No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

This offering document (the "Offering Document") constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances, is to be construed as a prospectus or advertisement or a public offering of these securities.

The securities offered under this Offering Document have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold to, or for the account or benefit of, any "U.S. person" or any person in the "United States" (as such terms are defined in Regulation S under the U.S. Securities Act), absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person unless exemptions from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws are available at the time of exercise. Securities offered or sold to, or for the account or benefit of, any U.S. person or any person in the United States will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and will be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.

Amended and Restated Offering Document Amending and Restating the Offering Document dated October 7, 2025 under the Listed Issuer Financing Exemption

October 28, 2025



BIOVAXYS TECHNOLOGY CORP. (the "Company")

PART 1. SUMMARY OF OFFERING

What are we offering?

Offering:	A non-brokered private placement offering (the " Offering ") of up to 11,764,705 units of the Company (each, a " Unit ") at a price of \$0.17 per Unit for gross proceeds of up to \$2,000,000 pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> (" NI 45-106 ") in all provinces and territories of Canada, except Quebec, and other qualifying jurisdictions.
	Each Unit will consist of one (1) common share in the capital of the Company (each, a "Common Share") and one (1) Common Share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one

	Common Share at a price of \$0.40 for a period of 24 months from the closing date of the Offering (as defined below).
Offering Price:	\$0.17 per Unit
Offering Amount:	A minimum of 10,588,235 Units for gross proceeds of \$1,800,000 and a maximum of 11,764,705 Units for gross proceeds of \$2,000,000.
Closing Date:	The Offering is expected to close on or about November 10, 2025 (the "Closing Date"), or such other date or dates as the Company may determine. The Offering may close in one or more tranches.
Exchange:	The Common Shares are listed and posted for trading on the Canadian Securities Exchange (the "CSE") under the symbol "BIOV", on the OTCQB Market under the symbol "BVAXD" (the "OTC"), and on the Frankfurt Stock Exchange (the "FSE") under the symbol "5LB".
Last Closing Price:	On October 27, 2025 the last closing price of the Common Shares on the CSE was \$0.19, the closing price of the Common Shares on the OTC was US\$0.15, and the closing price of the Common Shares on the FSE was €0.13.

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

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering document, will not exceed \$25,000,000.
- The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

Cautionary Statement on Forward-Looking Information

This Offering document contains "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable Canadian securities legislation. In some cases, forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict", "assume", "budget", "strategy", "scheduled", "forecast", "target" or "likely", or the negative forms of these terms, or other similar expressions (or variations of such words or phrases) or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

This Offering document contains forward-looking information relating to, but not limited to, the Offering, including the use of proceeds from the Offering, the anticipated timeline for closing of the Offering, if it is to be closed at all, the Company's business plans and objectives, as well as the belief that the Company shall have raised sufficient funds to meet its business objectives and liquidity requirements for a certain period following the distribution. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information, including but not limited to the assumption that the

Company will use the proceeds from the Offering as anticipated and the assumption that the Company will close the Offering on the timeline expected. Although such statements are based on reasonable assumptions of the Company's management, there can be no assurance that any conclusions or forecasts will prove to be accurate. These forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates, primarily the assumption that the Company will be successful in developing and testing vaccines, that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Accordingly, readers should not place undue reliance on forward-looking information. These forward-looking statements are made as of the date of this Offering document and are expressly qualified in their entirety by this cautionary statement. The Company assumes no obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of this Offering document, except as required by applicable Canadian securities laws.

The CSE has not approved nor disapproved the information contained herein.

Currency

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

PART 2. SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a clinical-stage biopharmaceutical company that stands at the forefront of innovation with a focus on developing advanced treatments in oncology, infectious disease, antigen desensitization, allergy, autoimmune diseases, and other immune dysfunction based on its DPXTM antigen delivery and immune-educating technology platform. The DPX platform has been proven safe, well tolerated, and effective in multiple preclinical, Phase 1 and Phase 2B clinical studies. The Company possesses 25 distinct families of patents and/or patent applications, with over 120 national phase issued/filings related to DPX and its use across a range of immune system-related diseases.

Antigens, Vaccines, and Antigen Delivery

Vaccines, whether for cancer, infectious disease, or other immune system diseases, work by delivering biochemical markers called antigens, which are weakened, synthetic fragments, or inactive parts of a disease-causing tumor cell or pathogen, to trigger the body's immune system to produce disease fighting immune cells (T cells, antibodies and memory cells). These immune cells then recognize and attack the specific antigen, therefore treating or preventing the disease. This is the foundation for all vaccines, whether they are based on mRNA, proteins, peptides, small molecules, virus-like particles, inactivated viruses, or live attenuated viruses. It is therefore critical for the development of effective vaccines to optimize antigen presentation to the immune system, direct immune responses, reach the target tumor or pathogen, and not cause any safety or tolerability issues.

Limitations of Current Antigen Delivery Methods

Current antigen delivery methods include using water-based formulations which provide systemic delivery of antigens that can lead to off-targeting, limited exposure of antigens to immune cells, and are poorly able to retain lymphocytes at the injection site. Lymphocyte retention is important, as lymphocytes play a crucial role in the immune system and are responsible for targeting an adaptive immune response to a specific tumor or pathogen, and are found in large numbers in the lymph, and lymphoid organs. Oil-in-water emulsions provide longer

systemic antigen exposure, but can elicit dysfunctional T cells. The adverse reactions associated with current mRNA vaccines are primarily attributed to the lipid nanoparticles (LNPs) that package the mRNA. LNPs possess immunostimulatory properties and can spill out of the injection site, leading to systemic inflammatory responses (which is a well-reported and significant side effect of mRNA Covid vaccines).

