, which may not always be available on commercially reasonable terms, or at all. Even if a license is available, we could be required to pay significant royalties, which would increase our operating expenses and ultimately harm the Issuer's results of operations. We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights. As we expand our business, protecting our IP will become increasingly important. Although we will seek to protect our proprietary rights through available means, those actions may be inadequate to protect any proprietary rights or to prevent others from claiming violations of their proprietary rights.

Damage to brand perception and company reputation could negatively impact our operating results.

Our reputation and the quality of our brand are critical to our business and success in existing markets and will be critical to our success as we enter new markets. Maintaining, promoting, and positioning our brand will depend on, among other factors, the reliability and usability of our product, continuous product development, a positive brand image, and our ability to provide a consistent, high-quality consumer experience. Brand value is based on perceptions of subjective qualities, and any incident that erodes the loyalty of users or buyers, including adverse publicity or a governmental investigation or litigation, regardless of its accuracy or validity, could significantly reduce the value of our brand and adversely affect our business, results of operations, and financial condition. Also, there has been a marked increase in the use of social media platforms and similar devices, including blogs, social media websites and other forms of internet-based communications that provide individuals with access to a broad audience of consumers and other interested persons. The availability of information on social media platforms is virtually immediate as is its impact. Information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business. The harm may be immediate and may disseminate rapidly and broadly, without affording us an opportunity for redress or correction. Without a favorable perception of the brand and products, our sales and profits could be impacted.

MANAGEMENT AND PERSONNEL RISK

We are heavily reliant on current key personnel and their experiences and skills.

Our business is significantly dependent on our founders, advisors, officers, directors and other key persons in order to conduct operations, execute our business plan, and secure meaningful long-term growth. The loss of any of these persons or their associated contacts and organizations could have a material adverse effect on our ability to successfully grow our business and maintain operations.

Founders, management and other key personnel may have conflicts of interest.

We can not ensure that our founders, officers, directors, and other key persons will not have conflicts of interest from time to time. Any of those persons may now or in the future serve in similar roles or capacities of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which we may participate, that person may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of our directors, a director who has such a conflict will abstain from voting for or against any resolution involving any such conflict. In accordance with the Act, specified persons are required to act honestly, in good faith, and in the best interests of the Issuer. In determining whether or not we will participate in an undertaking at any given time, the directors will primarily consider the upside potential for the undertaking to be accretive to our shareholders, the degree of risk to which the business may be exposed, and our financial position at that time.

We may not be able to effectively manage the potential growth of the business.

The growth of our operations may place a strain on managerial, financial and human resources and our ability to continue our rate of growth will depend on a number of factors, including the availability of working capital, existing and emerging competition, the ability to maintain sufficient profit margins and to recruit and train additional qualified personnel, both with respect to sales and product development, the ability to expand our product offering and the ability to identify and successfully integrate acquisitions of other companies or products. Our ability to manage growth effectively will require us to continue to implement and improve effective oversight, operations, and financial systems and to expand, train, and manage our employee and stakeholder base. Any expansion of operations we undertake will entail direct risks including failure and indirect risks including opportunity cost; such actions may involve specific operational activities, which may negatively impact our profitability. Consequently, prospective purchasers must assume the risk that such expansion may ultimately involve expenditures of funds beyond our available resources, and management of such expanded operations may divert our attention and resources away from any other operations, all of which may have a material adverse effect on our present and prospective business activities.

We must attract and retain specialized personnel in order to grow our business.

Recruiting and retaining highly qualified personnel is critical to our success. These demands may require us to hire additional personnel and will require our existing management and other personnel to develop additional expertise. We face intense competition for personnel, making recruitment time-consuming and expensive. The failure to attract and retain personnel or to develop such expertise could delay or halt the development and commercialization of our products and services. If we experience difficulties in hiring and retaining personnel in key positions, we could suffer from delays in product and vehicle development, loss of customers and sales and diversion of management resources, which could adversely affect operating results. Any consultants and advisors may be employed by third parties and may have commitments under consulting or advisory contracts with third parties that may limit their availability to us, which could further delay or disrupt our product development and growth plans.

We have sole discretion over the use of proceeds from this offering.

The proceeds from this offering are intended as described in this offering document, however, we reserve the right to use the proceeds for any general business purposes and such other purposes not presently contemplated which we deem to be in the best interests of the company and our shareholders. As a result of the foregoing, our success may be substantially dependent upon the discretion and judgment of our management with respect to the application and allocation of the net proceeds of the offering. Purchasers will be entrusting their investment to our management, upon whose judgment and discretion, the purchaser must depend.

INDUSTRY RISK

Our operations are subject to government regulation and changes thereto could have adverse effects.

We are subject to a wide range of local, provincial/state, federal and international laws and regulations, including specifically with regard to data privacy, platform moderation, and other facets of our operations. The violation of these or future requirements or laws and regulations could result in administrative, civil, or criminal sanctions against us, which may include fines, a cease-and-desist order against the subject operations or even revocation or suspension of our license to operate the subject business. As a result, we may incur capital and operating expenditures and other costs to comply with these requirements and laws and regulation.

The regulatory framework governing AI continues to evolve. New laws or regulations governing AI development, transparency, explainability, privacy, or liability may increase compliance costs, restrict product functionality, or delay commercialization

We face significant competition from small and large local and multinational businesses.

We face competition with respect to any products that we may seek to develop or commercialize in the future. Our competitors include major companies worldwide. Many of our competitors have significantly greater financial, technical and human resources than we have and superior expertise in research and development and marketing proven services and thus may be better equipped than us to develop and commercialize products and services. These competitors also compete with us in recruiting and retaining qualified personnel and acquiring technologies. Accordingly, our competitors may commercialize services more rapidly or effectively than we are able to, which would adversely affect our competitive position, the likelihood that our services will achieve initial market acceptance, and our ability to generate meaningful additional revenues from our services.