Company Value Proposition

Through a differentiated mechanism of action, the DPX platform is a major innovation in vaccine development that is a solution for the limitations faced by vaccines using other antigen delivery methods. The DPX platform provides a new and singularly unique way to deliver active ingredients to the immune system using a novel mechanism of action that does not release active ingredients at the site of the injection, but rather forces an active uptake of immune cells and delivery into the lymphatic nodes. The programming of immune cells happens *in vivo* and offers a more efficient approach that mimics the natural function of the immune system. Active ingredients, antigens, and adjuvants are formulated in lipid nanoparticles, freeze-dried to remove all traces of water (for longer shelf-life), and suspended in an oil formulation. The oil formulation prevents the release of active ingredients at the injection site (making it non-systemic) and protects the active ingredients from degradation. This "no release" mechanism allows for an active uptake of antigens into immune cells and lymph nodes for a sustained activation of the immune system in which the T cell flow is sustained over a longer duration than traditional vaccines on the market.

DPX also has multiple manufacturing advantages: it is fully synthetic, can accommodate hydrophilic and hydrophobic compounds, is amenable to a wide-range of applications (such as mRNA/polynucleotides, peptides/proteins, virus-like particles, and small molecules) to produce targeted, long-lasting immune responses enabled by various formulated components. DPX is ideal for mRNA delivery, as it remains localized and does not spill out from the injection site, with superior stability over LNPs.

DPX-Based Product Pipeline in Oncology, Infectious Disease, and Food Allergy

The Company's clinical stage oncology pipeline includes maveropepimut-S (MVP-S) in Phase IIB clinical development for advanced Relapsed-Refractory Diffuse Large B Cell Lymphoma (DLBCL) and platinum resistant Ovarian Cancer. MVP-S delivers antigenic peptides from survivin, a well-recognized cancer antigen commonly overexpressed in advanced cancers, and an innate immune activator and a universal CD4 T-cell helper peptide. MVP-S has been well tolerated and has demonstrated defined clinical benefit in multiple cancer indications as well as the activation of a targeted and sustained, survivin-specific anti-tumor immune response.

Results from a phase 12B study of maveropepimut-S (MVP-S) in combination with low-dose cyclophosphamide in patients with recurrent ovarian cancer showed that this combination was well-generated an overall response rate of 21% and a disease control rate of 63%. Notably, the response was observed in both platinum-resistant and platinum-sensitive patients.

In a collaboration with Merck, MVP-S plus Merck's immunotherapy drug Keytruda (pembrolizumab), showed promising results in the treatment of patients with relapsed/refractory DLBCL as well as ovarian cancer, according to findings from a phase 1/2B study.

The Company also has Phase 1 studies with DPX+SurMAGE, a dual-targeted immunotherapy combining antigenic peptides for both the survivin and MAGE-A9 cancer proteins to elicit immune responses to these two distinct cancer antigens simultaneously, and DPX-RSV for Respiratory Syncytial Virus.

Currently available RSV vaccines including GSK's Arexvy, Moderna's mResvia, and Pfizer's Abrysvo target either the F or G proteins of the virus and provide protection by neutralizing the RSV virus. Clinical measures of efficacy focus on the amount of neutralizing antibodies in the bloodstream. DPX-RSV works differently; it targets the SH viral ectodomain of the RSV virus and, instead of neutralizing the virus, it enables the immune system to recognize and destroy infected cells. A phase 1 human study with DPX-RSV demonstrated antigen-specific

immune responses in 93% of subjects, with 100% of responders in a 25µg dose cohort maintaining antigen-specific immunity one year post vaccination.

Preclinical proof of concept studies in infectious diseases include DPX-rHA/DPX-FLU, an influenza vaccine candidate of recombinant hemagglutinin (whole protein ~300 amino acids) / whole heat killed virus package in DPX, and DPX-rPA, an anthrax vaccine consisting of DPX+ recombinant anthrax protective antigen. Animal challenge studies performed with lethal anthrax respiratory exposure levels with our DPX-based anthrax vaccine demonstrated 100% immunity following a single injection compared to current vaccines which require more than one dose and concomitant dosing with an antibiotic.

Current research collaborations include development of a DPX formulation for long-duration peanut and egg allergy prophylaxis with McMaster University, and a collaboration with Sona Nanotech Inc. and researchers at Dalhousie University for the development of new cancer therapeutics based on the Company's DPX platform in combination with Sona's Targeted Hyperthermia TherapyTM ("THT"), a photothermal cancer therapy that uses highly targeted infrared light and intratumoral gold nanorods to treat solid tumors.

Licensing

The Company has revenue generating licenses with Zoetis Inc. and SpayVac-for-Wildlife, Inc. for vaccines in the animal health field based on the Company's lipid encapsulation technology.

- SpayVac anticipates regulatory approval in late 2025 for a pZP immunocontraceptive vaccine for feral
 horses in the US, with supplemental regulatory submissions planned for the EU and Australia. Ongoing
 research with other antigens is targeting commercial aquaculture, companion animals, and other
 applications.
- Zoetis is preparing for regulatory submission for a pZP immunocontraception based on the Company's lipid encapsulation technology for cattle in Australia and Brazil.
- Through its acquisition of the IMV, Inc. assets, BioVaxys assumed ownership of an existing license with Merck KGaA for EMD 640744, an investigational therapeutic vaccine based on a composition of five HLA class I-binding survivin peptides. These five survivin peptides were packaged in the DPX immune-educating antigen delivery system as the basis for maveropepimut-S (MVP-S).

Company Strategy

Over the next year, the Company plans is to drive more organic pipeline growth by (1) Pursuing multiple licensing opportunities and research collaborations with new DPX formulations where the Company's platform solutions can address specific needs or gaps, expanding our pipeline with new vaccines (such as for peanut allergy and from the Sona Nanotech collaboration), and making the Company an attractive 'go-to' partner for targeted immunotherapies; (2) Reducing risk/financial burden by out-licensing or partnering MVP-S in advanced Relapsed-Refractory Diffuse Large B Cell Lymphoma (DLBCL) and Ovarian Cancer, and seeking a development partner for DPX-RSV and/or DPX-FLU; (3) and conducting remaining immune assay analyses from MPV-S phase 1 studies.to prepare MVP-S in additional indications

Recent developments

The following is a brief summary of key recent developments involving or affecting the Issuer over the past 12 months:

On October 8, 2024, the Company announced that it has engaged Rajkannan Rajagopalan, PhD, as Advisor
for development and production of the Company's DPX formulations. Dr. Rajagopalan has a PhD in
Pharmaceutical Chemistry/Physical Chemistry and over 20 years of experience in nanoparticles

formulation development for biomolecules (peptides, proteins, nucleic acids, VLPs, mAbs) delivery to treat cancer, infectious diseases and autoimmune disorders.

- On October 11, 2024, the Company announced that it entered into a marketing services agreement with Outside the Box Capital Inc. ("OTB") for an anticipated period of six (6) months October 15, 2024, to April 15, 2025 pursuant to which OTB provided certain marketing and distribution services to the Company. As consideration for the services, the Company paid OTB a cash fee in advance in the amount of \$130,000.
- On October 25, 2024, the Company announced that, further to its news releases regarding the previously announced non-brokered private placement of units of the Company at a price of \$0.05 per unit of the Company, the Company has closed the non-brokered private placement. In aggregate, the Company had issued 24,812,340 units of the Company raising \$1,240,617. The Company also announced that it intended to issue 1,196,908 units of the Company each priced at \$0.03 in connection with funds received by the Company pursuant to its private placement offering that had been announced January 8, 2024. Each unit of the Company consisted of one Common Share and one Common Share purchase warrant convertible into a Common Share at an exercise price of \$0.05 for a period of 24 months from the date of issue.
- On October 31, 2024, the Company highlighted studies showing that its novel DPX immune educating
 delivery platform recruits and activates unique subsets of antigen presenting cells to drive immunogenicity
 of antigens, and exhibits superior immune activation compared to aqueous and emulsion-based antigen
 delivery systems.
- On November 5, 2024, the Company announced that it had been invited to and joined the Rapid Response Partnership Vehicle (RRPV), a consortium of large and small biopharma, contractors, government agencies and academic and non-profit research institutions that support the US Government's Biomedical Advanced Research and Development Authority in its objective to accelerate Medical Countermeasure product and technology development to address evolving needs including pandemic influenza, emerging infectious diseases, and other biological threats.
- On November 18, 2024, the Company announced that it intended to complete a non-brokered private placement offering.
- On November 20, 2024, the Company and SpayVac jointly announced that SpayVac's Madison, Wisconsin laboratory and production facility is now fully able to supply its cutting-edge contraceptive vaccines, including its well-established pZP vaccine and its newest GnRH vaccine for commercial aquaculture and other species.
- On December 5, 2024, the Company announced that it presented a new study at the Personalized Cancer Vaccine Summit (formerly known as the mRNA Cancer Vaccine Summit) in Boston, MA. The presented study data supports further differentiation of its DPX immune educating platform from current aqueous, emulsion, and LNP antigen delivery systems. The data further demonstrates that DPX formulations with tumor-derived peptide neoantigens are highly effective vaccines to inhibit or prevent tumor growth following tumor challenges. DPX formulations were more effective than mixing with commonly used adjuvants, and DPX formulations were demonstrated to be as effective as the gold standard, bone marrow-derived dendritic cells. A highly significant result of the study is DPX formulations (with a checkpoint inhibitor) without a packaged cargo peptide appear to have meaningful immune stimulating properties on their own.
- On December 11, 2024, the Company announced that it reduced the price per unit of the Company in connection with its non-brokered private placement offering previously announced on November 18, 2024, and increased the number of units of the Company offered. The price per unit of the Company had been reduced from \$0.07 to \$0.05. As the Company's intention to raise \$1,000,000 remained unchanged,

the number of units of the Company offered increased from 14,285,715 to 20,000,000 accordingly. Each unit of the Company continued to consist of one Common Share and one Common Share purchase warrant convertible into a Common Share at an exercise price of \$0.15 for a period of 24 months from the date of issue.