Industry consolidation may result in increased competition, which could result in a loss of customers or a reduction in revenue.

Some of our competitors have made or may make acquisitions or may enter into partnerships or other strategic relationships to offer more comprehensive services than they individually had offered or achieve greater economies of scale. In addition, new entrants not currently considered to be competitors may enter our market through acquisitions, partnerships or strategic relationships. We expect these trends to continue as companies attempt to strengthen or maintain their market positions. The potential entrants may have competitive advantages over us, such as greater name recognition, longer operating histories, more varied services and larger marketing budgets, as well as greater financial, technical and other resources. The companies resulting from combinations or that expand or vertically integrate their business to include the market that we address may create more compelling service offerings and may offer greater pricing flexibility than we can or may engage in business practices that make it more difficult for us to compete effectively, including on the basis of price, sales and marketing programs, technology or service functionality. These pressures could result in a substantial loss of our customers or a reduction in our revenue.

Future effective tax rates could be subject to volatility or adversely affected by a number of factors.

Our future effective tax rates could be subject to volatility or adversely affected by a number of factors, including (i) changes in the valuation of our deferred tax assets and liabilities; (ii) expected timing and amount of the release of any tax valuation allowances; (iii) tax effects of stock-based compensation; (iv) costs related to intercompany restructurings; (v) changes in tax laws, regulations or interpretations thereof; or (iv) future earnings being lower than anticipated in countries where we have lower statutory tax rates and higher than anticipated earnings in jurisdictions where we have higher statutory tax rates.

Additional Note Regarding Forward-Looking Statements in this Offering Document

This offering document contains "forward-looking information" within the meaning of applicable securities laws in Canada. Forward-looking information may relate to anticipated events or results and may include information regarding the Issuer's financial position, business strategy, growth plans, budgets, operations, financial results, taxes, dividend policy, plans, and objectives. Particularly, information regarding the Issuer's expectations of future results, performance, achievements, prospects, or opportunities or the markets in which the Issuer operates is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved" or similar expressions, but in any case, specifically in this offering document includes information provided in Item 3: **ISSUER'S BUSINESS** and Item 6: **USE OF FUNDS**, and elsewhere as the case may be. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates, and projections regarding future events or circumstances. By its nature, forward-looking statements and information involve numerous assumptions, known and unknown risks, and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements and information or contribute to the possibility that predictions, forecasts, or projections will prove to be materially inaccurate. Although the Issuer believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Issuer.

No forward-looking statement can be guaranteed. Forward-looking statements speak only as of the date on which they are made and, except as required by applicable securities laws, the Issuer undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

9.2 *Dividend Risk*

We do not currently have the financial resources to pay dividends to investors. There is no assurance that we will ever have the financial resources to do so.

Item 10: REPORTING OBLIGATIONS

10.1 *Ongoing Information*

We are not a "reporting issuer" (or equivalent thereof) under the securities laws of any jurisdiction nor will we be a "reporting issuer" as a result of this offering and therefore will not be subject to the continuous disclosure requirements of such securities legislation, including the requirements relating to the filing of audited financial statements and other financial information or other reporting.

Within 10 days of a distribution of securities pursuant to certain prospectus exemptions, such as a closing under this crowdfunding offering, we shall be obligated to file Form 45-106F1 *Report of Exempt Distribution*, accessible via the Canadian Securities Administrators' SEDAR+ portal, accessible at www.sedarplus.com.

10.2 *Annual Information*

We are required under the Act to produce annual financial statements before each annual shareholder meeting, together with an independent auditor's report on those statements, unless such requirements are waived by our shareholders in accordance with the Act.

10.3 *Voting Trust Agreements*

The Issuer is not aware, after making reasonable inquiries, of any existing voting trust agreement among certain shareholders of the Issuer other than the Voting Trust Agreement.

Information about the Voting Trust Agreement as of the date of this offering document:

No. of shareholders	0
Percent of votes	0%
Voting trustee	Michael Charles Wood
Trustee powers	No additional powers, other than as contemplated in the agreement
Agreement term	Until the earlier of (i) 21 years from its effective date, unless extended by law; (ii) dissolution, liquidation or winding-up of the Issuer; (iii) a public listing event; or (iv) written consent of the Voting Trustee and the Issuer

Item 11: RESALE RESTRICTIONS

The securities you are purchasing are subject to a resale restriction. You might never be able to resell the securities.

Item 12: PURCHASERS' RIGHTS

12.1 *Rights of Action in the Event of a Misrepresentation*

If there is a misrepresentation in this offering document, you have a right

(a) to cancel your agreement with the Issuer to buy these securities, or

(b) to damages against the Issuer and may, in certain jurisdictions, have the 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 paragraphs (a) or (b) above, you must do so within strict time limitations.

12.2 *Two-day Cancellation Right*

You may cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal not later than midnight on the second business day after you enter into the agreement. If there is an amendment to this offering document, you can cancel your investment to purchase these securities and receive a full refund by sending a notice to the funding portal no later than midnight on the second business day after the funding portal provides you with notice of the amendment.

Item 13: DATE AND CERTIFICATE

This offering document does not contain a misrepresentation.

Dated and signed on March 19, 2026.

Mike Wood

Michael Charles Wood

Chief Executive Officer and Director

I acknowledge that I am signing this offering document electronically and agree that this is the legal equivalent of my handwritten signature.