- On December 13, 2024, the Company announced that it closed the first tranche of its non-brokered private placement with the issuance of 2,200,000 units of the Company at a price of \$0.05 per unit of the Company for aggregate gross proceeds of \$110,000. In addition, the Company announced that it entered into a debt settlement agreement with an arm's-length consultant of the Company to settle an aggregate of \$500,000 in debt owed to the consultant by issuing 5,000,000 Common Shares at a deemed price of \$0.10 per Common Share.
- On December 17, 2024, the Company announced that in anticipation of restarting clinical studies of various DPX formulations and initiating new preclinical studies, it has acquired a 48-kilogram supply of GMP-grade lipid to enable production of the Company's DPX antigen packaging delivery platform.
- On December 18, 2024, the Company announced that it closed the second tranche of its non-brokered private placement with the issuance of 3,500,000 units of the Company at a price of \$0.05 per unit of the Company for aggregate gross proceeds of \$175,000.
- On January 10, 2025, the Company announced that it closed the third tranche of its non-brokered private placement with the issuance of 10,750,000 units of the Company at a price of \$0.05 per units of the Company for aggregate gross proceeds of \$537,500. In addition, the Company reported that it issued 5,000,000 unrestricted Common Shares at a deemed price of \$0.10 per Common Share in settlement of an aggregate of \$500,000 in debt that was owed to an arm's-length consultant of the Company.
- On January 23, 2025, the Company announced, further to its news release of January 10, 2025, an extension of its previously announced non-brokered private placement at a price of \$0.05 per unit of the Company. Each unit of the Company consisted of one Common Share and one Common Share purchase warrant convertible into a Common Share at an exercise price of \$0.15 for a period of 24 months from the date of issue. The Company extended the closing date of its fourth and final tranche of the non-brokered private placement previously scheduled for January 23, 2025, to on or about, but no later than, February 7, 2025.
- On February 7, 2025, the Company announced, further to its news releases of January 10, 2025, and January 23, 2025, an extension of the previously announced non-brokered private placement. The Company extended the closing date of its fourth and final tranche scheduled for February 7, 2025, to on or about, but no later than, February 14, 2025.
- On February 13, 2025, the Company announced that as a result of delays in the completion of its audit, the Company anticipated that it will experience a short-term delay in filing its audited annual financial statements for the year ended October 31, 2024, the related management's discussion and analysis, and its Form 52-109FV1 CEO and CFO certifications of annual filings (collectively the "Required Filings"). Under National Instrument 51-102 Continuous Disclosure Obligations, the Required Filings are required to be made not later than February 28, 2025. The Company applied to the British Columbia Securities Commission (the "BCSC") pursuant to Part 3 of National Policy 12-203 Management Cease Trade Orders ("NP 12-203") for a management cease trade order ("MCTO") that will prohibit the management of the Company from trading in the securities of the Company until such time as the Required Filings are filed as an alternative to a "failure-to-file" cease trade order in connection with the possible late filing of the Required Filings.
- On February 18, 2025, the Company announced that it entered into debt settlement agreements with arm's-length consultants of the Company to settle an aggregate of \$207,656.50 in debt owed to the consultants

by issuing 4,153,130 Common Shares at a deemed value of \$0.05 per Common Share. The Company announced, further to its news releases of January 10, 2025, January 23, 2025, and February 7, 2025, an extension of the previously announced non-brokered private placement and the closing of the final tranche of its non-brokered private placement with the issuance of 2,000,000 units of the Company at a price of \$0.05 per unit of the Company for aggregate gross proceeds of \$100,000.

- On March 3, 2025, the Company announced that, further to its news release dated February 13, 2025, its
 principal regulator, the BCSC, accepted the Company's application for and granted the MCTO under NP
 12-203.
- On March 17, 2025, the Company provided a bi-weekly update on the status of the MCTO granted on March 3, 2025.
- On March 19, 2025, the Company filed the Required Filings and on March 20, 2025, the BCSC revoked the previously announced MCTO.
- On April 1, 2025, the Company announced that it had entered into a debt settlement agreement with THECCSGROUP to settle an aggregate of \$60,000 in debt owed by the Company by issuing 1,200,000 Common Shares at a deemed value of \$0.05 per Common Share.
- On April 10, 2025, the Company announced the revocation of the MCTO issued by the BCSC on March 3, 2025. The Company also reported that, further to its news release dated April 1, 2025, it had issued 1,200,000 Common Shares at a deemed value of \$0.05 per Common Share in settlement of an aggregate of \$60,000 in debt owed by the Company.
- On April 17, 2025, the Company filed its Statement of Executive Compensation for the year ended October 31, 2024.
- On April 22, 2025, the Company announced the expansion of the Fields of Use in the current License Agreement with SpayVac to include commercial aquaculture, plus the farm-raised fish market.
- On April 23, 2025, the Company's Japanese Patent Application No. 2024-232965 was published in Japan.
- On May 7, 2025, the Company and Sona Nanotech Inc. ("Sona") jointly announced that they have entered into a research agreement to collaborate on the development of new cancer therapeutics based on the Company's DPXTM Immune Educating Platform in combination with Sona's Targeted Hyperthermia TherapyTM, a photothermal cancer therapy that uses highly targeted infrared light to treat solid tumors.
- On May 29, 2025, the Company and HIMV ("HIMV") have executed a Second Amendment ("Second Amendment") to the Asset Purchase Agreement dated February 11th, 2024 ("APA") for acquiring the entire portfolio of assets and intellectual property based on the DPX™ immune educating platform technology developed by Canadian biotechnology company, IMV Inc. Pursuant to the Second Amendment, the Company was given until September 30, 2025, to raise the additional sum of \$2,971,364 USD, in which event, Section 12 of the APA shall be at an end and of no further force or effect. If the Company was unable to do, HIVC has the right, in its sole discretion, but not the obligation, to exercise the Call Option provided for in the said Second Amendment. A copy of the Second Amendment Agreement was posted to the SEDAR+ website found at www.sedarplus.ca. on May 30, 2025. As consideration for the said amendment, the Company agrees to issue 2,800,000 Common Share purchase warrants to Horizon and 1,200,000 Common Share purchase warrants to Powerscourt Investments XXV LP ("Powercourt"), with each Common Share purchase warrant entitling Horizon and Powercourt the purchase of one Common Share at a price of \$0.06 Canadian Dollars at any time on or before May 31, 2028. Horizon and Powerscourt are the members/owners of HIMV LLC (70%/30%), the party to the APA.

- On May 30, 2025, the Company announced a proposed consolidation of its Common Shares on the basis of ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share (the "Consolidation"), and a concurrent brokered private placement offering (the "Offering") under the Listed issuer financing exemption found in National Instrument 45-106 consisting of a minimum of 5,714,285 units of the Company (each, a "Unit") at a post-Consolidation price of \$0.35 per Unit for minimum gross proceeds of \$2,000,000 and a maximum of 8,571,428 Units at a post-Consolidation price of \$0.35 per Unit for maximum gross proceeds of up to \$3,000,000. As at May 30, 2025, the Company had 293,425,203. Following the Consolidation and excluding the Common Shares to be issued in connection with this Offering, the Company had 29,342,520 Common Shares issued and outstanding, prior to rounding of fractional Common Shares.
- On June 20, 2025, the Company announced that it has amended the terms of its Offering previously announced on May 30, 2025, and filed an amended offering document (the "Amended Offering Document"). The Amended Offering Document updates the exercise price of the Warrant that forms part of the Units being offered by the Company, from a post-consolidation exercise price of \$0.60 to a post-consolidation exercise price of \$0.50.
- In June 2025, the Company entered into a discussion for a global exclusive license for MVP-S in ovarian cancer with a European pharma company for a proposed \$1,600,000 payment to the Company with performance milestones, and with an option to in-license MVP-S for cervical cancer.
- On July 7, 2025, the Company announces it has engaged Enclave Capital LLC to act as an agent, in collaboration with D12 Capital Markets Inc. and its affiliate, Foundation Markets Inc., in connection with the Company's previously announced Offering.
- On July 15, 2025, the Company announced that it has amended the terms of its Amended Offering Document to provide for a 45-day extension to the Amended Offering Document ("Final Offering Document"). The Company also announced that it had engaged Enclave Capital LLC ("Enclave"), D12 Capital Markets Inc. ("D12"), and D12's affiliate, Foundation Markets Inc., to act as agents (together the "Agents"). Upon successful closing of the Offering, Enclave will receive a cash fee equal to 8% of the total proceeds received by the Company from Enclave investors (the "Enclave Fee"). In addition to the Enclave Fee, the Company will pay Enclave a cash fee of \$10,000. D12 will receive a cash commission equal to 8% of the gross proceeds committed to the Company from any party introduced by the D12 and its affiliate. Such payment shall be paid by the Company in equal share to D12 as per their direction.
- On August 27, 2025, the Company announced the cancelation of the Final Offering Document and an unsecured convertible debenture financing ("Debenture Offering"). The Debentures will be unsecured obligations of the Company, mature August 30, 2026 (the "Maturity Date"), and bear interest at a rate of 10% per annum with such interest payable on a quarterly basis in either cash or, at the sole discretion of the Company, in Common Shares. The principal outstanding under the Debentures will be convertible into Common Shares at any time, at the option of the holder, at the closing price of the Common Shares on the CSE on the day notice of conversion is received by the Company, subject to the pricing requirements in the policies of the CSE. If a holder elects to convert principal into Common Shares, all accrued and unpaid interest on the amount to be converted will also be satisfied with the issuance of Common Shares to such holder. Participants in the Debenture Offering will also receive, for every \$1,000 of Debentures, 4,000 transferable Common Share purchase warrants ("Debenture Warrants") that, for each Debenture Warrant, entitle the holder thereof to acquire one Common Share at an exercise price of \$0.25 per Common Share. The Debenture Warrants will be exercisable from the date of the intended upcoming consolidation of the securities of the Company for a period of 12 months.
- On September 5, 2025, the Company announced the consolidation of its Common Shares on the basis of ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share (the "Consolidation"). The Company anticipates its Common Shares will commence trading on a post-

Consolidation basis on the CSE at market open on September 11, 2025. The new CUSIP number for the post-Consolidation Common Shares will be 09076M200 and the new ISIN number will be CA09076M2004. The name of the Company and trading symbol will remain the same after the Consolidation. The Company currently has 293,425,203 Common Shares issued and outstanding. Following the Consolidation, the Company expects to have 29,342,496 Common Shares issued and outstanding, subject to any rounding variance. No fractional Common Shares will be issued as a result of the Consolidation.

- On September 16, 2025, the Company announced that the Debenture Offering had closed, raising gross proceeds of \$336,570. The Debentures are unsecured obligations of the Company, mature August 30, 2026 (the "Maturity Date"), and bear interest at a rate of 10% per annum with such interest payable on a quarterly basis in either cash or, at the sole discretion of the Company, in Common Shares. The principal outstanding under the Debentures is convertible into Common Shares at any time, at the option of the holder, at the closing price of the Common Shares on the CSE on the day notice of conversion is received by the Company, subject to the pricing requirements in the policies of the CSE. If a holder elects to convert principal into Common Shares, all accrued and unpaid interest on the amount to be converted will also be satisfied with the issuance of Common Shares to such holder. Participants in the Offering also received, for every \$1,000 of Debentures, 4,000 transferable Common Share purchase warrants ("Debenture Warrants") that, for each Debenture Warrant, entitle the holder thereof to acquire one Share at an exercise price of \$0.25 per Share until September 15, 2026.
- On September 19, 2025, the Company reported that its Annual General Meeting would be held on November 14, 2025, with a Record Date of September 26, 2025.
- On September 29, 2025, the Company announced that the Company and HIMV LLC. ("HIMV") have executed a Third Amendment to Asset Purchase Agreement, dated September 26, 2025, pursuant to which the Company was given until September 30, 2026, to raise the additional sum of \$1,785,625 USD in which event Section 12 of the Asset Purchase Agreement dated February 11, 2024 ("APA") for acquiring the entire portfolio of assets and intellectual property based on the DPXTM immune educating platform technology developed by Canadian biotechnology company, IMV Inc. shall terminate and be of no further force or effect. If the Company is unable to do, HIVC has the right, in its sole discretion, but not the obligation, to exercise the Call Option provided for in the said Second Amendment. A copy of the said Third Amendment to Asset Purchase Agreement was posted to the SEDAR+ website at www.sedarplus.ca on September 29, 2025

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering document or in any other document filed by the Issuer in the 12 months preceding the date of this Offering Document on the Issuer's profile at www.sedarplus.ca. You should read these documents prior to investing.

Business objective and milestones

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

Over the next year, the Company's plan is to drive more organic pipeline growth by:

- (1) Pursuing multiple licensing opportunities and research collaborations with DPX where the Company's platform solutions can address specific needs or gaps, making the Company an attractive 'go-to' partner for targeted immunotherapies.
- (2) Identifying remaining GLP supply or production of (non-GMP) preclinical supply of DPX to be used in (i) conducting research under the collaborations with Sona Nanosystems, Inc., (ii) preclinical supply of

- DPX+peanut antigen for the peanut allergy vaccine program, and (iii) additional proof of concept studies for expanding the DPX formulations in mRNA and neoantigens.
- (3) Initiating DPX food allergy program at McMaster University for conducting a preclinical proof of concept study with a DPX peanut antigen prophylaxis vaccine candidate.
- (4) Filing of new patents and maintaining annuity payments for issued patents.
- (5) Completing remaining immunological data analysis from MVP-S phase 1 studies to complete data packages and prepare this asset for out-licensing in other tumor types

PART 3. USE OF AVAILABLE FUNDS

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

The Company's expected available funds upon the closing of the Offering will be (i) \$2,101,670, assuming the minimum amount is raised in the Offering; and (ii) \$2,301,670, assuming the maximum amount is raised in the Offering.

		Assuming Minimum Offering	Assuming Maximum Offering
A	Amount to be raised by this Offering	\$1,800,000	\$2,000,000
В	Selling commissions and fees	\$0	\$0
С	Estimated Offering costs (e.g., legal, accounting, audit)	\$35,000	\$35,000
D	Net proceeds of Offering $D = A - (B+C)$	\$1,765,000	\$1,965,000
Е	Working capital as at most recent month end ¹	\$336,670	\$336,670
F	Additional sources of funding	\$0	\$0
G	Total available funds $G = D + E + F$	\$2,101,670	\$2,301,670

Notes:

(1) The working capital deficit of \$3,641,102 as of September 30, 2025 contains a number of current liabilities that will not fall due for at least the next 12 months. Subsumed in the working capital deficit of \$3,641,102, is \$2,171,745 owing to related parties, each of whom have agreed to defer payment for not less than 12 months and hence BioVaxys believes this amount should not be included in the calculation of working capital. There is \$552,015 in debt that will be settled with shares pursuant to section 2.14 of NI 45-106 and BioVaxys did not therefore include this amount in working capital either. There was also \$879,702 in liabilities that is comprised of debt that BioVaxys disputes is owing and which it believes should be properly classified as a "contingent liability" and debt that has been outstanding for more than 2 years and is statute barred and will likely never be paid by BioVaxys and certainly not in the next 12 months. Finally, there is a promissory note for which there is an offsetting account receivable which BioVaxys believes should not be included in working capital.

How will we use the available funds?

The Company intends to use the net proceeds from this Offering to fund general and administrative needs, including salaries and corporate expenses. With the proceeds of this Offering, the Issuer also plans to produce DPX for research and collaboration purposes, maintain patents and national phase patent filings, attendance at prominent biotech partnering conferences, marketing and promotion, legal, accounting and administration expenses, recruitment and engagement of pharmaceutical consultants, general corporate expenses, and working capital.

Description of intended use of available funds listed	Assuming Minimum	Assuming Maximum	
in order of priority	Offering	Offering	
Working Capital	\$278,214	\$428,214	
Legal & Patents	\$175,000	200,000	
Marketing/IR	\$700,000	700,000	

General & Administrative	\$823,456	\$823,456
DPX Platform Advancement	\$125,000	\$150,000
Total:	\$2,101,670	\$2,301,670

The above noted allocations represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives.

The Company's most recent condensed consolidated interim financial statements for the three months ended July 31, 2025 (the "Interim Financial Statements"), have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. As at July 31, 2025, the Company had a working capital deficit of \$3,641,102 and an accumulated deficit of \$34,547,327. The Company has not generated cash inflows from operations. The Company's ability to continue as a going concern and realize the carrying value of its assets is dependent on its ability to raise capital through equity and debt financing, the outcome of which cannot be predicted at this time. These matters indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Interim Financial Statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material.

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

Date of Financing	Financing in the past 12 months	Intended use of Funds	Variances and the Impact of the Variances, if any, on the Company's Ability to Achieve its Business Objectives and Milestones
October 4, 2024	4,500,000 units of the Company at a price of \$0.05 per unit for aggregate gross proceeds of \$225,000		None
December 13, 2024	2,200,000 units of the Company at a price of \$0.05 per unit for aggregate gross proceeds of \$110,000		None
December 18, 2024	3,500,000 units of the Company at a price of \$0.05 per unit for aggregate gross proceeds of \$175,000	Washing and to 1	None
January 10, 2025	10,750,000 units of the Company at a price of \$0.05 per unit for aggregate gross proceeds of \$537,500	Working capital	None
February 18, 2025	2,000,000 units of the Company at a price of \$0.05 per unit for aggregate gross proceeds of \$100,000		None
September 16, 2025	Unsecured convertible debentures issued raising gross proceeds of \$335,670		None

PART 4. FEES AND COMMISSIONS

The Offering is non-brokered. The Company may pay finder's fees in respect of the Offering from subscribers introduced by eligible finders to the Company.

PART 5. PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this amended Offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6. ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on SEDAR+ at www.sedarplus.ca.

For further information regarding the Issuer, visit the Company's website at https://www.biovaxys.com/.

Potential investors should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

PART 7. DATE AND CERTIFICATE

This Offering document, together with any document filed under Canadian securities legislation on or after October 28, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated this 28th day of October, 2025.

/s/ James Passin	/s/ Christopher Cherry
James Passin	Christopher Cherry
Chief Executive Officer	Chief Financial Officer

APPENDIX A

ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES OF THE PURCHASER

Each purchaser of the Units under the Offering (the "**Purchaser**") makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the Closing Date:

- (a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- (b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Common Shares pursuant to the Offering;
- (c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this amended offering document.
- (d) legal counsel retained by the Company or the Agents is acting as counsel to the Company or Agents and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel.
- (e) the Purchaser should obtain independent legal and tax advice as it considers appropriate in connection with the performance of this amended offering document and the transactions contemplated under this amended offering document, and that the Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- (f) the Purchaser acknowledges that:
 - (i) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
 - (ii) there is no government or other insurance covering the Offering;
 - (iii) there are risks associated with the purchase of the Offering;
- (g) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Common Shares through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Common Shares pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given;
- (h) the Purchaser either
 - (i) is not an "insider" of the Company or a "registrant" (each as defined under applicable securities laws of British Columbia); or

- (ii) has identified itself to the Company as either an "insider" or a "registrant" (each as defined under applicable securities laws of British Columbia);
- (i) the Purchaser will not become a "control person" within the meaning of Canadian securities laws by virtue of the purchase of the Common Shares, and does not intend to act in concert with any other person to form a control group of the Company in connection with the acquisition of the Common Shares;
- (j) the Purchaser has not received, nor does it expect to receive, any financial assistance from the Company, directly or indirectly, in respect of the Purchaser's subscription for Common Shares;
- (k) if the Purchaser is:
 - (i) a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Common Shares pursuant to the terms set out in this amended offering document;
 - (ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Common Shares pursuant to the terms set out in this amended offering document and has obtained all necessary approvals in respect thereof; oriii.an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Common Shares pursuant to the terms set out in this amended offering document; or
 - (iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Common Shares pursuant to the terms set out in this amended offering document;
- (l) the subscription for the Common Shares and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- (m) the Purchaser is not purchasing the Common Shares with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire Common Shares has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the offering document;
- (n) if the Purchaser is a resident of or otherwise subject to the securities laws of a jurisdiction other than Canada, it certifies that it is not resident in any jurisdiction in Canada and it is knowledgeable of, or has been independently advised as to, the applicable securities laws in the jurisdiction of its residence which would apply to this amended offering document. The delivery of any investor questionnaire to be completed by the Purchaser and the purchase of the Common Shares by such Purchaser does not contravene the applicable laws (including applicable securities laws) in the jurisdiction in which it is resident or to which it is subject and, to the knowledge of the Purchaser, does not trigger any obligation to prepare and file a prospectus, registration statement or similar document, or any other report with respect to such purchase, or any registration or other obligation or reporting requirement on the part of the Company, and it will provide such evidence of compliance with all such matters as the Agents or the Company may request;

- (o) the Purchaser is aware that the Common Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state of the United States and that the Common Shares may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Common Shares;
- the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company hereunder, as applicable, will not represent proceeds of crime for the purposes of the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada) (the "PCMLTFA") or for the purposes of the United States' Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, as may be amended from time to time (the "PATRIOT Act") and the Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser's name and other information relating to the Purchaser's subscription of the Common Shares, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Purchaser (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;
- (q) neither the Company, the Agents, nor any of their respective directors, employees, officers, affiliates or agents, except as may be provided herein, has made any written or oral representations to the Purchaser:
 - (i) that any person will re-sell or re-purchase the Common Shares;
 - (ii) that any person will refund all or any part of the purchase price of the Common Shares acquired by the Purchaser;
 - (iii) as to the future price or value of the Common Shares; or
 - (iv) that the Common Shares will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system.
- (r) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Common Shares as may be required by any securities commission, stock exchange or other regulatory authority;
- (s) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Common Shares pursuant to the terms set out in this amended offering document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Common Shares and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser's subscription;
- (t) the Purchaser is purchasing the Common Shares for investment purposes only and not with a view to resale or distribution; and

(u)	the Purchaser acknow connection with the O	vledges that cer ffering.	rtain fees and	commissions n	nay be pay	able by the	Company in

APPENDIX B

COLLECTION OF PERSONAL INFORMATION

By purchasing Units, the Investor acknowledges that the Issuer and its agents and advisers may each collect, use and disclose the Investor's name and other specified personally identifiable information (including his, her or its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Units that it has purchased) (the "Information"), for purposes of: (a) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation; and (b) issuing ownership statements issued under a direct registration system or other electronic book-entry system, or certificates that may be issued, as applicable, representing the securities to be issued to the Investor. The Information may also be disclosed by the Issuer to: (i) stock exchanges; (ii) revenue or taxing authorities; and (iii) any of the other parties involved in the Offering, including legal counsel, and may be included in record books in connection with the Offering. The Investor is deemed to be consenting to the disclosure of the Information.

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

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

By purchasing Units the Investor further acknowledges: (A) that Information concerning the Investor will be disclosed to the relevant Canadian securities regulatory authorities and may become available to the public in accordance with the requirements of applicable securities and freedom of information laws and the Investor consents to the disclosure of the Information; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Units, the Investor shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities. The Investor may contact the following public official in the applicable province with respect to questions about the commission's indirect collection of such Information at the following address, telephone number and email address (if any):

Alberta Securities Commission Suite 600, 250 - 5th Street SW Calgary, Alberta T2P 0R4

Telephone: (403) 297-6454

Toll free in Canada: 1-877-355-0585

Facsimile: (403) 297-2082

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2 Toll free in Canada: 1-800-373-6393

Facsimile: (604) 899-6581 Email: inquiries@bcsc.bc.ca

The Manitoba Securities Commission

500 - 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: (204) 945-2548

Toll free in Manitoba 1-800-655-5244

Facsimile: (204) 945-0330

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300

Saint John, New Brunswick E2L 2J2

Telephone: (506) 658-3060

Toll free in Canada: 1-866-933-2222

Facsimile: (506) 658-3059 Email: info@fcnb.ca

Government of Newfoundland and Labrador Financial Services Regulation Division

P.O. Box 8700

Confederation Building

2nd Floor, West Block

Prince Philip Drive

St. John's, Newfoundland and Labrador A1B 4J6

Attention: Director of Securities Telephone: (709) 729-4189 Facsimile: (709) 729-6187

Office of the Superintendent of Securities

Department of Justice, Government

of the Northwest Territories

1st Floor, Stuart Hodgson Building

5009 49th Street, PO Box 1320

Yellowknife, Northwest Territories X1A 2L9

Telephone: (867) 767-9305 Facsimile: (867) 873-0243

Email: securitiesregistry@gov.nt.ca

Government of Nunavut Department of Justice Legal Registries Division

P.O. Box 1000, Station 570 1st Floor, Brown Building Igaluit, Nunavut X0A 0H0 Telephone: (867) 975-6590

Facsimile: (867) 975-6594

Ontario Securities Commission 20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8

Telephone: (416) 593-8314

Toll free in Canada: 1-877-785-1555

Facsimile: (416) 593-8122

Email: exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of

information: Inquiries Officer

Prince Edward Island Securities Office 95 Rochford Street, 4th Floor Shaw Building P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: (902) 368-4569 Facsimile: (902) 368-5283 Inquiries: (604) 899-6854

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: (306) 787-5879 Facsimile: (306) 787-5899

Office of the Superintendent of Securities Government of Yukon Department of Community Services

307 Black Street, 1st floor

Box 2703, C-6

Whitehorse, Yukon Y1A 2C6 Telephone: (867) 667-5466 Facsimile: (867) 393-6251 Email: Securities@gov.yk.ca

Nova Scotia Securities Commission Suite 400, 5251 Duke Street Duke Tower

P.O. Box 458

Halifax, Nova Scotia B3J 2P8 Telephone: (902) 424-7768 Facsimile: (902) 424-4625